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 a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Anhui Expressway Company Limited, you should at once pass this circular to the purchaser, the transferee, the bank, the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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安徽皖通高速公路股份有限公司
ANHUI EXPRESSWAY COMPANY LIMITED

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

(Stock Code: 995)

PROPOSED ABOLISHMENT OF THE SUPERVISORY COMMITTEE AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION, THE RULES OF PROCEDURES OF GENERAL MEETING, THE RULES OF PROCEDURES OF THE BOARD OF DIRECTORS AND WORKING PROCEDURES FOR INDEPENDENT DIRECTORS NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening an EGM of the Company to be held at the conference room of the Company at 520 Wangjiang West Road, Hefei, Anhui, the PRC, on Friday, 28 November 2025 at 2:30 p.m., together with the accompanying form of proxy, are issued on 10 November 2025 and published on the website of the Stock Exchange. Whether or not you intend to attend the said EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same, in the case of holders of A Shares, to the registered office of the Company at 520 Wangjiang West Road, Hefei, Anhui, the PRC or, in the case of holders of H Shares, to the registrar of H Shares of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as practicable and in any event not less than 24 hours before the holding of the said EGM (i.e. not less than 24 hours before Friday, 28 November 2025 at 2:30 p.m.) or any of its adjourned meeting. Completion and return of the form of proxy will not preclude you from subsequently attending and voting at the said EGM or any adjourned meeting(s) should you so wish.

10 November 2025

CONTENTS

DEFINITIONS ii

LETTER FROM THE BOARD 1

APPENDIX I **AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF ANHUI EXPRESSWAY COMPANY LIMITED** 5

APPENDIX II **AMENDMENTS TO THE RULES OF PROCEDURES OF GENERAL MEETING OF ANHUI EXPRESSWAY COMPANY LIMITED** 112

APPENDIX III **AMENDMENTS TO THE RULES OF PROCEDURES OF THE BOARD OF DIRECTORS OF ANHUI EXPRESSWAY COMPANY LIMITED** 136

APPENDIX IV **AMENDMENTS TO THE WORKING PROCEDURES FOR INDEPENDENT DIRECTORS OF ANHUI EXPRESSWAY COMPANY LIMITED** 173

NOTICE OF EXTRAORDINARY GENERAL MEETING 182

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

"A Shares"	domestic listed shares of the Company with a nominal value of RMB1.00 each
"Articles of Association"	the articles of association of the Company, as amended from time to time
"associate(s)"	has the meaning ascribed thereto under the Listing Rules
"Board"	the board of directors
"Company"	Anhui Expressway Company Limited, a joint stock limited company incorporated in the PRC, the H Shares of which are listed on the Stock Exchange and the A Shares of which are listed on the Shanghai Stock Exchange in the PRC
"Director(s)"	the director(s) of the Company
"EGM"	the extraordinary general meeting of the Company to be held at the Company's conference room at 520 Wangjiang West Road, Hefei, Anhui, the PRC, on Friday, 28 November 2025 at 2:30 p.m. (or the adjournment(s) thereof)
"H Share(s)"	the overseas-listed foreign shares of the Company with a nominal value of RMB1.00 each
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Listing Rules"	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"PRC"	the People's Republic of China
"PRC Company Law"	The Company Law of the PRC

"RMB"	Renminbi, the lawful currency of the PRC
"Rules of Procedures of General Meeting"	the Rules of Procedures of General Meeting of the Company, as amended from time to time
"Rules of Procedures of the Board of Directors"	the Rules of Procedures of the Board of Directors of the Company, as amended from time to time
"Share(s)"	ordinary shares of the Company with nominal value of RMB1.00 each in the share capital of the Company, comprising the A Shares and H Shares
"Shareholder(s)"	holder(s) of the Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Working Procedures for Independent Directors"	the Working Procedures for Independent Directors of the Company, as amended from time to time

安徽皖通高速公路股份有限公司
ANHUI EXPRESSWAY COMPANY LIMITED

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

(Stock Code: 995)

Executive Directors:
Wang Xiaowen *(Chairman)*
Yu Yong
Chen Jiping
Wu Changming

Non-executive Directors:
Yang Xudong
Yang Jianguo

Independent non-executive Directors:
Zhang Jianping
Lu Taiping
Zhao Jianli

Registered Office:
520 Wangjiang West Road Hefei,
Anhui, the PRC

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

10 November 2025

To the Shareholders

Dear Sir or Madam,

PROPOSED ABOLISHMENT OF THE SUPERVISORY COMMITTEE AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION, THE RULES OF PROCEDURES OF GENERAL MEETING, THE RULES OF PROCEDURES OF THE BOARD OF DIRECTORS AND WORKING PROCEDURES FOR INDEPENDENT DIRECTORS

INTRODUCTION

Reference is made to the announcement made by the Company on 28 October 2025 on the proposed abolishment of the supervisory committee, the repeal of the Rules of Procedures of the Supervisory Committee, alteration to the registered capital of the Company and the amendments to the Articles of Association, the Rules of Procedures of General Meeting, the Rules of Procedures of the Board of Directors and the Working Procedures for Independent Directors.

The purpose of this circular is to provide you with further information of the proposed abolishment of the supervisory committee, the repeal of the Rules of Procedures of the Supervisory Committee, alteration to the registered capital of the Company and the amendments to the Articles of Association, the Rules of Procedures of General Meeting, the Rules of Procedures of the Board of Directors and the Working Procedures for Independent Directors.

PROPOSED ABOLISHMENT OF THE SUPERVISORY COMMITTEE, REPEAL OF THE RULES OF PROCEDURES OF THE SUPERVISORY COMMITTEE, ALTERATION TO THE REGISTERED CAPITAL OF THE COMPANY AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION, THE RULES OF PROCEDURES OF GENERAL MEETING, THE RULES OF PROCEDURES OF THE BOARD OF DIRECTORS AND WORKING PROCEDURES FOR INDEPENDENT DIRECTORS

The Board of the Company has resolved on 28 October 2025 to amend the Articles of Association for the purposes of, amongst others, (i) updating and bringing the Articles of Association in line with the latest regulatory requirements under the PRC Company Law, the Guidelines for the Articles of Association of Listed Companies, and the other relevant laws and regulations, in particular to abolish the supervisory committee of the Company and the position of supervisor, whose functions and power will be taken up by the audit committee of the Company with the duties of the supervisors being naturally dispensed with; (ii) better aligning the Articles of Association with the actual circumstances of the Company; and (iii) other administrative changes (including alteration to the registered capital of the Company as set out in the Articles of Association to reflect the latest registered capital of the Company). In line with such changes to the Articles of Association, it is proposed that (i) the Rules of Procedures of the Supervisory Committee of the Company be abolished simultaneously; and (ii) the Rules of Procedures of General Meetings of the Company, Rules of Procedures of the Board of Directors of the Company and the Working Procedures for Independent Directors be amended simultaneously to reflect the proposed changes to the Articles of Association as summarised above.

If the addition, deletion or reordering of certain chapters or provisions in the Articles of Association causes any change in chapter or article numbering, the numbering in the amended Articles of Association, the Rules of Procedures of General Meeting, the Rules of Procedures of the Board of Directors and the Working Procedures for Independent Directors will be adjusted accordingly, any cross-references to article numbers will be updated correspondingly.

Save as the above amendments, details of other specific amendments to the Articles of Association, the Rules of Procedures of General Meeting, the Rules of Procedures of the Board of Directors and the Working Procedures for Independent Directors are set out in Appendix I, Appendix II, Appendix III and Appendix IV, respectively.

The proposed abolishment of the supervisory committee, the repeal of the Rules of Procedures of the Supervisory Committee, alteration to the registered capital of the Company and the amendments to the Articles of Association, the Rules of Procedures of General Meeting, and the Rules of Procedures of the Board of Directors are subject to approval of the general meeting of the Company by way of special resolutions while the proposed amendments to the Working Procedures for Independent Directors are subject to approval of the general meeting of the Company by way of ordinary resolution before they become effective. The Board is of the view that implementing these amendments is in the overall best interests of the Company and its Shareholders as a whole.

THE EGM

The EGM will be convened and held at the conference room of the Company at 520 Wangjiang West Road, Hefei, Anhui, the PRC, on Friday, 28 November 2025 at 2:30 p.m. for the purpose of considering and approving, by the Shareholders, (i) by way of special resolutions, the abolishment of the supervisory committee, the repeal of the Rules of Procedures of the Supervisory Committee, alteration to the registered capital of the Company and the amendments to the Articles of Association, the Rules of Procedures of General Meeting and the Rules of Procedures of the Board of Directors; and (ii) by way of ordinary resolution, the amendments to the Working Procedures for Independent Directors.

For the purpose of holding the EGM, the register of members of H Shares of the Company will be closed from 25 November 2025 (Tuesday) to 28 November 2025 (Friday) (both days inclusive), during which period no transfer of H Shares of the Company will be registered. Holders of the Company's H Shares whose names appear on the Register of Members at the close of trading on 25 November 2025 (Tuesday) are entitled to attend and vote at the EGM.

This circular is accompanied by a form of proxy of the EGM. The form of proxy of the EGM are issued on 10 November 2025 and published on the website of the Stock Exchange. Whether or not you intend to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to, in the case of holders of A Shares, the registered office of the Company at 520 Wangjiang West Road, Hefei, Anhui, the PRC or, in the case of holders of H Shares the registrar of H Shares of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as practicable and in any event not less than 24 hours before the holding of the EGM. Completion and return of the form of proxy will not preclude you from subsequently attending and voting at the EGM or any adjourned meeting(s) should you so wish.

LISTING RULES REQUIREMENT

According to Rule 13.39(4) of the Listing Rules, except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted on by a show of hands, any vote of Shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to the vote at the EGM will be taken by way of poll.

RECOMMENDATION

The Board has resolved and approved the resolutions in respect of the above matters. The Directors believe that the above resolutions are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the EGM.

Yours faithfully,
By order of the Board
Jian Xuegen
Company Secretary

Original Articles	Amended Articles
INDEX	
CHAPTER 14 ~~GENERAL MANAGER OF THE COMPANY~~	CHAPTER 14 **SENIOR MANAGEMENT**
CHAPTER 1~~7~~ ~~FINANCIAL AND ACCOUNTING SYSTEM~~	CHAPTER 1**6** **FINANCIAL AND ACCOUNTING SYSTEM AND AUDIT**
CHAPTER 2~~1~~ MERGER AND DEMERGER OF THE COMPANY	CHAPTER 2**0** MERGER, DEMERGER, **CAPITAL INCREASE AND CAPITAL REDUCTION** OF THE COMPANY
Chapter 1 GENERAL PROVISIONS	
Article 3 The legal address of the Company: 520 Wangjiang West Road, Hefei City, Anhui Province, the People's Republic of China Postal code: 230088 Telephone number: 0551–5338697 Facsimile number: 0551–5338696	Article 3 The legal address of the Company: 520 Wangjiang West Road, Hefei City, Anhui Province, the People's Republic of China Postal code: 230088 Telephone number: 0551–**6**5338697 Facsimile number: 0551–**6**5338696
Article 4 The legal representative of the Company is ~~the chairman of the Company~~.	Article 4 **The chairman of the Company is the director who represents the Company in executing company affairs and serves as** the legal representative of the Company. **If a director who serves as the legal representative resigns, it shall be deemed as resigning from the legal representative at the same time.** **If the legal representative resigns, the Company will appoint a new legal representative within 30 days from the date of resignation.**

Original Articles	Amended Articles
Article 6 These Articles were adopted by a special resolution of the shareholders in general meeting, ~~became effective upon their approval by market supervision and administration authorities,~~ in entire substitution for the Company's articles of association previously ~~registered~~ with the market supervision and administration authorities. Rules of procedures of General Meeting, Rules of procedures of the Board of Directors ~~and Rules of procedures of Supervisory Committee~~ as approved by the general meeting of the Company will become annexure of this Articles and have same legal effect as this Articles. Where the Rules of procedures of General Meeting, Rules of procedures of the Board of Directors ~~and Rules of procedures of Supervisory Committee~~ are inconsistent with the provisions of this Articles, the provisions of this Articles shall prevail.	Article 6 These Articles **became effective upon the date of approval by** a special resolution of the shareholders in general meeting, in entire substitution for the Company's articles of association previously **filed** with the market supervision and administration authorities. Rules of procedures of General Meeting, **and** Rules of procedures of the Board of Directors as approved by the general meeting of the Company will become annexure of this Articles and have same legal effect as this Articles. Where the Rules of procedures of General Meeting, **and** Rules of procedures of the Board of Directors are inconsistent with the provisions of this Articles, the provisions of this Articles shall prevail.

Original Articles	Amended Articles
Article 9 These Articles are binding upon the Company and its shareholders, directors, ~~supervisors,~~ general managers and other officers. The foregoing persons may, in accordance with the provisions of these Articles, institute claims in relation to all matters relating to the Company. Shareholders may bring proceedings against the Company in accordance with these Articles; the Company may bring proceedings against the shareholders, directors, ~~supervisors,~~ general managers and other officers in accordance with these Articles; a shareholder may bring proceedings against other shareholders in accordance with these Articles; and the shareholders may bring actions against directors, ~~supervisors,~~ general managers and other officers of the Company in accordance with these Articles. For the purposes of the preceding paragraph, proceedings include proceedings commenced in court and arbitration proceedings commenced in arbitration tribunals. Other officers as referred above include the deputy general manager, the Secretary of the board of directors, ~~the chief financial officer~~, the chief engineer, the general counsel and the chief compliance officer of the Company.	Article 9 These Articles are binding upon the Company and its shareholders, directors, general managers and other officers. The foregoing persons may, in accordance with the provisions of these Articles, institute claims in relation to all matters relating to the Company. Shareholders may bring proceedings against the Company in accordance with these Articles; the Company may bring proceedings against the shareholders, directors, general managers and other officers in accordance with these Articles; a shareholder may bring proceedings against other shareholders in accordance with these Articles; and the shareholders may bring actions against directors, general managers and other officers of the Company in accordance with these Articles. For the purposes of the preceding paragraph, proceedings include proceedings commenced in court and arbitration proceedings commenced in arbitration tribunals. Other officers as referred above include the deputy general manager, the Secretary of the board of directors, **the person in charge of finance (chief financial officer)**, the chief engineer, the general counsel and the chief compliance officer of the Company.

Original Articles	Amended Articles
CHAPTER 3 SHARES AND REGISTERED CAPITAL	
Article 18 The Company shall at all times have ordinary shares. The Company may, in accordance with its requirements and upon the approval of the companies supervisory department authorised by the State Council, create other classes of shares. ~~Where the share capital of the Company includes shares which do not carry voting rights, the words "non-voting shares" must appear in the designation of such shares. Where the share capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favorable voting rights, must include the words "restricted voting" or "limited voting".~~	Article 18 The Company shall at all times have ordinary shares. The Company may, in accordance with its requirements and upon the approval of the companies supervisory department authorised by the State Council, create other classes of shares.
Article 19 Shares issued by the Company shall be public, fair and justice. ~~Shares of equal value enjoy equal rights and equal return.~~ The terms and price for the issue for the same ~~kinds~~ of Shares issued simultaneously ~~shall be~~ the same. ~~For shares subscribe by any person or individual who shall pay the same price per share.~~	Article 19 **The Company's shares are in the form of stocks.** Shares issued by the Company shall be public, fair and justice. **Each share of the same class has equal rights.** The terms and price for the issue for the same **class** of shares issued simultaneously **are** the same. **For share subscription, subscribers shall pay the same price per share.**
Article 23 The domestic shares of the Company are ~~centralised to be held by~~ China Securities Central Clearing and Registration Corporation Shanghai Branch.	Article 23 The domestic shares of the Company are **centrally deposited with** China Securities Central Clearing and Registration Corporation Shanghai Branch.

Original Articles	Amended Articles
Article 25 As approved by Zheng Wen Fa (1996) No. 31 issued by the former State Council Securities Commission on 9th October 1996, the Company issued 493,010,000 overseas listed foreign shares (H Shares), to the foreign investors, which was listed on The Stock Exchange of Hong Kong Limited on 13th November 1996. As approved by Zheng Jian Zi (2002) No. 124 issued by the China Securities Regulatory Committee on 6th November 2002, the Company issued 250,000,000 domestic listed shares (A Shares) which was listed on The Stock Exchange of Shanghai on 7th January 2003. Pursuant to the "Provisions on Management of Share Reform Proposals of Listed Companies" issued by China Securities Regulatory Commission and "Reply in respect to matters concerning Share Segregation Reform of Anhui Expressway Company Limited (Wan Guo Zi Chan Quan Han [2006] No. 50) from the State-owned Assets Supervision and Administration Commission of the People's Government of Anhui Province on 20 February 2006, the Stock Exchange of Shanghai has issued the consent (Shan Jin Shan Ji [2006] No.188) for the Company's implementation of Share Splitting Reform Proposal.	Article 25 As approved by Zheng Wen Fa (1996) No. 31 issued by the former State Council Securities Commission on 9th October 1996, the Company issued 493,010,000 overseas listed foreign shares (H Shares), to the foreign investors, which was listed on The Stock Exchange of Hong Kong Limited on 13th November 1996. As approved by Zheng Jian Zi (2002) No. 124 issued by the China Securities Regulatory Committee on 6th November 2002, the Company issued 250,000,000 domestic listed shares (A Shares) which was listed on The Stock Exchange of Shanghai on 7th January 2003. Pursuant to the "Provisions on Management of Share Reform Proposals of Listed Companies" issued by China Securities Regulatory Commission and "Reply in respect to matters concerning Share Segregation Reform of Anhui Expressway Company Limited (Wan Guo Zi Chan Quan Han [2006] No. 50) from the State-owned Assets Supervision and Administration Commission of the People's Government of Anhui Province on 20 February 2006, the Stock Exchange of Shanghai has issued the consent (Shan Jin Shan Ji [2006] No.188) for the Company's implementation of Share Splitting Reform Proposal.

Original Articles	Amended Articles
The shareholding structure of the Company shall be: ~~1,658,610,000~~ ordinary shares, ~~524,644,220 of which are held by Anhui Transportation Holding Group Company Limited, the promoter, 404,191,501 of which are held by China Merchants Expressway Network & Technology Holdings Co., Ltd.,~~ ~~493,010,000~~ of which are held by shareholders of ~~overseas listed foreign~~ shares, and ~~236,764,279~~ of which are held by shareholders of ~~listed domestic~~ shares. All the shares are ordinary shares having the same rights and entitlements.	**Approval was obtained from the Hong Kong regulatory authorities and filing was made with the China Securities Regulatory Commission for the Company's private placement of 49,981,889 overseas-listed foreign shares (H shares) to one specific investor, Anhui Transportation Holding Group (H.K.) Limited, on 9 June 2025.** The shareholding structure of the Company shall be: **1,708,591,889** ordinary shares, **1,165,600,000** of which are held by shareholders of **listed domestic** shares, and **542,991,889** of which are held by shareholders of **overseas listed foreign** shares. All the shares are ordinary shares having the same rights and entitlements.
Article 28 The registered capital of the Company RMB~~1,658,610,000~~.	Article 28 The registered capital of the Company RMB**1,708,591,889**.

Original Articles	Amended Articles
Article 29 The Company may, ~~in accordance with the procedures prescribed by these Articles, approve the increase of its share capital~~ based on its business and development requirements. ~~The following methods may be used by the Company to increase its capital:~~ ~~(1) public offering of shares;~~ ~~(2) private placement of shares;~~ ~~(3) issuing bonus shares to existing shareholders;~~ ~~(4) conversion of capital common reserve to capital;~~ (5) any other method ~~permitted~~ under China Securities Regulatory Committee, PRC laws and administrative regulations. In increasing the capital of the Company through an issue of new shares, the Company shall, after obtaining approvals in accordance with the requirements of these Articles, implement the same in accordance with the procedures prescribed by relevant PRC laws and administrative regulations.	Article 29 The Company may, based on its business and development requirements**, increase its capital through the following methods, as decided by the general meeting:** **(1) issuing shares to unspecified targets;** **(2) issuing shares to specified targets;** **(3) issuing bonus shares to existing shareholders;** **(4) conversion of capital common reserve to capital;** (5) any other method **stipulated** under China Securities Regulatory Committee, PRC laws and administrative regulations. In increasing the capital of the Company through an issue of new shares, the Company shall, after obtaining approvals in accordance with the requirements of these Articles, implement the same in accordance with the procedures prescribed by relevant PRC laws and administrative regulations.

Original Articles	Amended Articles
CHAPTER 4 REDUCTION OF CAPITAL AND REPURCHASE OF SHARES	
Article 33 When the Company reduces its registered capital, it shall prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of a resolution for the reduction of its registered capital, and shall make a public announcement in the China Securities Journal and Shanghai Securities News within 30 days thereof. The creditors shall have the right, within 30 days of receipt of the notice or, if such notice has not been received, within 45 days of the date of the first public announcement, to require the Company to repay its debts or provide security corresponding to the amount of its debts. The registered capital of the Company after a capital reduction shall not be lower than the lowest limit prescribed by law.	Article 33 When the Company reduces its registered capital, it shall prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of a resolution **at the general meeting** for the reduction of its registered capital, and shall make a public announcement in the China Securities Journal**,** Shanghai Securities News **or National Enterprise Credit Information Publicity System** within 30 days thereof. The creditors shall have the right, within 30 days of receipt of the notice or, if such notice has not been received, within 45 days of the date of the first public announcement, to require the Company to repay its debts or provide security corresponding to the amount of its debts. The registered capital of the Company after a capital reduction shall not be lower than the lowest limit prescribed by law.

Original Articles	Amended Articles
Article 34 ~~The Company may repurchase its shares pursuant to the laws, administrative regulations, departmental rules and these Articles in the following circumstances~~: (1) to reduce the registered capital of the Company; (2) to merge with another company which holds shares of the Company; (3) to use shares as for employee stock ownership plans or equity incentives; (4) for shareholders, who do not agree to the resolutions concerning merger or separation of the Company as approved by general meeting, who has requested the Company to repurchase their shares; (5) to use shares for converting corporate bonds, which are convertible into shares, issued by the Company; (6) necessary for the Company to safeguard the value of the Company and interests of shareholders; (7) under other circumstances permitted by law and administrative regulations. ~~Apart from the above circumstances, the Company cannot repurchase its shares.~~	Article 34 **The Company is prohibited from acquiring its own shares, except in any of the following circumstances:** (1) to reduce the registered capital of the Company; (2) to merge with another company which holds shares of the Company; (3) to use shares as for employee stock ownership plans or equity incentives; (4) for shareholders, who do not agree to the resolutions concerning merger or separation of the Company as approved by general meeting, who has requested the Company to repurchase their shares; (5) to use shares for converting corporate bonds, which are convertible into shares, issued by the Company; (6) necessary for the Company to safeguard the value of the Company and interests of shareholders; (7) under other circumstances permitted by law and administrative regulations. Any share repurchase by the Company due to the circumstances set out in sub-clauses (3), (5) and (6) under the first clause of this Article shall be conducted by way of public and centralized trading.

Original Articles	Amended Articles
Any share repurchase by the Company due to the circumstances set out in sub-clauses (3), (5) and (6) under the first clause of this Article shall be conducted by way of public and centralized trading. The Company shall obtain the approval of general meeting for repurchases of its shares under the circumstance set out in sub-clauses (1) and (2) under the first clause of this Article. Any share repurchase by the Company due to the circumstances set out in sub-clauses (3), (5) and (6) under the first clause of this Article shall be approved at a meeting of the board of directors attended by more than two-thirds of the directors in accordance with the provisions of these Articles or the authorization by the general meeting. After the Company has repurchased its shares in accordance with this Article, the Company shall cancel its repurchased shares within 10 days from the date of repurchase for case under sub-clause (1) of this Article. The Company shall cancel or transfer its repurchased shares within 6 months from the date of repurchase for cases under sub-clause (2) and (4) of this Article. If due to the circumstances mentioned in sub-clauses (3), (5) and (6), the shares of the Company held by the Company in aggregate shall not exceed 10% of the total issued shares of the Company, and shall be transferred or cancelled within 3 years.	The Company shall obtain the approval of general meeting for repurchases of its shares under the circumstance set out in sub-clauses (1) and (2) under the first clause of this Article. Any share repurchase by the Company due to the circumstances set out in sub-clauses (3), (5) and (6) under the first clause of this Article shall be approved at a meeting of the board of directors attended by more than two-thirds of the directors in accordance with the provisions of these Articles or the authorization by the general meeting. After the Company has repurchased its shares in accordance with this Article, the Company shall cancel its repurchased shares within 10 days from the date of repurchase for case under sub-clause (1) of this Article. The Company shall cancel or transfer its repurchased shares within 6 months from the date of repurchase for cases under sub-clause (2) and (4) of this Article. If due to the circumstances mentioned in sub-clauses (3), (5) and (6), the shares of the Company held by the Company in aggregate shall not exceed 10% of the total issued shares of the Company, and shall be transferred or cancelled within 3 years.

Original Articles	Amended Articles
CHAPTER 7 RIGHTS AND OBLIGATIONS OF SHAREHOLDERS	
Article 47 The holders of ordinary shares of the Company shall enjoy the following rights:	Article 47 The holders of ordinary shares of the Company shall enjoy the following rights:
(1) to obtain dividends and other distributions in proportion to the number of shares held by them;	(1) to obtain dividends and other distributions in proportion to the number of shares held by them;
(2) to request, convene, chair, attend and vote in person or appoint a proxy to attend, have rights to speak and vote accordingly on his behalf at general meetings in accordance with the requirements of law and the Articles of Associations;	(2) to request, convene, chair, attend and vote in person or appoint a proxy to attend, have rights to speak and vote accordingly on his behalf at general meetings in accordance with the requirements of law and the Articles of Associations;
(3) to supervise and to put forward proposals and make enquiries relating to the business operational activities of the Company;	(3) to supervise and to put forward proposals and make enquiries relating to the business operational activities of the Company;
(4) to transfer, give or pledge all their shares in accordance with relevant laws, administrative regulations and these Articles;	(4) to transfer, give or pledge all their shares in accordance with relevant laws, administrative regulations and these Articles;
(5) to inspect the Articles, the register of shareholders, the folio of the debenture, minutes of general meetings, minutes of meeting of the board of directors ~~and the supervisory committee~~, and financial reports;	(5) to inspect the Articles, the register of shareholders, the folio of the debenture, minutes of general meetings, minutes of meeting of the board of directors, and financial reports;

Original Articles	Amended Articles
(6) in the event of the termination or liquidation of the Company, to participate in the distribution of surplus assets of the Company according to the number of shares held by them;	(6) in the event of the termination or liquidation of the Company, to participate in the distribution of surplus assets of the Company according to the number of shares held by them;
(7) shareholders, who do not agree to the merge or separation of the Company as approved by general meeting, may request the Company to repurchase their shares;	(7) shareholders, who do not agree to the merge or separation of the Company as approved by general meeting, may request the Company to repurchase their shares;
(8) other rights conferred by laws, administrative regulations, department rules and regulations and these Articles.	(8) other rights conferred by laws, administrative regulations, department rules and regulations and these Articles.
The Company shall not exercise the power to freeze or otherwise prejudice any rights attaching to the shares of any person interested, whether directly or indirectly, in any share by reason only that such person has failed to disclose his interest to the Company.	The Company shall not exercise the power to freeze or otherwise prejudice any rights attaching to the shares of any person interested, whether directly or indirectly, in any share by reason only that such person has failed to disclose his interest to the Company.
Shareholder, may request for the aforesaid information or data, shall supply written documents showing the nature and number of his shareholding in the Company. The Company after verification of his capacity as shareholder will comply with the request of the shareholder.	Shareholder, may request for the aforesaid information or data, shall supply written documents showing the nature and number of his shareholding in the Company. The Company after verification of his capacity as shareholder will comply with the request of the shareholder.

Original Articles	Amended Articles
If the content of resolutions of general meetings and meeting of the board of directors violating the law, administrative regulations, Shareholders may request the People's court to declare resolutions to be invalid. If the procedure for convention of general meeting, meeting of board of directors, the mode of voting violating the law, administrative regulations or these Articles, or the contents of the resolution violating these Articles, shareholders have the right to proceed legal proceedings at the People's court for rescission within 60 days from the date of the resolution. When the Directors and other officers in performance of its duties violating the law, administrative regulations or these Articles causing damages to the Company, shareholders, who is solely or jointly holding more than 1% of the shareholding of the Company for more than 180 days consecutively, shall have the right to submit a written request to the ~~Supervisory Committee~~ for instituting legal proceedings at the People's court. When the ~~Supervisors~~ in performance of its duties violating the law, administrative regulations or these Articles causing damages to the Company, shareholders, who is solely or jointly holding more than 1% of the shareholding of the Company for more than 180 days consecutively, shall have the right to submit a written request to the board of directors for instituting legal proceedings at the People's court.	If the content of resolutions of general meetings and meeting of the board of directors violating the law, administrative regulations, Shareholders may request the People's court to declare resolutions to be invalid. If the procedure for convention of general meeting, meeting of board of directors, the mode of voting violating the law, administrative regulations or these Articles, or the contents of the resolution violating these Articles, shareholders have the right to proceed legal proceedings at the People's court for rescission within 60 days from the date of the resolution. **However, this shall not apply where any minor defect in the convening procedures or voting methods of the general meeting or board meeting does not have a material effect on the resolution.** **Where a dispute arises concerning the validity of a general meeting resolution among the board of directors, shareholders, or other relevant parties, a lawsuit shall be promptly filed with the People's Court. Pending a judgment or ruling by the People's Court to revoke the resolution or similar, the relevant parties shall implement the general meeting resolution. The Company, its directors, and senior management shall diligently perform their duties to ensure the normal operation of the Company.**

Original Articles	Amended Articles
If upon receipt of the said request, the ~~Supervisory Committee~~ and board of directors refuse to institute legal proceedings or they have not institute legal proceedings within 30 days from the date of receipt of the request or under emergency circumstance whereupon if legal proceedings are not instituted immediately, the Company will suffer from irreparable damages, shareholders with the rights as prescribed aforesaid, shall have the right to sue directly in their own name at the People's court. The shareholders, as prescribed in the previous paragraph of this Article, may, in accordance with the provisions of the first two paragraphs, institute legal proceedings at the People's court for damages suffered by the Company for infringement of the Company's legal interest by any other person. If the directors or senior management violate the law, administrative regulations or these Articles and cause damage to the interests of the shareholders, the shareholders may file a lawsuit with the People's Court.	**Where a judgment or ruling is made by the People's Court on a relevant matter, the Company shall fulfil its information disclosure obligations in accordance with the laws, administrative regulations, and the rules of the China Securities Regulatory Commission and the stock exchange, provide a full explanation of the impact, and actively cooperate with the execution of the judgment or ruling after it becomes effective. Should any correction of a prior matter be involved, the Company will promptly address it and fulfil the corresponding information disclosure obligations.** **A resolution of the general meeting or the board of directors shall be void under any of the following circumstances:** **(i) the resolution was made without convening a general meeting or board meeting;** **(ii) no vote was taken on the matter forming the subject of the resolution at the general meeting or board meeting;** **(iii) the number of attendees or the voting rights held at the meeting did not reach the thresholds required by the Company Law or these Articles;** **(iv) the number of persons consenting to the matter or the voting rights they held did not reach the thresholds required by the Company Law or the Articles.**

Original Articles	Amended Articles
	When the Directors **other than members of the audit committee** and other officers in performance of its duties violating the law, administrative regulations or these Articles causing damages to the Company, shareholders, who is solely or jointly holding more than 1% of the shareholding of the Company for more than 180 days consecutively, shall have the right to submit a written request to the **audit committee** for instituting legal proceedings at the People's court. When the **audit committee** in performance of its duties violating the law, administrative regulations or these Articles causing damages to the Company, shareholders, who is solely or jointly holding more than 1% of the shareholding of the Company for more than 180 days consecutively, shall have the right to submit a written request to the board of directors for instituting legal proceedings at the People's court. If upon receipt of the said request, the **audit committee** and board of directors refuse to institute legal proceedings or they have not institute legal proceedings within 30 days from the date of receipt of the request or under emergency circumstance whereupon if legal proceedings are not instituted immediately, the Company will suffer from irreparable damages, shareholders with the rights as prescribed aforesaid, shall have the right to sue directly in their own name at the People's court. The shareholders, as prescribed in the previous paragraph of this Article, may, in accordance with the provisions of the first two paragraphs, institute legal proceedings at the People's court for damages suffered by the Company for infringement of the Company's legal interest by any other person. If the directors or senior management violate the law, administrative regulations or these Articles and cause damage to the interests of the shareholders, the shareholders may file a lawsuit with the People's Court.

Original Articles	Amended Articles
Article 48 Holders of ordinary shares of the Company shall have the following obligations:	Article 48 Holders of ordinary shares of the Company shall have the following obligations:
(1) to abide by the law, administrative regulations and these Articles;	(1) to abide by the law, administrative regulations and these Articles;
(2) to pay subscription moneys according to the number of shares subscribed and the method of subscription;	(2) to pay subscription moneys according to the number of shares subscribed and the method of subscription;
(3) to ~~dispose of its shares~~, save and except provided by laws and regulations;	(3) to **withdraw its capital**, save and except provided by laws and regulations;
(4) not to abuse the shareholders' right to harm the Company or other shareholders' benefits; not to abuse the Company's legal person independent status and the shareholder limited liability to damage the interest of the Company creditors;	(4) not to abuse the shareholders' right to harm the Company or other shareholders' benefits; not to abuse the Company's legal person independent status and the shareholder limited liability to damage the interest of the Company creditors;
(5) other obligations imposed by laws, administrative regulations and these Articles.	(5) other obligations imposed by laws, administrative regulations and these Articles.
The shareholders of Company, abuse the shareholders' right causing losses to the Company or other shareholders, must bear the responsibility to compensate in accordance with the law.	The shareholders of Company, abuse the shareholders' right causing losses to the Company or other shareholders, must bear the responsibility to compensate in accordance with the law.
The shareholders of Company abuse the Company's legal person independent status and the shareholder limited liability, and evades the debt, seriously damage the interest of the Company creditors, must undertake the joint and several liability to the debt of the Company.	The shareholders of Company abuse the Company's legal person independent status and the shareholder limited liability, and evades the debt, seriously damage the interest of the Company creditors, must undertake the joint and several liability to the debt of the Company.

Original Articles	Amended Articles
CHAPTER 9 GENERAL MEETINGS	
Article 52 The general meeting shall exercise the following powers:	Article 52 The general meeting shall exercise the following powers:
(1) ~~to determine the business policies and investment plans of the Company;~~	(1) to elect and replace directors, who is not employees' representative, and to determine their remuneration;
~~(2)~~ to elect and replace directors, who is not employees' representative, and to determine their remuneration;	**(2)** to consider and approve any report submitted by the board of directors;
~~(3) to elect and replace supervisors who are the representatives of the shareholders and to determine their remuneration;~~	**(3)** to consider and approve any report submitted by the supervisory committee;
(~~4~~) to consider and approve any report submitted by the board of directors;	**(4)** to resolve on the increase or reduction in the registered capital of the Company;
~~(5) to consider and approve any report submitted by the supervisory committee;~~	**(5)** to resolve on such matters as the merger, demerger, termination**,** liquidation or **change of corporation form** of the Company;
~~(6) to consider and approve the annual financial budget and final accounts of the Company;~~	**(6)** to approve the issue of bonds by the Company;
(~~7~~) to consider and approve the profit distribution plan and the plan for making up accrued losses of the Company;	**(7)** to resolve on the Company's appointment, dismissal or non-renewal of the appointment of a firm of accountants;
(~~8~~) to resolve on the increase or reduction in the registered capital of the Company;	**(8)** to amend these Articles;

Original Articles	Amended Articles
(~~9~~) to resolve on such matters as the merger, demerger, termination ~~and~~ liquidation of the Company;	**(9)** to consider any resolution proposed by shareholders representing more than 1 per cent. of the shares carrying voting rights of the Company;
(~~10~~) to approve the issue of bonds by the Company;	**(10)** to consider the guarantee matters as stipulated in Article 52A;
(~~11~~) to resolve on the Company's appointment, dismissal or non-renewal of the appointment of a firm of accountants;	**(11)** to approve acquisition or sale of substantial assets, which is greater than 30% of the latest audited total assets, of the Company in a year;
(~~12~~) to amend these Articles;	**(12)** to consider the approval for the change of the use of proceeds;
(~~13~~) to consider any resolution proposed by shareholders representing ~~3~~ per cent. ~~or more~~ of the shares carrying voting rights of the Company;	**(13)** to consider share incentive scheme and employee stock ownership plans;
(~~14~~) to consider the guarantee matters as stipulated in Article 52A;	**(14)** any other matters required by law, administrative regulations, department rules and regulations and these Articles to be dealt with in a general meeting.
(~~15~~) to approve acquisition or sale of substantial assets, which is greater than 30% of the latest audited total assets, of the Company in a year;	
(~~16~~) to consider the approval for the change of the use of proceeds;	
(~~17~~) to consider share incentive scheme and employee stock ownership plans;	
(~~18~~) any other matters required by law, administrative regulations, department rules and regulations and these Articles to be dealt with in a general meeting.	

Original Articles	Amended Articles
Article 54 General meetings are divided into annual general meetings and extraordinary general meetings. General meetings shall be convened by the board of directors. Annual general meetings shall be held once every year within six months after the end of each financial year. The Company shall convene an extraordinary general meeting within two months from the date of the occurrence of any of the following events: (1) when the number of directors is less than the number prescribed by the Company Law or fewer than two thirds of the number prescribed by these Articles; (2) when the accumulated losses of the Company amount to one third of the total amount of its share capital; (3) upon the written requisition of holders of 10 per cent. or more of the issued shares of the Company carrying voting rights individually or collectively; (4) when the board of directors considers it necessary ~~or when the supervisory committee proposes~~ to convene a general meeting; (~~5~~) upon request by more than half of independent directors and convention of the meeting is agreed by the board of directors;	Article 54 General meetings are divided into annual general meetings and extraordinary general meetings. General meetings shall be convened by the board of directors. Annual general meetings shall be held once every year within six months after the end of each financial year. The Company shall convene an extraordinary general meeting within two months from the date of the occurrence of any of the following events: (1) when the number of directors is less than the number prescribed by the Company Law or fewer than two thirds of the number prescribed by these Articles; (2) when the accumulated losses of the Company amount to one third of the total amount of its share capital; (3) upon the written requisition of holders of 10 per cent. or more of the issued shares of the Company carrying voting rights individually or collectively; (4) when the board of directors considers it necessary to convene a general meeting; **(5) when the audit committee proposes to convene a general meeting;**

Original Articles	Amended Articles
(6) circumstances as prescribed by laws, administrative regulations, department rules and regulations and these Articles. The number of shares held by the shareholders as at the date of the written requisition shall be taken as the number of shares held by them for the purposes of item (3) above. When the Company is unable to convene general meeting within the aforementioned period, the Company shall report the matter to the branch of China Securities Regulatory Commission where the Company is located and the stock exchange on which the shares of the Company are listed, with the reasons stated, and publish an announcement of the same accordingly.	**(6)** upon request by more than half of independent directors and convention of the meeting is agreed by the board of directors; **(7)** circumstances as prescribed by laws, administrative regulations, department rules and regulations and these Articles. The number of shares held by the shareholders as at the date of the written requisition shall be taken as the number of shares held by them for the purposes of item (3) above. When the Company is unable to convene general meeting within the aforementioned period, the Company shall report the matter to the branch of China Securities Regulatory Commission where the Company is located and the stock exchange on which the shares of the Company are listed, with the reasons stated, and publish an announcement of the same accordingly.

Original Articles	Amended Articles
Article 55 (1) The venue for the Company's general meeting is: 520 Wangjiang West Road, Hefei City, Anhui Province, the People's Republic of China. The general meeting shall be held at a meeting place, which will be convened by the on-the-spot meeting form. The Company will also provide voting through the internet for the shareholder's convenience for attending the general meeting of shareholders. The shareholder attends the general meeting of shareholders through the above ways will be deemed as attendance. (2) ~~When the Company convenes a general meeting, it shall at least~~ 21 days prior to the date of an annual general meeting and ~~at least~~ 15 days prior to the date of an extraordinary general meeting give notice ~~in writing or~~ by way of public announcement to all shareholders registered in the register of shareholders and shall inform all the registered shareholders of the matters proposed to be considered at the meeting and the date and venue of that meeting. (3) In determining the period of notice, the date on which the notice is despatched and the date of the meeting shall be excluded. (4) Upon the convention of general meeting of shareholders by the Company, the Company will retain lawyer to opine on the following questions and make the relevant announcement: whether the convention of the meeting and the convention procedures have conforms to the law, the administrative rules and regulations, these Articles; whether the qualifications of the attendee and the convener is valid; whether the voting procedure and voting result are legitimate and valid, and to opine on any other relevant questions raised by the Company.	Article 55 (1) The venue for the Company's general meeting is: 520 Wangjiang West Road, Hefei City, Anhui Province, the People's Republic of China. The general meeting shall be held at a meeting place, which will be convened by the on-the-spot meeting form. The Company will also provide voting through the internet for the shareholder's convenience for attending the general meeting of shareholders. The shareholder attends the general meeting of shareholders through the above ways will be deemed as attendance. (2) **Convener shall give notice by way of public announcement to all shareholders 20** days prior to the date of an annual general meeting and 15 days prior to the date of an extraordinary general meeting, and shall inform all the registered shareholders of the matters proposed to be considered at the meeting and the date and venue of that meeting. (3) In determining the period of notice, the date on which the notice is despatched and the date of the meeting shall be excluded. (4) Upon the convention of general meeting of shareholders by the Company, the Company will retain lawyer to opine on the following questions and make the relevant announcement: whether the convention of the meeting and the convention procedures have conforms to the law, the administrative rules and regulations, provisions of these Articles; whether the qualifications of the attendee and the convener is valid; whether the voting procedure and voting result are legitimate and valid, and to opine on any other relevant questions raised by the Company.

Original Articles	Amended Articles
Article 56 Where the Company convenes general meeting, board of directors, ~~Supervisory~~ committee and shareholders, solely or jointly, holding more than ~~3~~ per cent~~. (including 3 per cent)~~ the total shares of the Company carrying the right to vote are entitled to submit in writing any new proposal for the Company's consideration. The Company shall include in the agenda of that meeting those matters contained in the proposal which are within the scope of the duties of the shareholders in general meeting. Shareholders, solely or jointly, holding more than ~~3~~ per cent the total shares of the Company, may on or before the 10 days prior to the holding of a general meeting propose, with written submission to the convener, temporary proposal. The convener shall within 2 days from the date of receipt of such proposal issue a supplementary notice, in respect of the announcement of the contents of the temporary proposal, to the general meeting. Apart from the situation stipulated in the previous sub-clauses, after the announcement of the notice of general meeting, the convener shall not amend proposed resolution stated in notice of the general meeting or to add any new proposed resolution. Any resolution which is not stated in the notice of general meeting or not complied with Article 80 of these Articles shall not be proposed for voting and be resolved.	Article 56 Where the Company convenes general meeting, board of directors, **audit** committee and shareholders, solely or jointly, holding more than **1** per cent the total shares of the Company carrying the right to vote are entitled to submit in writing any new proposal for the Company's consideration. The Company shall include in the agenda of that meeting those matters contained in the proposal which are within the scope of the duties of the shareholders in general meeting. Shareholders, solely or jointly, holding more than **1** per cent the total shares of the Company, may on or before the 10 days prior to the holding of a general meeting propose, with written submission to the convener, temporary proposal. The convener shall within 2 days from the date of receipt of such proposal issue a supplementary notice, in respect of the announcement of the contents of the temporary proposal, to the general meeting. Apart from the situation stipulated in the previous sub-clauses, after the announcement of the notice of general meeting, the convener shall not amend proposed resolution stated in notice of the general meeting or to add any new proposed resolution. Any resolution which is not stated in the notice of general meeting or not complied with Article 80 of these Articles shall not be proposed for voting and be resolved.

Original Articles	Amended Articles
Article 63 The proxy form issued by shareholder authorising other person to attend general meeting shall include the following: ~~(1)~~ the name of the proxy; ~~(2) whether the proxy has the voting rights;~~ (3) the instruction for voting for, against or abstain for each item as stated in the agenda of general meeting; (4) the date of signing of the proxy and the expiry date; (5) signature (or chop) of the appointer, if the appointer is a corporate shareholder, the document shall be affixed with the seal of the corporate shareholder.	Article 63 The proxy form issued by shareholder authorising other person to attend general meeting shall include the following: **(1) the name of the principal and the class and number of shares of the Company held;** **(2)** the name of the proxy; (3) **specific voting instructions of the shareholder, including** the instruction for voting for, against or abstain for each item as stated in the agenda of general meeting; (4) the date of signing of the proxy and the expiry date; (5) signature (or chop) of the appointer, if the appointer is a corporate shareholder, the document shall be affixed with the seal of the corporate shareholder.
Article 65 (1) The attendance register for person attending meeting shall be prepared by the Company. The register of meeting shall consist of the name of the attendee (or the name of the corporation), ID numbers, home address, the number of shares, which having the right to vote, held by such attendee or representing and the name of the appointer (or the name of the corporation) etc.	Article 65 (1) The attendance register for person attending meeting shall be prepared by the Company. The register of meeting shall consist of the name of the attendee (or the name of the corporation), ID numbers, home address, the number of shares, which having the right to vote, held by such attendee or representing and the name of the appointer (or the name of the corporation) etc.

Original Articles	Amended Articles
(2) The convener and the lawyer retained by the Company shall jointly verify the qualifications of shareholders in accordance with the register of members provided by the securities clearing and registration organisation, and register the name of the shareholder (or the name of the corporation) and the number of shares, which having the right to vote, held by him. The registration of meeting shall be terminated before the chairman of the meeting declared the number of shareholders physically attend the meeting, the number of proxy and the total number of shares with voting rights.	(2) The convener and the lawyer retained by the Company shall jointly verify the qualifications of shareholders in accordance with the register of members provided by the securities clearing and registration organisation, and register the name of the shareholder (or the name of the corporation) and the number of shares, which having the right to vote, held by him. The registration of meeting shall be terminated before the chairman of the meeting declared the number of shareholders physically attend the meeting, the number of proxy and the total number of shares with voting rights.
(3) ~~During the convention of general meeting, all the directors, supervisors and Secretary of the board of directors of the Company shall attend the meeting. General manager and other officers shall in attendance.~~	(3) **If the general meeting requires directors and senior management to attend the meeting, the directors and senior management shall attend and accept inquiries from shareholders.**
(4) The Company formulates the "Rules Governing the Operation of the General Meeting" stipulating the convention and the vote procedure, including notice, registration, consideration of the proposed resolution, voting, counting of votes, declaration of voting result, the formulation of resolution of meeting, minutes of meeting and its execution, contents of announcement, as well as principle of delegation to board of directors by general meeting, the concise disclosure of the contents of delegation. The "Rules Governing the Operation of the General Meeting", which shall be drawn by the board of directors and approved by general meeting, shall form as an annexure to these Articles should take the regulation the appendix.	(4) The Company formulates the "Rules Governing the Operation of the General Meeting" stipulating the convention and the vote procedure, including notice, registration, consideration of the proposed resolution, voting, counting of votes, declaration of voting result, the formulation of resolution of meeting, minutes of meeting and its execution, contents of announcement, as well as principle of delegation to board of directors by general meeting, the concise disclosure of the contents of delegation. The "Rules Governing the Operation of the General Meeting", which shall be drawn by the board of directors and approved by general meeting, shall form as an annexure to these Articles should take the regulation the appendix.

Original Articles	Amended Articles
Article 66 Resolutions of general meetings are divided into ordinary resolutions and special resolutions. An ordinary resolution shall be passed by the holders of ~~more than one half~~ of the total number of votes held by the shareholders present in person (or by proxy) at a general meeting. A special resolution shall be passed by the holders of more than two thirds of the total number of votes held by the shareholders present in person (or by proxy) at a general meeting. For the purposes of the preceding paragraph, a shareholder (or his proxy) who attends a meeting must cast one of the following votes on each resolution in respect of which a vote is to be taken: in favour of, against or abstain. Votes that are left blank, erroneously filled-in, illegible or not cast, shall be regarded as a shareholder (or his proxy) abstains from voting, the number of such votes shall be counted as "abstain".	Article 66 Resolutions of general meetings are divided into ordinary resolutions and special resolutions. An ordinary resolution shall be passed by the holders of **a majority** of the total number of votes held by the shareholders present in person (or by proxy) at a general meeting. A special resolution shall be passed by the holders of more than two thirds of the total number of votes held by the shareholders present in person (or by proxy) at a general meeting. For the purposes of the preceding paragraph, a shareholder (or his proxy) who attends a meeting must cast one of the following votes on each resolution in respect of which a vote is to be taken: in favour of, against or abstain. Votes that are left blank, erroneously filled-in, illegible or not cast, shall be regarded as a shareholder (or his proxy) abstains from voting, the number of such votes shall be counted as "abstain".
Article 69 Any vote of shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. If the matter required to be voted is to elect chairman of a general meeting or to adjourn the meeting, voting by ballot shall be conducted immediately; for other matters required to be voted by ballot, the chairman will decide when to vote, and the meeting may proceed.	Article 69 Any vote of shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. If the matter required to be voted is to elect chairman of a general meeting or to adjourn the meeting, voting by ballot shall be conducted immediately; for other matters required to be voted by ballot, the chairman will decide when to vote, and the meeting may proceed.

Original Articles	Amended Articles
Article 71 The following matters shall be approved by ordinary resolution of a general meeting: (1) work reports of the board of directors ~~and the supervisory committee~~; (2) proposals formulated by the board of directors for distribution of profits and for making up accrued losses; (3) appointment and removal of members of the board of directors ~~and the supervisory committee~~, their remuneration and method of payment; (4) ~~annual budget and final accounts, balance sheet, profit account and other financial reports of the Company;~~ ~~(5)~~ ~~Company annual report;~~ ~~(6)~~ all matters required to be approved by a general meeting other than those required to be approved by way of special resolution under any law, administrative regulations or these Articles. The remuneration referred to in sub-paragraph (3) of the preceding paragraph includes (but is not limited to) compensation for loss of office or retirement from office of a director ~~or supervisor~~.	Article 71 The following matters shall be approved by ordinary resolution of a general meeting: (1) work reports of the board of directors; (2) proposals formulated by the board of directors for distribution of profits and for making up accrued losses; (3) appointment and removal of members of the board of directors, their remuneration and method of payment; (4) all matters required to be approved by a general meeting other than those required to be approved by way of special resolution under any law, administrative regulations or these Articles. The remuneration referred to in sub-paragraph (3) of the preceding paragraph includes (but is not limited to) compensation for loss of office or retirement from office of a director.

Original Articles	Amended Articles
Article 73 Independent directors, Shareholders who singly or jointly hold more than 10 per cent of the shares carrying rights to vote (hereinafter called "Requisitioning Shareholder") or ~~supervisory~~ committee, may request the board of directors to convene an extraordinary general meeting or a class meeting in accordance with the following procedures: (1) The independent directors shall have the right to propose to the board of directors to convene an extraordinary general meeting. Upon requisition by the independent directors to convene an extraordinary general meeting, the board of directors must act according to the laws, administrative rules and the Articles herein, and provide written reply on whether they agree or disagree to convene the extraordinary general meeting within ten days of the date of receipt of the proposal. If the board of directors agrees to convene an extraordinary general meeting, a notice of general meeting shall be issued within five days after such a board resolution is made, If the board of directors decline to convene an extraordinary general meeting, reasons must be given and announced.	Article 73 Independent directors, Shareholders who singly or jointly hold more than 10 per cent of the shares carrying rights to vote (hereinafter called "Requisitioning Shareholder") or **audit** committee, may request the board of directors to convene an extraordinary general meeting or a class meeting in accordance with the following procedures: (1) The independent directors shall have the right to propose to the board of directors to convene an extraordinary general meeting**, subject to the consent of a majority of all the independent directors**. Upon requisition by the independent directors to convene an extraordinary general meeting, the board of directors must act according to the laws, administrative rules and the Articles herein, and provide written reply on whether they agree or disagree to convene the extraordinary general meeting within ten days of the date of receipt of the proposal. If the board of directors agrees to convene an extraordinary general meeting, a notice of general meeting shall be issued within five days after such a board resolution is made, If the board of directors decline to convene an extraordinary general meeting, reasons must be given and announced.

Original Articles	Amended Articles
(2) The ~~supervisory~~ committee shall ~~have the right to~~ propose to the board of directors in writing to hold an extraordinary general meeting. The board of directors must act according to the laws, administrative rules and ~~the articles of association of the Company~~, and provide written reply on whether it agrees or disagrees to convene the extraordinary general meeting within 10 days of the date of receipt of the proposal. In the event that the board of directors consents to the convention of the extraordinary general meeting, it shall give notice of general meeting within 5 days from the date of the board resolution. Amendment to the original motion(s) to be stated in the notice shall be agreed by the ~~supervisory~~ committee. If the board of directors does not consent to the convention of the extraordinary general meeting, or fails to give a written notice within 10 days after the receipt of the request, it shall be deemed that the board of directors is unable or fails to fulfill its responsibilities to convene the general meeting. The ~~supervisory~~ committee may then convene and preside over the meeting on its own.	(2) The **audit** committee shall propose to the board of directors in writing to hold an extraordinary general meeting. The board of directors must act according to the laws, administrative rules and **these Articles**, and provide written reply on whether it agrees or disagrees to convene the extraordinary general meeting within 10 days of the date of receipt of the proposal. In the event that the board of directors consents to the convention of the extraordinary general meeting, it shall give notice of general meeting within 5 days from the date of the board resolution. Amendment to the original motion(s) to be stated in the notice shall be agreed by the **audit** committee. If the board of directors does not consent to the convention of the extraordinary general meeting, or fails to give a written notice within 10 days after the receipt of the request, it shall be deemed that the board of directors is unable or fails to fulfill its responsibilities to convene the general meeting. The **audit** committee may then convene and preside over the meeting on its own.

Original Articles	Amended Articles
(3) Shareholders individually or collectively holding ten per cent or more of the shares of the Company shall ~~be entitled to~~ request the board of directors to convene an extraordinary general meeting~~, and such request shall be~~ in writing. The board of directors shall, pursuant to laws, administrative regulations and these Articles, provide feedback in writing as to whether or not it agrees to convene the extraordinary general meeting within 10 days upon receipt of the request.	(3) Shareholders individually or collectively holding ten per cent or more of the shares of the Company shall request the board of directors to convene an extraordinary general meeting in writing. The board of directors shall, pursuant to laws, administrative regulations and these Articles, provide feedback in writing as to whether or not it agrees to convene the extraordinary general meeting within 10 days upon receipt of the request.
In the event that the board of directors consents to the convention of general meeting, it shall give notice of general meeting within 5 days from the date of their resolution. Amendment to the original ~~motion~~ to be stated in the notice shall be agreed by the Requisitioning Shareholder. After the issue of notice, the board of directors shall not make new motion. The board of directors shall not change or postpone the time for convention of meeting without consent of the Requisitioning Shareholder.	In the event that the board of directors consents to the convention of general meeting, it shall give notice of general meeting within 5 days from the date of their resolution. Amendment to the original **request** to be stated in the notice shall be agreed by the Requisitioning Shareholder. After the issue of notice, the board of directors shall not make new motion. The board of directors shall not change or postpone the time for convention of meeting without consent of the Requisitioning Shareholder.
If the board of directors does not consent to the convention of the extraordinary general meeting, or fails to respond within 10 days upon receipt of the request, holders of ordinary shares ~~(including reinstated preferred shareholders)~~ individually or collectively holding 10 per cent or more of the shares of the Company shall ~~be entitled to~~ propose to the ~~supervisory~~ committee to convene an extraordinary general meeting~~, and shall put forward such request to the supervisory committee~~ in writing.	If the board of directors does not consent to the convention of the extraordinary general meeting, or fails to respond within 10 days upon receipt of the request, holders of ordinary shares individually or collectively holding 10 per cent or more of the shares of the Company shall be entitled to propose to the **audit** committee to convene an extraordinary general meeting in writing.

Original Articles	Amended Articles
In the event that the ~~supervisory~~ committee consents to the convention of the extraordinary general meeting, it shall serve a notice of such meeting within 5 days upon receipt of the said request. In the event of any change to the original request set forth in the notice, the consent of relevant shareholders shall be obtained. In the case of failure to issue the notice of the general meeting within the prescribed period, the ~~supervisory~~ committee shall be deemed as failing to convene and preside over the general meeting and holders of ordinary shares ~~(including reinstated preferred shareholders)~~ individually or collectively holding 10 per cent or more shares of the Company for 90 or more consecutive days may convene and preside over such meeting on their own. ~~All reasonable expenses incurred in relation to a meeting convened by the shareholders themselves which arises from the board of directors fail to convene a meeting pursuant to the requisition shall be borne by the Company and shall be set off against sums owed by the Company to those directors in default.~~	In the event that the **audit** committee consents to the convention of the extraordinary general meeting, it shall serve a notice of such meeting within 5 days upon receipt of the said request. In the event of any change to the original request set forth in the notice, the consent of relevant shareholders shall be obtained. In the case of failure to issue the notice of the general meeting within the prescribed period, the **audit** committee shall be deemed as failing to convene and preside over the general meeting and holders of ordinary shares individually or collectively holding 10 per cent or more shares of the Company for 90 or more consecutive days may convene and preside over such meeting on their own. (4) When **audit** committee or Shareholder decide to convene extraordinary general meeting or class meeting by itself, it shall give written notice to the board of directors and at the same time file at the stock exchange. The content of the notice for convention of meeting shall comply with the following requirements: 1. new content shall not be added to the motion, otherwise the **audit** committee or Requisitioning Shareholder shall make request to the board of directors for convention of meeting again in accordance with the provision of this Article;

Original Articles	Amended Articles
(4) When ~~supervisory~~ committee or ~~Requisitioning~~ Shareholder decide to convene extraordinary general meeting or class meeting by itself, it shall give written notice to the board of directors and at the same time ~~notify the local agent of China Securities Regulatory Commission and~~ file at the stock exchange ~~in China~~. The content of the notice for convention of meeting shall comply with the following requirements: 1. new content shall not be added to the motion, otherwise the ~~supervisory~~ committee or Requisitioning Shareholder shall make request to the board of directors for convention of meeting again in accordance with the provision of this Article; 2. the venue for the meeting shall be the legal address of the Company. (5) As regards to general meeting or class meeting convened by ~~Supervisory~~ committee or Requisitioning Shareholder, the board of directors and Secretary of the board of directors ~~shall perform their duties~~. The board of directors shall ensure that the procedure of the meeting is regular, the reasonable costs for convention of meeting shall be borne by the Company.	2. the venue for the meeting shall be the legal address of the Company. (5) As regards to general meeting or class meeting convened by **audit** committee or Requisitioning Shareholder, the board of directors and Secretary of the board of directors **will cooperate with the shareholders to convene general meetings on their own initiative, and the board of directors shall provide the register of members on the share registration date**. The board of directors shall ensure that the procedure of the meeting is regular, the reasonable costs for convention of meeting shall be borne by the Company. (6) The board of directors cannot assign a director to be chairman of the meeting, the meeting shall be presided by **audit** committee or the Requisitioning Shareholder according to these Articles. The secretary of the board of directors shall perform his duty. Other procedure for summoning of meeting shall comply with the provision of law, regulation and these Articles.

Original Articles	Amended Articles
(6) The board of directors cannot assign a director to be chairman of the meeting, the meeting shall be presided by ~~supervisory~~ committee or the Requisitioning Shareholder according to these Articles. The secretary of the board of directors shall perform his duty. Other procedure for summoning of meeting shall comply with the provision of law, regulation and these Articles.	(7) The audit committee or the Requisitioning Shareholder shall submit relevant evidence to the stock exchange when issuing a notice of general meeting and board resolution. **Shareholders convening the general meeting shall hold no less than 10% of the shares of the Company prior to the announcement of the resolutions of such meetings.**
(7) The Requisitioning Shareholder shall submit relevant evidence to the ~~local agent of China Securities Regulatory Commission and~~ stock exchange ~~in China~~ when issuing a notice of general meeting and board resolution.	

Original Articles	Amended Articles
Article 76 (1) There shall be minutes for the general meeting, which is the responsibility of the secretary of the board of directors. The minutes consist of the following: the date, venue, agenda and the name of the convenor~~,~~ chairman and directors present, the name of the ~~supervisor,~~ general manager and other senior management~~,~~ the number of shareholders (including proxy) present, the total shares carrying voting rights and the ratio against the total Company shares~~,~~ the consideration process of each motion, the main points of the speech and the voting result~~,~~ shareholders' opinion or suggestions and the respective response or explanation~~,~~ names of the lawyer, vote-counter, and the scrutineer~~,~~ and any other information required by these Articles to be recorded in the minutes. (2) A convener shall ensure the truthfulness, preciseness and completeness of the contents of the minutes. Directors, ~~supervisors,~~ the secretary of the board of directors, and the convener or his representative who are present at the meeting, shall sign on the minutes together with the chairman. The aforesaid minutes of meeting, attendance books and instruments for the appointment of proxy shall be kept by the secretary of the board of directors for custody for not less than 10 years.	Article 76 (1) There shall be minutes for the general meeting, which is the responsibility of the secretary of the board of directors. The minutes consist of the following: the date, venue, agenda and the name of the convenor**;** chairman and directors present, the name of the general manager and other senior management**;** the number of shareholders (including proxy) present, the total shares carrying voting rights and the ratio against the total Company shares**;** the consideration process of each motion, the main points of the speech and the voting result**;** shareholders' opinion or suggestions and the respective response or explanation**;** names of the lawyer, vote-counter, and the scrutineer**; the number of voting shares and the proportion of the Company's total shares held by domestic shareholders and shareholders of listed domestic foreign shares attending the general meeting, including both ordinary shareholders and class shareholders; The voting results of domestic shareholders and shareholders of listed domestic foreign shares, including both ordinary shareholders and class shareholders, on each resolution;** and any other information required by these Articles to be recorded in the minutes. (2) A convener shall ensure the truthfulness, preciseness and completeness of the contents of the minutes. Directors, the secretary of the board of directors, and the convener or his representative who are present at the meeting, shall sign on the minutes together with the chairman. The aforesaid minutes of meeting, attendance books and instruments for the appointment of proxy shall be kept by the secretary of the board of directors for custody for not less than 10 years.

Original Articles	Amended Articles
Article 79 The public announcement of the resolution of general meeting shall state the number of shareholder (including the proxy) attending the meeting, the aggregate number of shareholding and the proportion to the Company's total voting rights, the mode of voting ~~and~~ the result of voting for each agenda. As regards to motion put by shareholders, the public announcement shall state the name or description and proportion of shareholding of such shareholder and the content of the motion.	Article 79 The public announcement of the resolution of general meeting shall state the number of shareholder (including the proxy) attending the meeting, the aggregate number of shareholding and the proportion to the Company's total voting rights, the mode of voting**,** the result of voting for each agenda **and details of every resolution passed**. As regards to motion put by shareholders, the public announcement shall state the name or description and proportion of shareholding of such shareholder and the content of the motion.
Article 95 The election process of directors shall fully reflect the opinion of the minority shareholders. The election of directors at general meeting shall use accumulated voting system. At the time of election of directors, the voting right of each shareholder equal to the number of his shareholding times the number of directors to be elected. Each shareholder can vote all his votes to one candidate of director, he can distribute his votes to as all candidates of director as he desires, or use all his votes to vote for two or more than two candidates of directors, the person having the greatest vote will be elected. Independent directors and non-independent directors shall be voted separately. If in a meeting the election of a director ~~and/or a supervisor~~ is passed, the date of appointment of a new director ~~and/or a supervisor~~ shall be the effective date as stipulated at the meeting.	Article 95 The election process of directors shall fully reflect the opinion of the minority shareholders. The election of **two or more** directors at general meeting shall use accumulated voting system. At the time of election of directors, the voting right of each shareholder equal to the number of his shareholding times the number of directors to be elected. Each shareholder can vote all his votes to one candidate of director, he can distribute his votes to as all candidates of director as he desires, or use all his votes to vote for two or more than two candidates of directors, the person having the greatest vote will be elected. Independent directors and non-independent directors shall be voted separately. If in a meeting the election of a director is passed, the date of appointment of a new director shall be the effective date as stipulated at the meeting.

Original Articles	Amended Articles
Article 97 At the annual general meeting, the ~~supervisory~~ committee shall read their special report of the Company for the last year which include:	Article 97 At the annual general meeting, the **audit** committee shall read their special report of the Company for the last year which include:
(1) the examination of the financial situation;	(1) the examination of the financial situation;
(2) the performance of the execution of duty, the respective law, regulation, these Articles and resolution of general meeting of directors and senior management;	(2) the performance of the execution of duty, the respective law, regulation, these Articles and resolution of general meeting of directors and senior management;
(3) other major events which the ~~supervisory~~ committee considers to be appropriate to report to general meeting.	(3) other major events which the **audit** committee considers to be appropriate to report to general meeting.
If the ~~supervisory~~ committee considers necessary, it may give opinion on the motion examined at general meeting and delivers independent report.	If the **audit** committee considers necessary, it may give opinion on the motion examined at general meeting and delivers independent report.

Original Articles	Amended Articles
Article 101 Annual general meeting and extraordinary general meeting convened at the request of Requisitioning Shareholder or ~~supervisory~~ committee shall not use postal voting. Postal voting shall not be used for the following items at extraordinary general meeting:	Article 101 Annual general meeting and extraordinary general meeting convened at the request of Requisitioning Shareholder or **audit** committee shall not use postal voting. Postal voting shall not be used for the following items at extraordinary general meeting:
(1) increase or reduce registered capital of the Company;	(1) increase or reduce registered capital of the Company;
(2) issue of debentures of the Company;	(2) issue of debentures of the Company;
(3) merger, de-merger, dissolution and liquidation of the Company;	(3) merger, de-merger, dissolution and liquidation of the Company;
(4) the amendment of ~~the articles of association of the Company~~;	(4) the amendment of **these Articles**;
(5) the profit distribution plan and the plan for making up accrued losses;	(5) the profit distribution plan and the plan for making up accrued losses;
(6) the appointment and removal of members of board of directors ~~and supervisory committee~~;	(6) the appointment and removal of members of board of directors (**other than employee director**);
(7) change the use of proceeds from issue of shares;	(7) change the use of proceeds from issue of shares;
(8) connected transaction which requires approval of general meeting;	(8) connected transaction which requires approval of general meeting;
(9) acquisition or sale of assets which require approval of general meeting;	(9) acquisition or sale of assets which require approval of general meeting;
(10) change firm of accountants;	(10) change firm of accountants;
(11) other matters required by these Articles not to be voted by postal.	(11) other matters required by these Articles not to be voted by postal.

Original Articles	Amended Articles
CHAPTER 12 BOARD OF DIRECTORS	
Article 114 The Company shall establish a board of directors which shall consist of 9 directors. The board of directors shall have a chairman of the board, two deputy chairmen of the board ~~and at least one-third shall be independent directors~~. The board of directors shall set up rules of procedures of the board of directors in accordance with the provisions of these Articles, and approved by the general meeting, so as to ensure the working efficiency and the scientific decision of the board of directors. The board of directors shall establish a stringent examination and policymaking process for the selection of foreign investment, acquisition and sale of assets, property mortgage, guarantee, finance management, and limitation on connected transactions. Significant investment projects must be appraised by a group of relevant experts and specialists, and be reported to shareholders in a general meeting for approval.	Article 114 The Company shall establish a board of directors which shall consist of 9 directors**, including executive directors, non-executive directors and independent non-executive directors (also known as independent directors)**. The board of directors shall have a chairman of the board, two deputy chairmen of the board**; the independent non-executive directors of the Company shall be no less than one-third of the members of the board of directors**. **The board of directors shall include one employee directors, who is elected democratically by employees of the Company through the employees' representative meeting, the employees' meeting of or other method, without submission to the general meeting for consideration and approval.** The board of directors shall set up rules of procedures of the board of directors in accordance with the provisions of these Articles, and approved by the general meeting, so as to ensure the working efficiency and the scientific decision of the board of directors. The board of directors shall establish a stringent examination and policymaking process for the selection of foreign investment, acquisition and sale of assets, property mortgage, guarantee, finance management, and limitation on connected transactions. Significant investment projects must be appraised by a group of relevant experts and specialists, and be reported to shareholders in a general meeting for approval.

Original Articles	Amended Articles
Article 115 Candidates for the first board of directors shall be nominated by the promoter and elected at the inaugural meeting of the Company. The term of office shall commence from the date of appointment of a person to the office of director. Director who does not personally attend meeting and has not appoint any other directors to attend the meeting of the board of directors for him twice consecutively shall be deemed as a failure to perform his duty. The board of directors shall recommend the shareholders to remove such director. Director may resign before the end of his term of office. Resigning director shall deliver written report of resignation to the board of directors. The board of directors shall disclose the relevant situation within ~~2~~ days. If the resignation of directors causing the number of directors below the statutory minimum number, the resigning director shall perform his duties as a director in accordance with the laws, administrative rules and regulations, department rules and regulations and these Articles until the appointment of a new director. Save and except the above situation, the resignation of a director takes effect on the date ~~when~~ written report of resignation ~~is delivered to the board of directors~~. Upon the resignation taking effect or the end of the appointment term, a director shall complete all transfer procedure with the board of directors, a director's fiduciary duty towards the Company and its shareholders shall not cease at the end of the appointment term but shall continue to take effect within the period stipulated in these Articles. In absence of a stipulation in these Articles or lawful authorisation by the board of directors, directors shall not act on behalf of the Company or the board of directors in his personal capacity. If a director acts in his personal capacity, and it is likely that a third party may assume that he is acting on behalf of the Company or the board of directors, the director must declare his capacity and identity.	Article 115 Candidates for the first board of directors shall be nominated by the promoter and elected at the inaugural meeting of the Company. The term of office shall commence from the date of appointment of a person to the office of director. Director who does not personally attend meeting and has not appoint any other directors to attend the meeting of the board of directors for him twice consecutively shall be deemed as a failure to perform his duty. The board of directors shall recommend the shareholders to remove such director. Director may resign before the end of his term of office. Resigning director shall deliver written report of resignation to the board of directors. The board of directors shall disclose the relevant situation within **two trading** days **or other period as required by laws and regulations**. If the resignation of directors causing the number of directors below the statutory minimum number, the resigning director shall perform his duties as a director in accordance with the laws, administrative rules and regulations, department rules and regulations and these Articles until the appointment of a new director. Save and except the above situation, the resignation of a director takes effect on the date **the Company receives the** written report of resignation. Upon the resignation taking effect or the end of the appointment term, a director shall complete all transfer procedure with the board of directors, a director's fiduciary duty towards the Company and its shareholders shall not cease at the end of the appointment term but shall continue to take effect within the period stipulated in these Articles. In absence of a stipulation in these Articles or lawful authorisation by the board of directors, directors shall not act on behalf of the Company or the board of directors in his personal capacity. If a director acts in his personal capacity, and it is likely that a third party may assume that he is acting on behalf of the Company or the board of directors, the director must declare his capacity and identity.

Original Articles	Amended Articles
Article 116 (1) All directors shall be elected by the general meeting and shall serve a term of 3 years. A retiring director is entitled to be re-elected to serve a consecutive term. Prior to the end of ~~the~~ a director's appointment term, a general meeting has the right to terminate the appointment of a director. A director's appointment term commence on the day of his appointment, until the expiry of the appointment term of the board of directors. If a new director has not been elected upon the end of the appointment term of a director, before a new director takes office, the outgoing director shall perform his duties as a director in accordance with the laws, administrative rules and regulations, department rules and regulations and these Articles. Managers or other senior management may become a director at the same time. However, the total number of directors who also perform the duties of managers or senior management together with those directors who represent the labour union shall not exceed 50 per cent of the total number of directors.	Article 116 (1) All directors shall be elected by the general meeting and shall serve a term of 3 years. A retiring director is entitled to be re-elected to serve a consecutive term. Prior to the end of a director's appointment term, a general meeting has the right to terminate the appointment of a director. A director's appointment term commence**s** on the day of his appointment, until the expiry of the appointment term of the board of directors. If a new director has not been elected upon the end of the appointment term of a director, before a new director takes office, the outgoing director shall perform his duties as a director in accordance with the laws, administrative rules and regulations, department rules and regulations and these Articles. Managers or other senior management may become a director at the same time. However, the total number of directors who also perform the duties of managers or senior management together with those directors who represent the labour union shall not exceed 50 per cent of the total number of directors.

Original Articles	Amended Articles
(2) The written notice of the intention to propose a candidate for election as director and the acceptance of proposal by the candidate shall be sent to the Company not less than 7 days of notification. The commencement date of the period of notification aforesaid shall not be earlier than the day immediately following the day of sending the notice of general meeting for considering the election of directors, and the expiry date of the period of notification aforesaid shall not be later than 7 days prior to the date of the relevant general meeting.	(2) The written notice of the intention to propose a candidate for election as director and the acceptance of proposal by the candidate shall be sent to the Company not less than 7 days of notification. The commencement date of the period of notification aforesaid shall not be earlier than the day immediately following the day of sending the notice of general meeting for considering the election of directors, and the expiry date of the period of notification aforesaid shall not be later than 7 days prior to the date of the relevant general meeting.
(3) The chairman and deputy chairman shall be elected and dismissed by more than one half of the directors. The term of office of the chairman shall be 3 years and may upon the expiry of his term of office be reelected to serve a consecutive term.	(3) The chairman and deputy chairman shall be elected and dismissed by more than one half of the directors. The term of office of the chairman shall be 3 years and may upon the expiry of his term of office be reelected to serve a consecutive term.
(4) A director need not hold shares of the Company.	(4) A director need not hold shares of the Company.
(5) Subject to compliance with relevant laws and administrative regulations, a general meeting shall have power to remove by ordinary resolution any director (including a director who is the general manager or a holder of any other executive position of the Company) before the expiration of his term of office, but without prejudice to any claim for damages under any contract.	(5) Subject to compliance with relevant laws and administrative regulations, a general meeting shall have power to remove by ordinary resolution any director (including a director who is the general manager or a holder of any other executive position of the Company) before the expiration of his term of office, but without prejudice to any claim for damages under any contract.

Original Articles	Amended Articles
(6) Directors shall carry out the following duties entrusted by the Company diligently in accordance with laws, administrative rules and regulations, and these Articles: (i) To exercise rights entrusted by the Company prudently, carefully and diligently, in order to ensure that the Company's business dealings comply with the law, administrative rules and regulations, and various economic policy requirements of the State, and that the business activity does not go beyond the scope stipulated in the business license; (ii) To treat all shareholders fairly; (iii) To understand and update themselves on the Company's condition of business and management; (iv) To sign written confirmation and comment on the Company's regular report, and to ensure the truthfulness, accuracy, and completeness of information disclosed by the Company;	(6) Directors shall carry out the following duties entrusted by the Company diligently in accordance with laws, administrative rules and regulations, and these Articles**, and shall exercise the level of care reasonably expected of a competent manager in performing their duties and act in the best interests of the Company. Directors shall perform their diligent duties to the Company as follows**: (i) To exercise rights entrusted by the Company prudently, carefully and diligently, in order to ensure that the Company's business dealings comply with the law, administrative rules and regulations, and various economic policy requirements of the State, and that the business activity does not go beyond the scope stipulated in the business license; (ii) To treat all shareholders fairly; (iii) To understand and update themselves on the Company's condition of business and management;

Original Articles	Amended Articles
(v) To provide the ~~supervisory~~ committee with accurate information and the position and not to obstruct the ~~supervisory~~ committee ~~or a supervisor~~ from exercising ~~their~~ powers;	(iv) To sign written confirmation and comment on the Company's regular report, and to ensure the truthfulness, accuracy, and completeness of information disclosed by the Company;
(vi) To perform all other duties stipulated under the law, administrative rules and regulations, department rules and regulations and these Articles.	(v) To provide the **audit** committee with accurate information and the position and not to obstruct the **audit** committee from exercising **its** powers;
Income obtained through the violation of these Articles by a director shall be returned to the Company and such director shall compensate the Company for any losses caused.	(vi) To perform all other duties stipulated under the law, administrative rules and regulations, department rules and regulations and these Articles. Income obtained through the violation of these Articles by a director shall be returned to the Company and such director shall compensate the Company for any losses caused.

Original Articles	Amended Articles
Article 117 (1) The board of directors is accountable to the shareholders in general meeting and shall exercise the following functions and powers:	Article 117 (1) The board of directors is accountable to the shareholders in general meeting and shall exercise the following functions and powers:
(a) to convene general meetings and to report on its work at the general meetings;	(a) to convene general meetings and to report on its work at the general meetings;
(b) to implement resolutions of the general meetings;	(b) to implement resolutions of the general meetings;
(c) to be responsible for medium and long-term development decisions of the Company, including but not limited to medium and long-term development planning, new business areas, etc.;	(c) to be responsible for medium and long-term development decisions of the Company, including but not limited to medium and long-term development planning, new business areas, etc.;
(d) to decide on the business plans and investment proposals of the Company;	(d) to decide on the business plans**, investment plans** and investment proposals of the Company;
~~(e) to formulate the annual budget and final accounts of the Company;~~	**(e)** to formulate proposals for profit distribution and for making up accrued losses of the Company;
~~(f)~~ to formulate proposals for profit distribution and for making up accrued losses of the Company;	**(f)** to formulate proposals for the increase or reduction of share capital, the issue of bonds or other securities of the Company, and listing proposals;
~~(g)~~ to formulate proposals for the increase or reduction of share capital, the issue of bonds or other securities of the Company, and listing proposals;	**(g) to formulate proposals for material acquisitions, the acquisition of the Company's shares, merger, demerger or dissolution of the Company and transformation of the Company;**
~~(h) to formulate proposals for the acquisition of the Company's shares, merger, demerger or dissolution of the Company;~~	

Original Articles	Amended Articles
~~(i)~~ to decide on the establishment of divisions for the internal management of the Company;	**(h)** to decide on the establishment of divisions for the internal management of the Company;
~~(j)~~ to appoint or dismiss the general manager of the Company or secretary of the board of directors and at the recommendation of the general manager, to appoint and dismiss deputy general managers, the chief financial officer, the chief engineer, the general counsel (chief compliance officer) and other senior officers of the Company, and to determine matters relating to their remuneration;	**(i)** to appoint or dismiss the general manager of the Company or secretary of the board of directors and at the recommendation of the general manager, to appoint and dismiss deputy general managers, **the person in charge of financial affairs (**the chief financial officer**)**, the chief engineer, the general counsel (chief compliance officer) and other senior officers of the Company, and to determine matters relating to their remuneration;
~~(k)~~ to decide on the performance appraisal of the members of the management of the Company;	**(j)** to decide on the performance appraisal of the members of the management of the Company;
~~(l)~~ to decide on the remuneration and incentives of the members of the management of the Company;	**(k)** to decide on the remuneration and incentives of the members of the management of the Company;
~~(m)~~ to decide on the allocation of wages to the employees of the Company;	**(l)** to decide on the allocation of wages to the employees of the Company;
~~(n)~~ to decide on major financial matters of the Company;	**(m)** to decide on major financial matters of the Company;
~~(o)~~ to determine the basic management system of the Company;	**(n)** to determine the basic management system of the Company;
~~(p)~~ to prepare proposals for the amendment of these Articles;	**(o)** to prepare proposals for the amendment of these Articles;

Original Articles	Amended Articles
~~(q)~~ to formulate proposals for major acquisitions or sales or repurchases of the Company's shares by the Company;	**(p)** to formulate proposals for major acquisitions or sales or repurchases of the Company's shares by the Company;
~~(r)~~ to manage disclosure of information of the Company;	**(q)** to manage disclosure of information of the Company;
~~(s)~~ to propose to the general meeting the appointment or change of the accounting firm which perform auditing for the Company;	**(r)** to propose to the general meeting the appointment or change of the accounting firm which perform auditing for the Company;
~~(t)~~ to receive the working report of the general manager and examine the general manager's performance;	**(s)** to receive the working report of the general manager and examine the general manager's performance;
~~(u)~~ subject to compliance with the requirements of relevant laws, regulations, rules and the scope of authority delegated by shareholders in general meeting, to exercise the Company's powers to raise capital and to borrow money and to decide on the charging, letting, subcontracting or assignment of the Company's assets; and	**(t)** subject to compliance with the requirements of relevant laws, regulations, rules and the scope of authority delegated by shareholders in general meeting, to exercise the Company's powers to raise capital and to borrow money and to decide on the charging, letting, subcontracting or assignment of the Company's assets; and
~~(v)~~ other functions and powers conferred by general meetings and these Articles.	**(u)** other functions and powers conferred by general meetings and these Articles.
The affirmative votes of two thirds of the directors shall be required for the passing of any resolution in respect of items ~~(f), (g), (k) and (l)~~ above. The affirmative votes of one half of the directors shall be required for the passing of any resolution in respect of the other matters specified above.	The affirmative votes of two thirds of the directors shall be required for the passing of any resolution in respect of items **(e), (f), (j) and (k)** above. The affirmative votes of one half of the directors shall be required for the passing of any resolution in respect of the other matters specified above.
In relation to matters concerning guarantees which are within the powers of the board of directors, in addition to the requirement that it shall be approved by the majority of all the directors, it shall also be approved by two-third of the directors present at the meeting of the board of directors.	In relation to matters concerning guarantees which are within the powers of the board of directors, in addition to the requirement that it shall be approved by the majority of all the directors, it shall also be approved by two-third of the directors present at the meeting of the board of directors.

Original Articles	Amended Articles
~~Article 118 (1) The board of directors shall not, without the prior approval of shareholders in general meeting, dispose or agree to dispose of any fixed assets of the Company if the aggregate of the expected value of the fixed assets proposed to be disposed of, and the consideration received by the Company on the disposal of fixed assets within the period of four months immediately preceding the proposed disposal, exceeds 33 per cent. of the value of the Company's fixed assets as shown in the last balance sheet placed before the general meeting.~~ ~~(2) For the purposes of this Article, a disposal of fixed assets includes an act involving the transfer of an interest in certain assets but does not include the provision of security over fixed assets.~~ ~~(3) The validity of a disposal of fixed assets by the Company shall not be affected by a breach of paragraph (1) of this Article.~~	

Original Articles	Amended Articles
Article 11~~9~~ ~~Save as provided in Article 118,~~ Save and except the following matters which shall be submitted to the ~~Shareholders'~~ meeting after the consideration and approval by the Board, the Board shall have the power to approve other projects and transactions: (1) Substantial transactions 1. Where the total assets value involved in the transaction (where there is a book value and a estimated value, the higher shall be used) is more than 50% of the Company's latest audited total assets value; 2. Where the net assets (book value or appraised value, whichever is higher) arising from the subject matter of the transaction (e.g. equity interest) is more than 50% of the Company's latest audited net assets value, and the absolute amount exceeds RMB50,000,000; 3. Where the consideration of the transaction (including liabilities and fees assumed) is more than 50% of the Company's latest audited net assets value, and the absolute amount exceeds RMB50,000,000;	Article 11**8** Save and except the following matters which shall be submitted to the **general** meeting after the consideration and approval by the Board, the Board shall have the power to approve other projects and transactions: (1) Substantial transactions 1. Where the total assets value involved in the transaction (where there is a book value and a**n** estimated value, the higher shall be used) is more than 50% of the Company's latest audited total assets value; 2. Where the net assets (book value or appraised value, whichever is higher) arising from the subject matter of the transaction (e.g. equity interest) is more than 50% of the Company's latest audited net assets value, and the absolute amount exceeds RMB50,000,000; 3. Where the consideration of the transaction (including liabilities and fees assumed) is more than 50% of the Company's latest audited net assets value, and the absolute amount exceeds RMB50,000,000;

Original Articles	Amended Articles
4. Where the profit arising from the transaction is more than 50% of the Company's latest audited net profit, and the absolute amount exceeds RMB5,000,000;	4. Where the profit arising from the transaction is more than 50% of the Company's latest audited net profit, and the absolute amount exceeds RMB5,000,000;
5. Where the operation income arising from the subject matter of the transaction (e.g. equity interest) in the latest financial year exceeds 50% of the Company's latest audited operation income, and the absolute amount exceeds RMB50,000,000;	5. Where the operation income arising from the subject matter of the transaction (e.g. equity interest) in the latest financial year exceeds 50% of the Company's latest audited operation income, and the absolute amount exceeds RMB50,000,000;
6. Where the net profit arising the subject matter of the transaction (e.g. equity interest) in the latest financial year exceeds 50% of the Company's latest audited net profit, and the absolute amount exceeds RMB5,000,000.	6. Where the net profit arising the subject matter of the transaction (e.g. equity interest) in the latest financial year exceeds 50% of the Company's latest audited net profit, and the absolute amount exceeds RMB5,000,000.
Where any figures above involve a negative value, the absolute value thereof shall be used.	Where any figures above involve a negative value, the absolute value thereof shall be used.

Original Articles	Amended Articles
(2) Substantial connected transaction 1. Where the amount of the transaction entered into between the Company and a connected person (excluding the provision of guarantee by the Company, the receipt of cash assets by the Company by way of gift and any debts merely for the purpose of reducing the Company's liabilities, but including the setting up of any joint venture by Company and the connected person) exceeds RMB30,000,000, and 5% of absolute value of the Company's latest audited net assets value; 2. Where the Company provides guarantee for a connected person, irrespective of the amount.	(2) Substantial connected transaction 1. Where the amount of the transaction entered into between the Company and a connected person (excluding the provision of guarantee by the Company, the receipt of cash assets by the Company by way of gift and any debts merely for the purpose of reducing the Company's liabilities, but including the setting up of any joint venture by Company and the connected person) exceeds RMB30,000,000, and 5% of absolute value of the Company's latest audited net assets value; 2. Where the Company provides guarantee for a connected person, irrespective of the amount.
(3) Matters prescribed in Article 52A of the Articles and other matters which require the consideration and approval of the ~~Shareholders'~~ meeting.	(3) Matters prescribed in Article 52A of the Articles and other matters which require the consideration and approval of the **general** meeting.

Original Articles	Amended Articles
Article 120 The chairman shall exercise the following functions and powers: (1) to preside at general meetings and to convene and preside at meetings of the board of directors; (2) to monitor the implementation of resolutions of the board of directors; (3) to sign certificates for securities issued by the Company; (4) to sign, or to appoint by power of attorney any one or more directors to sign, other important documents of the Company; and (5) other functions and powers conferred by the board of directors. The deputy chairman assists the chairman in his work. In the event of the chairman becoming unable to perform his ~~functions~~, the deputy chairman ~~may substitute for him. In the event of the chairman and the deputy chairman becoming unable to perform their functions, the chairman may nominate any one director to perform such functions in his place~~.	Article 120 The chairman shall exercise the following functions and powers: (1) to preside at general meetings and to convene and preside at meetings of the board of directors; (2) to **supervise and** monitor the implementation of resolutions of the board of directors; (3) to sign certificates for securities issued by the Company; (4) to sign, or to appoint by power of attorney any one or more directors to sign, other important documents of the Company; and (5) other functions and powers conferred by the board of directors. The deputy chairman **of the Company** assists the chairman in his work. In the event of the chairman becoming unable **or rejects** to perform his **duties**, the deputy chairman **shall perform as the chairman, provided however that, if there are two vice chairmen, the vice chairman elected by a majority of the directors shall perform as the chairman; where the vice chairman is unable or fails to perform as such, a majority of the directors shall elect a director to perform as the chairman.**
Article 124 A meeting of the board of directors shall only be held if ~~more than one half~~ of the directors are present. Voting shall be conducted by name taking. Each director shall have one vote. Subject to paragraph (2) of Article 117, resolutions of the board of directors shall be passed by one half or more of the directors. In the case of an equality of votes, the chairman shall have a casting vote.	Article 124 A meeting of the board of directors shall only be held if **a majority** of the directors are present. Voting shall be conducted by name taking. Each director shall have one vote. Subject to paragraph (2) of Article 117, resolutions of the board of directors shall be passed by one half or more of the directors. In the case of an equality of votes, the chairman shall have a casting vote.

Original Articles	Amended Articles
Article 125 The directors may participate in any ~~ordinary~~ or extraordinary meeting of the board of directors by means of telephone or other communication devices, provided that such devices permit all persons participating in the meeting to hear the other persons clearly and to talk to or communicate with each other, and such directors shall be deemed to have attended the meeting in person.	Article 125 The directors may participate in any **regular** or extraordinary meeting of the board of directors by means of telephone or other communication devices, provided that such devices permit all persons participating in the meeting to hear the other persons clearly and to talk to or communicate with each other, and such directors shall be deemed to have attended the meeting in person.
Article 126 Conflict of interested director and voting procedure are as follows: (1) interested director shall not participate in voting and counting of votes; (2) interested director shall leave the venue before voting and return to the venue after the completion of counting of votes; (3) resolution of the board of directors on the connected transaction shall be passed by ~~more than half~~ of non-interested directors; If there are less than 3 non-interested directors in a board meeting, the matter shall be submitted for discussion at a general meeting; (4) If the interested director disagrees with the voting result, he may request the chairman of the meeting to count the votes cast.	Article 126 Conflict of interested director and voting procedure are as follows: (1) interested director shall not participate in voting and counting of votes; (2) interested director shall leave the venue before voting and return to the venue after the completion of counting of votes; (3) resolution of the board of directors on the connected transaction shall be passed by **a majority** of non-interested directors; If there are less than 3 non-interested directors in a board meeting, the matter shall be submitted for discussion at a general meeting; (4) If the interested director disagrees with the voting result, he may request the chairman of the meeting to count the votes cast.

Original Articles	Amended Articles
Article 133 Independent directors of the Company shall have the following qualification:	Article 133 Independent directors of the Company shall have the following qualification:
(1) the qualification being a company director in accordance with law, administrative regulation or other relevant regulation;	(1) the qualification being a **listed** company director in accordance with law, administrative regulation or other relevant regulation;
(2) has the independence nature as required by these Articles and China Securities Regulatory Committee;	(2) has the independence nature as required by these Articles and China Securities Regulatory Committee;
(3) has the basic knowledge for operation of listed company, familiar with the relevant law, administrative regulation, requirement and regulation;	(3) has the basic knowledge for operation of listed company, familiar with the relevant law, administrative regulation, requirement and regulation;
(4) has more than 5 years experience in law, economic or other necessary working experience required for performance of duties of independent directors;	(4) has more than 5 years**'** experience in law, **accounting,** economic or other necessary working experience required for performance of duties of independent directors;
(5) has good personal integrity and does not have any adverse records such as major dishonesty;	(5) has good personal integrity and does not have any adverse records such as major dishonesty;
(6) other requirements as prescribed by laws, administrative regulations, China Securities Regulatory Commission regulations, listing rules of the stock exchanges and ~~the articles of association of the Company~~.	(6) other requirements as prescribed by laws, administrative regulations, China Securities Regulatory Commission regulations, listing rules of the stock exchanges and **these Articles**.

Original Articles	Amended Articles
The accounting professionals among the independent directors shall have relatively extensive and professional knowledge and experience in accounting, and meet at least one of the following conditions:	The accounting professionals among the independent directors shall have relatively extensive and professional knowledge and experience in accounting, and meet at least one of the following conditions:
(1) with qualification as a certified public accountant;	(1) with qualification as a certified public accountant;
(2) with a senior professional title, associate professor title or doctoral degree majored in accounting, auditing or financial management;	(2) with a senior professional title, associate professor title or doctoral degree majored in accounting, auditing or financial management;
(3) with a senior professional title in economic management with over 5 years of full-time working experience at a professional position in accounting, auditing or financial management.	(3) with a senior professional title in economic management with over 5 years of full-time working experience at a professional position in accounting, auditing or financial management.

Original Articles	Amended Articles
Article 134 The following persons shall not be an independent director of the Company: (1) officer of the Company or related enterprises and his ~~direct relatives and major social relative (direct relative means~~ spouse, parent ~~and~~ children ~~etc~~. Major social relative means brother and sister, ~~parents in law, children-in-law,~~ the spouse of the brother and sister ~~and the~~ brother and sister of the spouse, etc); (2) person directly or indirectly holding more than 1% issued shares of the Company or the top 10 natural shareholders of the Company and their ~~direct relatives~~; (3) corporate shareholder directly or indirectly holds more than 5% shares of the Company or person working at the unit of the top 5 corporate shareholders of the Company and their ~~direct relatives~~; (4) person holding positions in subsidiaries of the Company's controlling shareholders and actual controllers and their ~~direct relatives~~;	Article 134 **Independent Directors shall maintain their independence.** The following persons shall not be an independent director of the Company: (1) officer of the Company or related enterprises and his spouse, parent**,** children **and major social relative** (Major social relative means brother and sister, the spouse of the brother and sister**, parents in law,** brother and sister of the spouse, **children-in-law, and parents of children-in-law,** etc); (2) person directly or indirectly holding more than 1% issued shares of the Company or the top 10 natural shareholders of the Company and their **spouse, parent and children**; (3) corporate shareholder directly or indirectly holds more than 5% shares of the Company or person working at the unit of the top 5 corporate shareholders of the Company and their **spouse, parent and children**; (4) person holding positions in subsidiaries of the Company's controlling shareholders and actual controllers and their **spouse, parent and children**;

Original Articles	Amended Articles
(5) person having significant business dealings with the Company, its controlling shareholders, actual controllers or their respective subsidiaries, or holding positions in entities with significant business dealings and their controlling shareholders or actual controllers;	(5) person having significant business dealings with the Company, its controlling shareholders, actual controllers or their respective subsidiaries, or holding positions in entities with significant business dealings and their controlling shareholders or actual controllers;
(6) person providing financial, legal, consultancy, sponsorship and other services for the Company and its controlling shareholders, actual controllers or their respective subsidiaries, including but not limited to all the project team personnel of the intermediaries providing services, reviewers at all levels, personnel who sign the reports, partners, directors, senior management and principal responsible persons;	(6) person providing financial, legal, consultancy, sponsorship and other services for the Company and its controlling shareholders, actual controllers or their respective subsidiaries, including but not limited to all the project team personnel of the intermediaries providing services, reviewers at all levels, personnel who sign the reports, partners, directors, senior management and principal responsible persons;
(7) person having the said ~~6~~ conditions for the last ~~year~~;	(7) person having the said conditions **listed in items (1) to (6)** for the last **twelve months**;
(8) person already acting as independent director for 3 (include 3) listed companies;	(8) person already acting as independent director for 3 (include 3) listed companies;
(9) ~~person providing financial, legal and consultancy service to the Company or its subsidiaries;~~	(9) other person **deemed non-independent** as prescribed by laws, administrative regulations**, China Securities Regulatory Committee, business rules of stock exchange, relevant provisions of The Stock Exchange of Hong Kong Limited** and these Articles;
~~(10)~~ other person as prescribed by laws, administrative regulations, ~~departmental rules and regulations~~ and these Articles;	The subsidiaries of the controlling shareholders and actual controllers of the Company in items 4 to 6 above do not include companies which are subject to the same control of a state-owned assets administrative agency as the Company and do not have connected relationship with the Company in accordance with the relevant regulations.
~~(11) other person as prescribed by China Securities Regulatory Committee or stock exchange on which the Company's shares are listed.~~	
The subsidiaries of the controlling shareholders and actual controllers of the Company in items 4 to 6 above do not include companies which are subject to the same control of a state-owned assets administrative agency as the Company and do not have connected relationship with the Company in accordance with the relevant regulations.	

Original Articles	Amended Articles
Article 135 Independent director owes the Company and all the shareholders ~~fiduciary~~ and diligent duties. Independent director shall, pursuant to requirements of the relevant law, regulation and Company's articles of association, seriously perform his duty and protect the interest of the Company in particular concern about the legal interest of the public shareholders not to be prejudiced. Independent directors shall perform duties independently and not to be influenced by the Company's major shareholder, beneficial owner or other unit or person with interest conflict with the Company. Independent director shall ensure he has sufficient time and energy to effectively perform the duty of independent director.	Article 135 Independent director owes the Company and all the shareholders **loyal** and diligent duties. Independent director shall, pursuant to requirements of the relevant law, regulation and Company's articles of association, seriously perform his duty**, play a role in decision-making participation, oversight and checks and balances, and professional consultation within the board of directors** and protect the interest of the Company in particular concern about the legal interest of the public shareholders not to be prejudiced. Independent directors shall perform duties independently and not to be influenced by the Company's major shareholder, beneficial owner or other unit or person with interest conflict with the Company. Independent director shall ensure he has sufficient time and energy to effectively perform the duty of independent director.
Article 137 The nominator of the independent director shall obtain the prior consent of the nominee. The nominator shall fully understand the occupation, education, title, detailed working experience ~~and~~ all part-time job ~~etc.~~ of the nominee. The nominator shall opine on the qualification of the candidate to be an independent director and his independence. The nominee shall make a public statement that he meets the independence and other requirements to serve as an independent director. Prior to the general meeting for the election of independent directors, the board of directors of the Company shall ~~announce~~ the relevant contents in accordance with the preceding paragraph and submit relevant materials of all nominees to the stock exchange, and such submitted materials shall be true, accurate and complete. The Company shall not submit the nominees for election at the general meeting if the stock exchange raises any objection. If the board of directors of the Company dispute the particulars pertaining to the nominees, its written opinions shall also be submitted.	Article 137 The nominator of the independent director shall obtain the prior consent of the nominee. The nominator shall fully understand the occupation, education, title, detailed working experience**,** all part-time job **and whether there were any significant adverse records such as breach of trust** of the nominee. The nominator shall opine on the qualification of the candidate to be an independent director and his independence. The nominee shall make a public statement that he meets the independence and other requirements to serve as an independent director. Prior to the general meeting for the election of independent directors, the board of directors of the Company shall **disclose** the relevant contents in accordance with the preceding paragraph and submit relevant materials of all nominees to the stock exchange, and such submitted materials shall be true, accurate and complete. The Company shall not submit the nominees for election at the general meeting if the stock exchange raises any objection. If the board of directors of the Company dispute the particulars pertaining to the nominees, its written opinions shall also be submitted.

Original Articles	Amended Articles
Article 139 Independent directors shall attend meetings of the board of directors in person. If he is unable to attend the meeting in person for any reason, the independent director shall review the meeting materials in advance, form a clear opinion and appoint other independent directors in writing to attend the meeting on his behalf. If an independent director fails to attend two consecutive meetings of board of directors in person or by appointing another independent director to attend such meetings on his behalf, the board of directors shall, within 30 days from the date of occurrence of such situation, propose to convene a general meeting to remove such independent director. Save as stated above and the provisions of the Company Law provides for the conditions when an independent director shall not be an independent director, or due to the failure to comply with the provisions of Article 133 (1) and (2) of these Articles, independent director shall not be removed before the expiry of his term. The Company shall disclose the removal as a special disclosure matter.	Article 139 Independent directors shall attend meetings of the board of directors in person. If he is unable to attend the meeting in person for any reason, the independent director shall review the meeting materials in advance, form a clear opinion and appoint other independent directors in writing to attend the meeting on his behalf. If an independent director fails to attend two consecutive meetings of board of directors in person or by appointing another independent director to attend such meetings on his behalf, the board of directors shall, within 30 days from the date of occurrence of such situation, propose to convene a general meeting to remove such independent director. Save as stated above and the provisions of the Company Law provides for the conditions when an independent director shall not be an independent director, or due to the failure to comply with the provisions of Article 133 (1) and (2) of these Articles, independent director shall not be removed before the expiry of his term. The Company shall disclose the removal as a special disclosure matter. **In case of early dismissal, the Company shall disclose it as a special disclosure, and in case the removed independent director is of the opinion that the Company's grounds for removal are inappropriate, he/she can make a public statement to that effect.**

Original Articles	Amended Articles
Article 140 Independent director may resign before the expiry of the term. Independent director shall deliver his written notice of resignation to the board of directors, he shall make a statement on any conditions related to his resignation or conditions which he considers shall be alerted to the shareholder and creditor of the Company. The Company shall disclose the reasons for resignation of and concerns raised by an independent director. If the resignation of the independent director causes the number of independent director or the board of directors to fall below the minimum number as prescribed by the statutory requirement or these Articles, the independent director who intends to resign shall continue to fulfill his duties until the date on which a new independent director is elected. The Company shall complete the by-election of such independent director within 60 days from the date of his resignation. Where an independent director is unqualified for being independent or other circumstances arise making him/her unqualified for performing duties, resulting in the number of independent directors of the Company falling below the minimum number as prescribed by the statutory requirement or the Company's Articles, the Company shall add additional independent directors to fill up the quorum as required by applicable regulations.	Article 140 Independent director may resign before the expiry of the term. Independent director shall deliver his written notice of resignation to the board of directors, he shall make a statement on any conditions related to his resignation or conditions which he considers shall be alerted to the shareholder and creditor of the Company. The Company shall disclose the reasons for resignation of and concerns raised by an independent director. If the resignation of the independent director causes the number of independent director or the board of directors to fall below the minimum number as prescribed by the statutory requirement or these Articles, **or where there is a lack of an accounting professional among the independent directors,** the independent director who intends to resign shall continue to fulfill his duties until the date on which a new independent director is elected. The Company shall complete the by-election of such independent director within 60 days from the date of his resignation. Where an independent director is unqualified for being independent or other circumstances arise making him/her unqualified for performing duties, resulting in the number of independent directors of the Company falling below the minimum number as prescribed by the statutory requirement or the Company's Articles **or where there is a lack of an accounting professional among the independent directors**, the Company shall add additional independent directors to fill up the quorum as required by applicable regulations.

Original Articles	Amended Articles
Article 141 ~~An independent director~~ shall perform the following duties: (1) to participate in the decision making of the board of directors and express clear opinions on matters discussed; (2) to supervise potential material conflicts of interest between the Company and its controlling shareholders, de facto controllers, directors and senior management ~~in accordance with the relevant provisions of the Administrative Measures for Independent Directors of Listed Companies to ensure that the decisions of the board of directors are in line with the interests of the Company as a whole~~, and to protect the legitimate rights and interests of minority shareholders; (3) to provide professional and objective advice on the operation and development of the Company and to facilitate the enhancement of the decision-making level of the board of directors; (4) other duties as stipulated by laws ~~and~~ regulations, relevant regulations of the Shanghai Stock Exchange ~~and the articles of association of the Company, etc.~~.	Article 141 **As members of the board of directors, independent directors owe a duty of fidelity and diligence towards the Company and all its shareholders, and** shall **prudently** perform the following duties: (1) to participate in the decision making of the board of directors and express clear opinions on matters discussed; (2) to supervise potential material conflicts of interest between the Company and its controlling shareholders, de facto controllers, directors and senior management, and to protect the legitimate rights and interests of minority shareholders; (3) to provide professional and objective advice on the operation and development of the Company and to facilitate the enhancement of the decision-making level of the board of directors; (4) other duties as stipulated by laws**, administrative** regulations, relevant regulations of the Shanghai Stock Exchange **or The Stock Exchange of Hong Kong Limited, and these Articles**.

Original Articles	Amended Articles
Article 142 An independent director shall have the following special powers:	Article 142 An independent director shall have the following special powers:
(1) connected transaction proposed to be made by the Company with a connected person with an amount exceeding RMB3,000,000 or 5% of the Company's latest audited net assets value should be approved by the independent Directors; before giving their opinion, the independent Directors can appoint intermediate bodies to issue an independent financial report and rely on that report to form the basis of their opinions;	(1) connected transaction proposed to be made by the Company with a connected person with an amount exceeding RMB3,000,000 or 5% of the Company's latest audited net assets value should be approved by the independent Directors; before giving their opinion, the independent Directors can appoint intermediate bodies to issue an independent financial report and rely on that report to form the basis of their opinions;
(2) recommend to the board of directors on appointment or removal of a firm of accountant;	(2) recommend to the board of directors on appointment or removal of a firm of accountant;
(3) recommend the board of directors to summon extraordinary general meeting;	(3) recommend the board of directors to summon extraordinary general meeting;
(4) recommend the convention of meeting of the board of directors;	(4) recommend the convention of meeting of the board of directors;
(5) independently appoint ~~external audit institution and consultancy organization~~ for auditing ~~or~~ consultation on issues regarding specific issues in the Company;	(5) independently appoint **intermediary organisation** for auditing**,** consultation **or verification** on issues regarding specific issues in the Company;
(6) publicly collect ~~voting~~ rights from shareholders in accordance with the law;	(6) publicly collect **shareholders'** rights from shareholders in accordance with the law;

Original Articles	Amended Articles
(7) express independent opinions on matters which may prejudice the interests of the Company or the minority shareholders; (8) other powers as stipulated by laws, regulations, relevant provisions of the Shanghai Stock Exchange and these Articles. Independent directors shall seek the consent of ~~more than half~~ of all the independent directors before exercising the powers under items (3) to (5) above. The matters under items (1) and (2) above shall be submitted to the board of directors for discussion after the approval of ~~more than half~~ of the independent directors. In the event that the independent directors shall exercise the powers set out in items (3) to (8) of this Article, the Company shall disclose the relevant circumstances in a timely manner. In the event that the aforesaid powers cannot be exercised, the Company ~~shall~~ disclose the specific circumstances and reasons thereof. Where laws, administrative regulations and the China Securities Regulatory Commission have stipulated otherwise, such stipulations shall prevail.	(7) express independent opinions on matters which may prejudice the interests of the Company or the minority shareholders; (8) other powers as stipulated by laws, **administrative** regulations, **China Securities Regulatory Committee**, relevant provisions of the Shanghai Stock Exchange, **The Stock Exchange of Hong Kong Limited** and these Articles. Independent directors shall seek the consent of **a majority** of all the independent directors before exercising the powers under items (3) to (5) above. The matters under items (1) and (2) above shall be submitted to the board of directors for discussion after the approval of **a majority** of the independent directors. In the event that the independent directors shall exercise the powers set out in items (3) to (8) of this Article, the Company shall disclose the relevant circumstances in a timely manner. In the event that the aforesaid powers cannot be exercised **normally**, the Company **will** disclose the specific circumstances and reasons thereof. Where laws, administrative regulations and the China Securities Regulatory Commission have stipulated otherwise, such stipulations shall prevail.

Original Articles	Amended Articles
Article 145 To ensure the independent director can effectively perform his duty, the Company shall provide all the necessary conditions to the independent director:	Article 145 To ensure the independent director can effectively perform his duty, the Company shall provide all the necessary conditions to the independent director:
(1) The Company shall guarantee the independent director has the same right of knowledge as the other director. The Company shall inform the independent director, matters determined by the board of directors, prior in accordance with statutory time requirement and provide sufficient information at the same time. Independent director may request for supplemental information if he considers the information is not sufficient. When two or more than two directors consider the ~~information is not sufficient or the argument is not clear~~, they can jointly, by written, request the board of directors to postpone the convention of meeting of the board of directors or delaying the discussion of the matter. The board of directors shall accept. The information supplied by the Company to the independent director shall be kept by the Company and the independent director for 10 years.	(1) The Company shall guarantee the independent director has the same right of knowledge as the other director. The Company shall inform the independent director, matters determined by the board of directors, prior in accordance with statutory time requirement and provide sufficient information at the same time. Independent director may request for supplemental information if he considers the information is not sufficient. When two or more than two directors consider the **meeting information is incomplete, and the explanation is not sufficient or is not timely provided**, they can jointly, by written, request the board of directors to postpone the convention of meeting of the board of directors or delaying the discussion of the matter. The board of directors shall accept. The information supplied by the Company to the independent director shall be kept by the Company and the independent director for 10 years.

Original Articles	Amended Articles
(2) The Company shall provide the independent directors with all necessary conditions for performance of their duties. The secretary of the board of directors shall actively provide assistance to the independent directors, e.g. introduction of the situation and supply of material, regularly report the operation status of the Company, and organise the independent directors to visit the Company on the spot if necessary. Where the independent opinions, proposals and written explanations issued by the independent directors should be announced, the Company shall assist in handling the announcement issues in a timely manner.	(2) The Company shall provide the independent directors with all necessary conditions and **personnel support** for performance of their duties. The secretary of the board of directors shall actively provide assistance to the independent directors, e.g. introduction of the situation and supply of material, regularly report the operation status of the Company, and organise the independent directors to visit the Company on the spot if necessary. Where the independent opinions, proposals and written explanations issued by the independent directors should be announced, the Company shall assist in handling the announcement issues in a timely manner.
(3) When the independent director performs his duty, the relevant officer of the Company shall be actively co-operative and cannot reject, obstruct or conceal, nor interfere with the exercise of powers by the independent director.	(3) When the independent director performs his duty, the relevant officer of the Company **including directors and senior management** shall be actively co-operative and cannot reject, obstruct or conceal **relevant information**, nor interfere with the exercise of powers by the independent director.
(4) The fee for appointment of intermediary institution by the independent director and other expenses incurred for performance of duty shall be borne by the Company.	(4) The fee for appointment of intermediary institution by the independent director and other expenses incurred for performance of duty shall be borne by the Company.

Original Articles	Amended Articles
(5) The Company shall give the independent director an ~~appropriate~~ allowance. The standard of allowance will be determined by the board of directors and approved by general meeting. Save and except the allowance mentioned above, the independent director shall not obtain any ~~additional~~ benefit ~~without disclosure~~ from the ~~C~~company ~~and~~ its major shareholder ~~of~~ any institution ~~or~~ person with interest relationship conflict with the ~~C~~company.	(5) The Company shall give the independent director an allowance **applicable to their duties undertook**. The standard of allowance will be determined by the board of directors and approved by general meeting**, and disclosed in the annual report of the Company**. Save and except the allowance mentioned above, the independent director shall not obtain any benefit from the **listed c**ompany**,** its major shareholder **and actual controllers or** any institution **and** person with interest relationship conflict with the **listed c**ompany.
(6) The Company may purchase liability insurance for independent director so as to reduce the risk arose for the ordinary performance of duty.	(6) The Company may purchase liability insurance for independent director so as to reduce the risk arose for the ordinary performance of duty.
Independent director owes a duty of confidentiality to the Company and the shareholders. He shall not provide information obtained by him to any person. Upon the exercise of power, independent director shall play due regard to the interest of the Company and the shareholders of the Company. Independent director shall not use the information to obtain or intend to obtain any benefit.	Independent director owes a duty of confidentiality to the Company and the shareholders. He shall not provide information obtained by him to any person. Upon the exercise of power, independent director shall play due regard to the interest of the Company and the shareholders of the Company. Independent director shall not use the information to obtain or intend to obtain any benefit.

Original Articles	Amended Articles
Article 145B The Company shall establish a work system for independent directors, and the secretary of the board of directors shall actively cooperate with the independent directors in performing their duties. ~~The Company shall ensure that the independent directors enjoy the same right to information as other directors. For matters subject to decision by the Board of Directors, the Company shall notify the independent directors in advance according to the statutory time and provide sufficient information at the same time. If the independent directors consider that the information is insufficient, they may request additional information. When two or more independent directors consider that the information is insufficient or the argument is not clear, they may jointly propose in writing to the Board of Directors to postpone the meeting of the Board of Directors or postpone the consideration of the matter, and the Board of Directors shall adopt it.~~	Article 145B The Company shall establish a work system for independent directors, and the secretary of the board of directors shall actively cooperate with the independent directors in performing their duties.

Original Articles	Amended Articles
Article 146 (1) The Company shall ~~formulate a special meeting system for independent directors and~~ convene ~~meetings attended by all independent directors~~ on a regular or ad hoc basis to consider the relevant matters set forth in Article 142(3) to 142(5) and Article 143 of these Articles. The special meeting of independent directors may study and discuss other matters of the Company as required. ~~The Company shall have one independent director jointly elected by the majority of the independent directors to convene and preside over the special meeting of~~ independent directors; if the convenor fails or is unable to perform his duties, two or more independent directors may convene the meeting and elect a representative to preside over the meeting on their own. The Company shall provide facilities and support for the convening of the special meeting of independent directors. (2) Minutes shall be prepared for the ~~meeting of the board of directors of the Company, the meeting of special committees under the board of directors, and the special meeting of independent directors,~~ in accordance with regulations, and the opinions of independent directors shall be set out therein. The independent directors shall confirm the minutes by signing.	Article 146 (1) **The Company shall establish a special meeting mechanism to be attended by all independent directors. When the board of directors considers matters such as connected transactions, prior approval by the special meetings of independent directors shall be required.** **(2)** The Company shall convene **the special meetings of independent directors** on a regular or ad hoc basis to consider the relevant matters set forth in Article 142(3) to 142(5) and Article 143 of these Articles. The special meeting of independent directors may study and discuss other matters of the Company as required. **The special meetings of independent directors shall be convened and presided over one independent director jointly elected by the majority of the** independent directors; if the convenor fails or is unable to perform his duties, two or more independent directors may convene the meeting and elect a representative to preside over the meeting on their own. The Company shall provide facilities and support for the convening of the special meeting of independent directors.

Original Articles	Amended Articles
Independent directors shall prepare work records, recording in detail the performance of their duties. Information obtained by independent directors in the course of performing their duties, minutes of relevant meetings, communication records with the Company and staff of intermediaries, etc., form an integral part of the work records. For important contents in the work records, independent directors may require the secretary to the board of directors and other relevant personnel to sign for confirmation, and the Company and relevant personnel shall cooperate therewith. The work records of the independent directors and the information provided by the Company to the independent directors shall be kept for at least ten years. (3) Independent directors shall submit their annual work report at the annual general meeting of the Company and make a statement on fulfillment of their duties. The annual work report shall include the following contents: 1. number and ways of attendance of, and voting at, the meetings of the board of directors, and number of times attending the general meetings;	(2) Minutes shall be prepared for the **special meetings of independent directors** in accordance with regulations, and the opinions of independent directors shall be set out therein. The independent directors shall confirm the minutes by signing. Independent directors shall prepare work records, recording in detail the performance of their duties. Information obtained by independent directors in the course of performing their duties, minutes of relevant meetings, communication records with the Company and staff of intermediaries, etc., form an integral part of the work records. For important contents in the work records, independent directors may require the secretary to the board of directors and other relevant personnel to sign for confirmation, and the Company and relevant personnel shall cooperate therewith. The work records of the independent directors and the information provided by the Company to the independent directors shall be kept for at least ten years.

Original Articles	Amended Articles
2. participation in the work of the special committees of the board of directors and the special meetings of independent directors; 3. consideration on the matters listed in Articles 143, 149(3) and 150 of these Articles and the exercise of the special powers of independent directors listed in Article 142(1) of these Articles; 4. information on major matters, methods and results of communication with the internal audit institution and the accounting firm that undertakes the Company's auditing service in respect of the Company's financial and business conditions; 5. communication with minority shareholders; 6. time, content and other matters of on-site work at the Company; 7. other circumstances in the performance of duties. The annual work report of independent directors shall be disclosed at the latest when the Company gives notice of its annual general meeting.	(3) Independent directors shall submit their annual work report at the annual general meeting of the Company and make a statement on fulfillment of their duties. The annual work report shall include the following contents: 1. number and ways of attendance of, and voting at, the meetings of the board of directors, and number of times attending the general meetings; 2. participation in the work of the special committees of the board of directors and the special meetings of independent directors; 3. consideration on the matters listed in Articles 143, 149(3) and 150 of these Articles and the exercise of the special powers of independent directors listed in Article 142(1) of these Articles; 4. information on major matters, methods and results of communication with the internal audit institution and the accounting firm that undertakes the Company's auditing service in respect of the Company's financial and business conditions;

Original Articles	Amended Articles
	5. communication with minority shareholders; 6. time, content and other matters of on-site work at the Company; 7. other circumstances in the performance of duties. The annual work report of independent directors shall be disclosed at the latest when the Company gives notice of its annual general meeting.
Article 147 The board of directors may pursuant to the relevant resolution of general meeting establish special committees such as the strategic development and investment committee and the human resources and remuneration committee. The board of directors shall set up an audit committee. The special committees are accountable to the board of directors and perform their duties pursuant to these Articles and the authorization of the board of directors, while proposals shall be submitted to the board of directors for consideration and decision. All the members of the committee will be directors. Independent directors shall be the majority in, and the conveners of, the audit committee and the human resources and remuneration committee. ~~The convener of the audit committee shall be a professional accountant among the independent directors. Members of the audit committee shall be directors who do not serve as the senior management of the Company, and a majority of which shall be independent directors.~~ The board of directors shall be responsible for formulating the work rules of the special committees to regulate their operations.	Article 147 The board of directors may pursuant to the relevant resolution of general meeting establish special committees such as the strategic development and investment committee and the human resources and remuneration committee. **The Company does not have the supervisory committee or supervisor.** The board of directors shall set up an audit committee**, which shall exercise the functions and powers of the supervisory committee as stipulated by the Company Law and those required from time to time by the relevant rules of The Stock Exchange of Hong Kong Limited.** The special committees are accountable to the board of directors and perform their duties pursuant to these Articles and the authorization of the board of directors, while proposals shall be submitted to the board of directors for consideration and decision. All the members of the committee will be directors. Independent **non-executive** directors **(also known as independent directors)** shall be the majority in, and the conveners of, the audit committee and the human resources and remuneration committee.

Original Articles	Amended Articles
Independent directors shall perform their duties in the special committees of the board of directors of the Company in accordance with the laws, administrative regulations, provisions of the China Securities Regulatory Commission, business rules of the stock exchanges and these Articles. Independent directors shall attend the meetings of the special committees in person, and any independent director who is unable to attend the meeting in person for any reason shall review the materials of the meeting in advance, form a clear opinion and appoint another independent director in writing to attend the meeting on his behalf. When independent directors are concerned about major matters of the Company within the scope of responsibilities of the special committee in the performance of their duties, they may, in accordance with the procedures, submit the matters to the special committee for discussion and consideration in a timely manner. The board of directors can employ honorary chairman and senior consultant in the light of needs. The honorary chairman can attend the meetings of the board of directors and put forward advises and questions for the Company's major operations. The board of directors determines the remuneration of honorary chairman and senior consultant.	**The audit committee consists of five members, all of whom are non-executive directors and independent non-executive directors (also known as independent directors) who do not hold senior management positions in the Company. Among these, three are independent non-executive directors (also known as independent directors), and at least one of the independent non-executive directors (also known as independent directors) among the members of the audit committee shall be an accounting professional. The convener of the audit committee shall be an accounting professional among the independent non-executive directors (also known as independent directors). Employee directors who do not serve as senior management of the Company, possess expertise in finance, accounting, finance, risk management and control, auditing or legal matters, and meet the eligibility criteria for audit committee as stipulated in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited may serve as members of the audit committee.** **Special committees such as the audit committee, strategic development and investment committee, and human resources and remuneration committee shall establish written work rules.** The board of directors shall be responsible for formulating the work rules of the special committees to regulate their operations.

Original Articles	Amended Articles
	Independent directors shall perform their duties in the special committees of the board of directors of the Company in accordance with the laws, administrative regulations, provisions of the China Securities Regulatory Commission, business rules of the stock exchanges and these Articles. Independent directors shall attend the meetings of the special committees in person, and any independent director who is unable to attend the meeting in person for any reason shall review the materials of the meeting in advance, form a clear opinion and appoint another independent director in writing to attend the meeting on his behalf. When independent directors are concerned about major matters of the Company within the scope of responsibilities of the special committee in the performance of their duties, they may, in accordance with the procedures, submit the matters to the special committee for discussion and consideration in a timely manner. The board of directors can employ honorary chairman and senior consultant in the light of needs. The honorary chairman can attend the meetings of the board of directors and put forward advises and questions for the Company's major operations. The board of directors determines the remuneration of honorary chairman and senior consultant.

Original Articles	Amended Articles
Article 149 The audit committee shall perform the following duties:	Article 149 The audit committee shall perform the following duties:
(1) to oversee and evaluate the work performed by the external auditor;	(1) to oversee and evaluate the work performed by the external auditor;
(2) to oversee and evaluate the work performed by the internal auditor;	(2) to oversee and evaluate the work performed by the internal auditor;
(3) to review the Company's financial information and its disclosures;	(3) to review the Company's financial information and its disclosures;
(4) to monitor and evaluate the Company's internal controls;	(4) to monitor and evaluate the Company's internal controls;
(5) to coordinate the communication between the management, internal audit department and related departments and the external auditor;	(5) to coordinate the communication between the management, internal audit department and related departments and the external auditor;
(6) to deal with other matters as authorized by the board of directors and as required by the relevant laws, regulations and the relevant regulations of the stock exchange(s) where the shares of the Company are listed.	(6) to deal with other matters as authorized by the board of directors and as required by the relevant laws, regulations and the relevant regulations of the stock exchange(s) where the shares of the Company are listed.
The audit committee should report to the board of directors and make recommendations on any matters where action or improvement is needed.	The audit committee should report to the board of directors and make recommendations on any matters where action or improvement is needed.

Original Articles	Amended Articles
The following matters shall be submitted to the board of directors for consideration after being approved by the majority of all members of the audit committee: (1) disclosure of financial information in financial accounting reports and periodical reports, and internal control evaluation reports; (2) appointment or dismissal of the accounting firm undertaking the Company's auditing service; (3) appointment or dismissal of the chief financial officer of the Company; (4) changes in accounting policies or accounting estimates, or corrections of major accounting errors, due to reasons other than changes in accounting standards; (5) other matters stipulated by laws, administrative regulations, provisions of the China Securities Regulatory Commission and the articles of association of the Company.	The **audit committee shall be responsible for reviewing the Company's financial information and its disclosure, supervising and evaluating the internal and external auditing work and internal control, and the** following matters shall be submitted to the board of directors for consideration after being approved by the majority of all members of the audit committee: (1) disclosure of financial information in financial accounting reports and periodical reports, and internal control evaluation reports; (2) appointment or dismissal of the accounting firm undertaking the Company's auditing service; (3) appointment or dismissal of the **person in charge of finance** (chief financial officer) of the Company; (4) changes in accounting policies or accounting estimates, or corrections of major accounting errors, due to reasons other than changes in accounting standards; (5) other matters stipulated by laws, administrative regulations, provisions of the China Securities Regulatory Commission and the **Articles of Association**.

Original Articles	Amended Articles
	Article 149A The audit committee shall hold meetings at least once a quarter. Extraordinary meetings may be convened at the proposals of two or more members or when the convener considers it necessary. Meetings of the audit committee shall be held with the presence of more than two thirds of the members. **Resolutions of the audit committee shall be passed by more than half of the members of the audit committee.** **Each person shall have one vote for a resolution of the audit committee.** **The audit committee shall prepare the minutes of the meeting with respect of resolutions in accordance with the regulations, and the minutes shall be signed by the members of the audit committee attending the meeting.** **The working rules of the audit committee shall be formulated by the board of directors.**
Article 152 ~~Each committee shall be accountable to the board of directors~~ and motions of each committee shall be submitted to the board of directors for review and decision.	Article 152 **The board of directors shall establish a strategic development and investment committee and a human resources and remuneration committee, which shall perform their duties in accordance with the Articles of Association and the authorisation granted by the board of directors,** and motions of each **special** committee shall be submitted to the board of directors for review and decision. **The working rules of the special committees shall be formulated by the board of directors**. **The human resources and remuneration committee shall consist of a majority of independent non-executive directors (also known as independent directors), and the conveners shall be acted by independent non-executive directors (also known as an independent directors).**

Original Articles	Amended Articles
CHAPTER 14 SENIOR MANAGEMENT	
CHAPTER 14 ~~GENERAL MANAGER~~	**CHAPTER 14 SENIOR MANAGEMENT**
Article 157 The Company shall have one general manager who shall be appointed and dismissed by the board of directors. The general manager shall be appointed for a term of three years and may be re-appointed to serve consecutive terms. The Company shall have several deputy general managers, one ~~chief financial officer~~, one chief engineer and one general counsel (chief compliance officer). The deputy general managers, the ~~chief financial officer~~, the chief engineer and the general counsel (chief compliance officer) shall be nominated by the general manager and appointed and dismissed by the board of directors. The deputy general managers, the ~~chief financial officer~~, the chief engineer and the general counsel (chief compliance officer) shall assist the general manager in his work and shall be accountable to the general manager. Persons who are employed by the controlling shareholders of the Company holding an executive office other than directors ~~or supervisors~~ in these entities shall not serve as senior management staff of the Company.	Article 157 The Company shall have one general manager who shall be appointed and dismissed by the board of directors. The general manager shall be appointed for a term of three years and may be re-appointed to serve consecutive terms. The Company shall have several deputy general managers, one **person in charge of finance (chief financial officer)**, one chief engineer and one general counsel (chief compliance officer). The deputy general managers, the **person in charge of finance (chief financial officer)**, the chief engineer and the general counsel (chief compliance officer) shall be nominated by the general manager and appointed and dismissed by the board of directors. The deputy general managers, the **person in charge of finance (chief financial officer)**, the chief engineer and the general counsel (chief compliance officer) shall assist the general manager in his work and shall be accountable to the general manager. Persons who are employed by the controlling shareholders of the Company holding an executive office other than directors in these entities shall not serve as senior management staff of the Company.

Original Articles	Amended Articles
The general manager, deputy general managers, the ~~chief financial officer,~~ the chief engineer and the general counsel (chief compliance officer) of the Company may resign before the expiry of the term of office. The detailed procedure and method for the resignation shall be governed by the labour contract between such officer and the Company.	**The senior management of the Company shall only receive remuneration from the Company and shall not be paid by the controlling shareholders on behalf of the Company.** The general manager, deputy general managers, the **person in charge of finance (chief financial officer)**, the chief engineer and the general counsel (chief compliance officer) of the Company may resign before the expiry of the term of office. The detailed procedure and method for the resignation shall be governed by the labour contract between such officer and the Company.

Original Articles	Amended Articles
Article 158 The general manager shall be accountable to the board of directors and shall exercise the following functions and powers:	Article 158 The general manager shall be accountable to the board of directors and shall exercise the following functions and powers:
(1) to take charge of the production, operations and management of the Company and to organize the implementation of resolutions of the board of directors;	(1) to take charge of the production, operations and management of the Company**,** to organize the implementation of resolutions of the board of directors**, and to report his/her work to the board of directors**;
(2) to organize the implementation of the annual business plan and investment proposals of the Company;	(2) to organize the implementation of the annual business plan and investment proposals of the Company;
(3) to formulate plans for the establishment of the internal management structure of the Company;	(3) to formulate plans for the establishment of the internal management structure of the Company;
(4) to formulate the basic management system of the Company;	(4) to formulate the basic management system of the Company;
(5) to establish the specific administration rules and regulations of the Company;	(5) to establish the specific administration rules and regulations of the Company;
(6) to recommend the appointment and dismissal of deputy general managers, the ~~chief financial officer~~, the chief engineer and the general counsel (chief compliance officer);	(6) to recommend the appointment and dismissal of deputy general managers, the **person in charge of finance (chief financial officer)**, the chief engineer and the general counsel (chief compliance officer) by the board of directors;
(7) to appoint and dismiss officers other than those required to be appointed or dismissed by the board of directors;	(7) **to decide** to appoint and dismiss officers other than those required to be appointed or dismissed by the board of directors;

Original Articles	Amended Articles
(8) to convene and chair meetings of the general manager's office personally (or to appoint a deputy general manager to do so); meetings of the general manager's office shall be attended by the general manager, deputy general managers and other officers;	(8) to convene and chair meetings of the general manager's office personally (or to appoint a deputy general manager to do so); meetings of the general manager's office shall be attended by the general manager, deputy general managers and other officers;
(9) to determine the grant or imposition of any awards or penalties, promotion or demotion, increase or reduction in salaries and wages, appointment, employment, dismissal and resignation of and other matters relating to the staff and workers of the Company; and	(9) to determine the grant or imposition of any awards or penalties, promotion or demotion, increase or reduction in salaries and wages, appointment, employment, dismissal and resignation of and other matters relating to the staff and workers of the Company; and
(10) other functions and powers conferred by these Articles and the board of directors.	(10) other functions and powers conferred by these Articles and the board of directors.
Article 159 The general manager of the Company shall set up the working rules of the general manager, which will be implemented after reporting to the board of directors. The working rules of the general manager shall include the following content:	Article 159 The general manager of the Company shall set up the working rules of the general manager, which will be implemented after reporting to the board of directors. The working rules of the general manager shall include the following content:
(1) the condition for summoning of meeting of general manager, the procedure and the person attending the meeting;	(1) the condition for summoning of meeting of general manager, the procedure and the person attending the meeting;
(2) the job responsibility and distribution of work of general manager, deputy general manager and the other officer;	(2) the job responsibility and distribution of work of general manager, deputy general manager and the other officer;
(3) the power for use of the assets and fund of the Company and the execution of major contract and the reporting system to the board of directors ~~and supervisory committee~~;	(3) the power for use of the assets and fund of the Company and the execution of major contract and the reporting system to the board of directors;
(4) other matters as the board of directors consider necessary.	(4) other matters as the board of directors consider necessary.

Original Articles	Amended Articles
~~Article 164 The Company shall have a supervisory committee.~~ ~~Supervisory committee shall set up rules of proceedings of supervisory committee in accordance with the provisions of these Articles, and approved by the general meeting, so as to ensure the working efficiency and the scientific decision of the supervisory committee.~~ ~~Article 165 The supervisory committee shall consist of 3 supervisors, one of whom shall be the chairman of the supervisory committee. The supervisors shall be appointed for a term of three years and may be re-elected to serve consecutive terms.~~ ~~The appointment and removal of the chairman of the supervisory committee shall be decided by two thirds or more of the supervisors.~~ ~~Article 166 The supervisory committee shall be composed of two representatives of shareholders and one representative of employees. The representatives of shareholders shall be elected and removed by the shareholders in general meeting and the representative of employees shall be elected and removed by the employees of the Company on a democratic basis.~~ ~~Article 167 A supervisor shall not concurrently hold the office of director, general manager or other officer of the Company (including without limitation the chief financial officer of the Company).~~	

Original Articles	Amended Articles
~~Article 168 The supervisory committee shall meet at least once every 6 months, a supervisor may propose to convene an extraordinary supervisory meeting. The supervisory meeting shall be convened by the chairman of the supervisory committee, if the chairman of the supervisory committee is unable or fails to carry out his duties, over half of the supervisors may elect a supervisor to convene and chair the supervisory meeting.~~ ~~The notice of supervisory meeting shall include the following: date, venue, duration, reason and proposed resolution, and the date of notice of the meeting.~~ ~~Article 169 The supervisory committee shall be accountable to the general meeting and shall exercise the following functions and powers in accordance with law:~~ ~~(1) to examine and provide written comments on the Company's periodical report compiled by the board of directors;~~ ~~(2) to examine the Company's financial affairs;~~ ~~(3) to monitor the performance of duties of the directors, general manager and other senior officers and to propose the removal of directors or senior officers who have acted in contravention of law, administrative regulations, these Articles and resolutions passed at general meetings;~~	

Original Articles	Amended Articles
~~(4) if the conduct of a director, general manager or other officers is prejudicial to the interests of the Company, to require him to rectify such conduct;~~ ~~(5) to examine financial information such as financial reports, business reports and profit distribution proposals which the board of directors proposes to submit to the general meeting and, in case of doubt, to appoint on behalf of the Company a registered accountant or practising auditor to assist in the review;~~ ~~(6) to propose the convening of extraordinary general meetings, when a board of directors does not perform the duties of convening and chairing a meeting under the Company Law;~~ ~~(7) to represent the Company in negotiating with the directors, senior officers or to institute proceedings against the directors or senior officers in accordance with Article 151 of the Company Law;~~ ~~(8) to raise a motion in a general meeting;~~ ~~(9) if any abnormality is found in operations of the Company, to conduct investigations; to engage professionals such as accounting firms or law firms to assist in the work when necessary, at the expenses of the Company;~~	

Original Articles	Amended Articles
~~(10) other functions and powers specified in these Articles.~~ ~~Supervisors may attend meetings of the board of directors and raise queries or make proposals in a board meeting.~~ ~~Article 170 (1) A meeting of the supervisory committee shall only be held if all the supervisors are present. If special circumstances arise which require the holding of an extraordinary meeting of the supervisory committee, then if some supervisors are outside the territory of the PRC, the quorum for such a meeting of the supervisory committee shall be two thirds of the supervisors.~~ ~~(2) Resolutions of the supervisory committee shall be passed by the affirmative votes of two thirds or more of the supervisors.~~ ~~The supervisory committee shall record in the minute book decision on matters discussed, supervisors who attended the meeting shall sign on the attendance book. A supervisor is entitled to request for some descriptive record to be made with regard to his speech in the meeting. The supervisory committee meeting minutes shall be kept for at least 10 years.~~	

Original Articles	Amended Articles
~~Article 171 All reasonable expenses incurred in respect of the employment of professionals such as lawyers, registered accountants and practising auditors as are required by the supervisory committee in the discharge of its duties shall be borne by the Company.~~ ~~The reasonable expenses incurred by the supervisors in attending meetings of the supervisory committee shall be borne by the Company. These expenses include travelling expenses between the place of abode of the supervisor and the place of meeting (if at a place different from the supervisor's place of abode), accommodation and meal expenses, hiring charges for the venue of the committee meeting and local travelling expenses during the period of meeting of the supervisory committee.~~ ~~Article 172 Supervisors shall comply with the law, administrative rules and the Articles and shall be obliged to be faithful and diligent towards to Company. Supervisors shall not make use of their position in the Company to take bribes or obtain other illegal income and shall not take possession of properties of the Company.~~	

Original Articles	Amended Articles
~~If re-election of a supervisor has not taken place prior to the end of the appointment term, or a supervisor has resigned during his appointment term resulting in the supervisory committee members to be less than quorum, before the re-elected supervisor takes office, the outgoing supervisor shall nevertheless perform his duties as a supervisor in accordance with the law, administrative rules and these Articles. If a supervisor fails to attend a supervisory committee meeting in person twice consecutively, he shall be regarded as unable to fulfill his responsibility. The general meeting or labour union meeting shall cause him to be replaced.~~ ~~A supervisor shall ensure that information disclosed by the Company is truthful, accurate and complete, and sign written confirmation opinion on regular reports.~~ ~~A supervisor shall not use its connections and relations to harm the interests of the Company. If the Company suffers any loss therefrom, the supervisor shall be responsible for compensation.~~ ~~If a supervisor violates the law, administrative rules and regulations, department rules and regulations or these Articles when carrying out his duties, the supervisor shall be responsible for compensation to the loss suffered by the Company as a result of the violation.~~	

Original Articles	Amended Articles
CHAPTER 16 FINANCIAL AND ACCOUNTING SYSTEM AND AUDIT	
CHAPTER 17 FINANCIAL AND ACCOUNTING SYSTEM	**CHAPTER 16 FINANCIAL AND ACCOUNTING SYSTEM AND AUDIT**
Section 1 Financial and Accounting System	
Article 191 The Company shall formulate its financial accounting system in accordance with relevant requirements of law, administrative regulations and ~~PRC accounting principles formulated by the financial regulatory authority of the State Council~~. ~~The Company uses internal auditing system with professional auditor to supervise the internal audit of the financial income and expenditure of the Company and the economic activities. The job responsibility of the Company's internal auditing system and auditor shall be implemented after the approval of the board of directors. The person in charge of the audit shall account to the board of directors and report the work to the board of directors.~~	Article 1**82** The Company shall formulate its financial accounting system in accordance with relevant requirements of law, administrative regulations and **the provisions of relevant national authorities**.
Article 192 The Company shall prepare a financial report at the end of every financial year and shall cause it to be audited in accordance with law. The Company shall submit an annual ~~financial~~ report to the China Securities Regulatory Commission and stock exchange within 4 months from the end of every financial year of the Company. The Company shall submit ~~a biannual financial~~ report to local agent of the China Securities Regulatory Commission and stock exchange within 2 months from the end of the first ~~6 months~~ of each financial year. ~~The Company shall submit a quarterly financial report within 1 month from the end of the first 3 months and the end of the first 9 months of each financial year.~~ The abovementioned financial report must be made according to the law, administrative rules and regulations, and ~~department rules and~~ regulations.	Article 1**83** The Company shall prepare a financial report at the end of every financial year and shall cause it to be audited in accordance with law. The Company shall submit **and disclose** an annual report to **the local agent of** the China Securities Regulatory Commission and stock exchange within 4 months from the end of every financial year of the Company. The Company shall submit **and disclose an interim** report to local agent of the China Securities Regulatory Commission and stock exchange within 2 months from the end of the first **half** of each financial year. The abovementioned financial report must be made according to the law, administrative rules and regulations, and regulations **of China Securities Regulatory Commission and stock exchange**.

Original Articles	Amended Articles
Article 1~~96~~ The financial report of the Company shall be made available at the legal address of the Company 20 days prior to the holding of the annual general meeting of the Company for inspection by shareholders. Every shareholder of the Company shall have the right to obtain the financial report referred to in this Chapter. A printed copy and/or an electronic version of the aforesaid financial report and the report of the board of directors together with a balance sheet and profit and loss account or income and expenditure account of the Company shall, not less than 2~~1~~ days before the date of the annual general meeting, be sent by prepaid post and/or electronic communication or by other means permitted by the listing rules of the stock exchange where the company is listed by the Company to every shareholder. The address of the recipient shall be the registered address entered in the register of shareholders or its electronic address.	Article 1**87** The financial report of the Company shall be made available at the legal address of the Company 20 days prior to the holding of the annual general meeting of the Company for inspection by shareholders. Every shareholder of the Company shall have the right to obtain the financial report referred to in this Chapter. A printed copy and/or an electronic version of the aforesaid financial report and the report of the board of directors together with a balance sheet and profit and loss account or income and expenditure account of the Company shall, not less than 2**0** days before the date of the annual general meeting, be sent by prepaid post and/or electronic communication or by other means permitted by the listing rules of the stock exchange where the company is listed by the Company to every shareholder. The address of the recipient shall be the registered address entered in the register of shareholders or its electronic address.
Article 1~~97~~ The financial statements of the Company shall be prepared in accordance with PRC accounting standards and regulations ~~and, in addition thereto, shall also be in accordance with either the International Accounting Standards or the accounting standards of the overseas territory where the Company is listed.~~ Where there are material differences between the financial statements prepared in accordance with the two accounting standards as aforesaid, then such differences shall be specified in the notes to those financial statements. For the purposes of distributing the profits after tax of the Company in respect of the relevant financial year, the lower amount of the profits after tax stated in the two sets of financial statements as aforesaid shall be taken to be the amount of the profits after tax.	Article 1**88** The financial statements of the Company shall be prepared in accordance with PRC accounting standards and regulations, **except where laws, regulations, departmental rules or the listing rules in which the Company is listed, and shall also be prepared in accordance with either the International Accounting Standards or the accounting standards of the overseas territory where the Company is listed**. Where there are material differences between the financial statements prepared in accordance with the two accounting standards as aforesaid, then such differences shall be specified in the notes to those financial statements. For the purposes of distributing the profits after tax of the Company in respect of the relevant financial year, the lower amount of the profits after tax stated in the two sets of financial statements as aforesaid shall be taken to be the amount of the profits after tax.

Original Articles	Amended Articles
Article 1~~98~~ Any interim results or financial information published or disclosed by the Company shall be prepared in accordance with PRC accounting standards and regulations ~~and also in accordance with either the International Accounting Standards or the accounting standards of the overseas territory where the Company is listed~~.	Article 1**89** Any interim results or financial information published or disclosed by the Company shall be prepared in accordance with PRC accounting standards and regulations, **except where laws, regulations, departmental rules or the listing rules in which the Company is listed, and shall also be prepared in accordance with either the International Accounting Standards or the accounting standards of the overseas territory where the Company is listed**.
Article 19~~9~~ The Company shall publish~~ed~~ its financial report twice in every financial year. The interim report shall be published within ~~60 days~~ after the end of the first six months of the financial year, and the annual report shall be published within ~~120 days~~ after the end of the financial year.	Article 19**0** The Company shall publish its financial report twice in every financial year. The interim report shall be published within **2 months** after the end of the first six months of the financial year, and the annual report shall be published within **4 months** after the end of the financial year.
Article ~~200~~ The Company shall not keep separate books of accounts apart from its statutory books of account. The Company's ~~assets~~ shall not be kept under any individual's name or account. The statutory books of account shall be open to inspection by the directors ~~and supervisors~~.	Article **191** The Company shall not keep separate books of accounts apart from its statutory books of account. The Company's **funds** shall not be kept under any individual's name or account. The statutory books of account shall be open to inspection by the directors.
Article ~~201~~ Upon completion of the Company's interim reports and annual reports, relevant steps shall be taken and announcement be made in accordance with the relevant securities laws and regulations of the PRC and the rules of the stock exchange(s) on which the shares of the Company are listed overseas.	Article **192** Upon completion of the Company's interim reports and annual reports, relevant steps shall be taken and announcement be made in accordance with the relevant securities laws and regulations of the PRC and the rules of the stock exchange(s) on which the shares of the Company are listed overseas.
	(Newly added) Section 2 Internal Audit System
	(Newly added) **Article 193 The Company shall implement an internal audit system, specifying leadership system, duties and limit of authority, staffing, budget assurance, application of audit findings and accountability etc. for internal audit work. The internal audit system of the Company shall be implemented upon approval by the board of directors and disclosed to external parties.**

Original Articles	Amended Articles
	Article 194 The internal audit body of the Company shall supervise and inspect the company's business activities, risk management, internal control, financial information, etc.
	Article 195 The internal audit body shall be responsible to the board of directors. **The internal audit body shall, in the course of supervision and inspection of the Company's business activities, risk management, internal control, financial information, accept supervision and guidance of the audit committee. Upon discovery of the relevant significant issues or clues, the internal audit body shall forthwith report directly to the audit committee.**
	Article 196 The internal audit body shall be responsible for implementation of the Company's internal control appraisal. The Company shall issue an annual internal control appraisal report based on the appraisal report issued by the internal audit body and considered by the audit committee and the relevant materials.

Original Articles	Amended Articles
	Article 197 When the audit committee communicates with the external audit organizations such as accounting firms and state audit organizations etc., the internal audit body shall cooperate actively and provide the requisite support and cooperation. **The audit committee shall participate in appraisal of head of internal audi**t.
CHAPTER 17 DISTRIBUTION OF PROFITS	
Article ~~202~~ The Company should place emphasis on the reasonable investment return to the shareholders, the profit after taxation should be distributed as following order: (1) making up of accrued losses; (2) allocation to the statutory common reserve; (3) payment of dividends on preferred shares, if any; (4) allocation to the discretionary common reserve; (5) payment of dividends on ordinary shares. The exact proportion of distributions in respect of items (4) to (5) above for any year shall be determined by the board of directors in accordance with the operating conditions and development requirements of the Company and shall be submitted to the shareholders in general meeting for approval.	Article **198** The Company should place emphasis on the reasonable investment return to the shareholders, the profit after taxation should be distributed as following order: (1) making up of accrued losses; (2) allocation to the statutory common reserve; (3) payment of dividends on preferred shares, if any; (4) allocation to the discretionary common reserve; (5) payment of dividends on ordinary shares. The exact proportion of distributions in respect of items (4) to (5) above for any year shall be determined by the board of directors in accordance with the operating conditions and development requirements of the Company and shall be submitted to the shareholders in general meeting for approval.

Original Articles	Amended Articles
When formulating the Company's profit distribution proposal, the Board ~~should~~ focus on giving reasonable investment return to its investors and the Company's sustainable development, and should analyze factors including the Company's operation development, the desires of its shareholders, the costs of social capital and the external financing environment. Any profit distribution proposal of the Company shall be prepared by the secretary to the Board together with the chief financial officer and shall be agreed by two-third of the independent directors before putting to the Board for approval. The Board shall have a thorough discussion on the reasonableness of the profit distribution proposal and present to the ~~shareholders' meeting~~ for approval after passing a resolution. After the Board meeting, the Company shall use all means to actively communicate with medium and small shareholders, thoroughly listen to their opinions. When the cash profit distribution proposal is considered at a ~~shareholders' meeting~~, the opinions of the medium and small shareholders ~~should~~ be fully heard and their concerns be addressed in timely manner.	When formulating the Company's profit distribution proposal, the Board **shall** focus on giving reasonable investment return to its investors and the Company's sustainable development, and should analyze factors including the Company's operation development, the desires of its shareholders, the costs of social capital and the external financing environment. **The Company may increase the frequency of dividend distributions based on its profitability and capital position in accordance with applicable laws and regulations, the rules of the China Securities Regulatory Commission, and the listing rules, thereby stabilizing investors' dividend expectations.** Any profit distribution proposal of the Company shall be prepared by the secretary to the Board together with the chief financial officer and shall be agreed by two-third of the independent directors before putting to the Board for approval. The Board shall have a thorough discussion on the reasonableness of the profit distribution proposal and present to the **general meeting** for approval after passing a resolution. After the Board meeting, the Company shall use all means to actively communicate with medium and small shareholders, thoroughly listen to their opinions. When the cash profit distribution proposal is considered at a **general meeting**, the opinions of the medium and small shareholders **sha**ll be fully heard and their concerns be addressed in timely manner.
~~**Article 204** The Company shall allocate 10 per cent. of its profit after tax to the statutory common reserve, provided that no allocation is required if the accumulated statutory common reserve exceeds 50 per cent. of the registered capital of the Company.~~	
~~**Article 205** The Company shall allocate discretionary common reserve from its profit after tax in accordance with the resolutions made in general meeting.~~	

Original Articles	Amended Articles
Article 206 After the Company has made up losses and allocated for the common reserve, the profit after tax shall be distributed proportionally among shareholders, save and except those who shall not receive proportional shares of profit according to these Articles. If the general meeting violates ~~the preceding provision and distributes the profit among shareholders prior to making up its losses and allocating common reserve~~, shareholders ~~must~~ return to the Company the profit that they receive in violation of such provision.	Article 200 **When the Company distributes its after-tax profits of the current year, it shall allocate 10% of the profits into the legal reserve fund. If the Company's legal reserve fund exceeds 50% of the registered capital, no further allocation is required.** **If the legal reserve fund of the Company is insufficient to compensate for the losses suffered in the previous year, then before making the allocation mentioned in the last paragraph, profits of the current year shall first be used to cover the losses.** **After the Company withdraws the legal reserve fund from the after-tax profits, if resolved by the general meeting, it may also withdraw an optional reserve fund from the after-tax profits.** After the Company has made up losses and allocated for the common reserve, the profit after tax shall be distributed proportionally among shareholders, save and except those who shall not receive proportional shares of profit according to these Articles. If the general meeting violates **the Company Law by distributing profits to shareholders,** shareholders **shall** return to the Company the profit that they receive in violation of such provision**; if losses are caused to the Company, the shareholders and the responsible directors and senior management shall be liable for compensation.** **Shares of the Company held by the Company do not participate in profit distribution.**

Original Articles	Amended Articles
Article 208 The common reserve of the Company comprises the statutory common reserve, the discretionary common reserve and the capital common reserve. It shall only be used for the following purposes: (1) to make up the loss, but capital pension fund cannot be used for making up any loss; (2) to expand the business operations of the Company; and (3) to be converted into capital. The Company may, subject to the approval of a special resolution of the shareholders in general meeting, convert its common reserve into capital and issue bonus shares to existing shareholders in proportion to their original shareholdings or increase the nominal value of each share. When the statutory common reserve of the Company is converted into capital, the balance of such reserve after such conversion must not be less than 25 per cent. of the registered capital of the Company.	Article 20**2** The common reserve of the Company comprises the statutory common reserve, the discretionary common reserve and the capital common reserve. It shall only be used for the following purposes: (1) to make up the loss, but capital pension fund cannot be used for making up any loss; (2) to expand the business operations of the Company; and (3) to be converted into capital. **For making up losses of the Company by the reserve fund, the optional reserve fund and legal reserve fund shall first be used; where there is still no way to make up losses, the capital reserve may be used pursuant to the provisions.** The Company may, subject to the approval of a special resolution of the shareholders in general meeting, convert its common reserve into capital and issue bonus shares to existing shareholders in proportion to their original shareholdings or increase the nominal value of each share. When the statutory common reserve of the Company is converted into capital, the balance of such reserve after such conversion must not be less than 25 per cent. of the registered capital of the Company **prior to the conversion**.

Original Articles	Amended Articles
CHAPTER 18 APPOINTMENT OF FIRM OF ACCOUNTANTS	
Article 216 The Company shall appoint one or more independent firms of accountants which ~~satisfy the relevant PRC requirements to audit the annual financial report of the Company, verify the net assets and provide other related consultancy services for the Company~~. The first firm of accountants of the Company may be appointed at the inaugural meeting prior to the first annual general meeting and that firm of accountants shall hold office until the conclusion of the first annual general meeting. If at the inaugural meeting the Company fails to exercise its powers stipulated in the preceding paragraph, those powers shall be exercised by the board of directors.	Article 210 The Company shall appoint one or more independent firms of accountants which **has complied with the Securities Law, net asset verification, and other relevant consultancy services. The term of appointment shall be one year and can be re-appointed**. The first firm of accountants of the Company may be appointed at the inaugural meeting prior to the first annual general meeting and that firm of accountants shall hold office until the conclusion of the first annual general meeting. If at the inaugural meeting the Company fails to exercise its powers stipulated in the preceding paragraph, those powers shall be exercised by the board of directors.
Article 221 The ~~remuneration and the method of determining the remuneration~~ of the firm of accountants shall be decided by the shareholders in general meeting. The remuneration of the firm of accountants appointed by the board of directors shall be determined by the board of directors.	Article 215 The **auditing fee** of the firm of accountants shall be decided by the shareholders in general meeting. The remuneration of the firm of accountants appointed by the board of directors shall be determined by the board of directors.

Original Articles	Amended Articles
Article ~~223~~ (1) If the Company removes or does not re-appoint a firm of accountants, it shall notify the firm of accountants in advance. ~~The firm of accountants is entitled to make representations to the shareholders in general meeting.~~ A firm of accountants tendering resignation shall inform the shareholders in general meeting as to whether there is any misconduct on the part of the Company. (2) A firm of accountants may resign from its office by a notice in writing deposited at the Company's legal address. Any such notice shall be effective on the date on which it is deposited at the legal address of the Company or on such later date as may be specified therein. Such notice shall contain either of the following statements: (i) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of shareholders or creditors of the Company; or (ii) a statement of any circumstances of which an account ought properly to be given.	Article 217 (1) If the Company removes or does not re-appoint a firm of accountants, it shall notify the firm of accountants **30 days** in advance**; when a general meeting votes on dismissal of an accounting firm, the accounting firm shall be allowed to make its representation**. A firm of accountants tendering resignation shall inform the shareholders in general meeting as to whether there is any misconduct on the part of the Company. (2) A firm of accountants may resign from its office by a notice in writing deposited at the Company's legal address. Any such notice shall be effective on the date on which it is deposited at the legal address of the Company or on such later date as may be specified therein. Such notice shall contain either of the following statements: (i) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of shareholders or creditors of the Company; or (ii) a statement of any circumstances of which an account ought properly to be given.

Original Articles	Amended Articles
(3) The Company shall within 14 days after its receipt of the written notice referred to in paragraph (2) above send a copy of the notice to its supervisory authority. If the notice contains a statement referred to in sub-paragraph (ii) of the preceding paragraph, a copy of that statement shall be deposited at the Company for inspection by shareholders. The Company shall also send a copy of such statement to every holder of overseas listed foreign shares by prepaid post and/or electronic communication or by other means permitted by the listing rules of the stock exchange where the company is listed to their addresses recorded in the register of shareholders.	(3) The Company shall within 14 days after its receipt of the written notice referred to in paragraph (2) above send a copy of the notice to its supervisory authority. If the notice contains a statement referred to in sub-paragraph (ii) of the preceding paragraph, a copy of that statement shall be deposited at the Company for inspection by shareholders. The Company shall also send a copy of such statement to every holder of overseas listed foreign shares by prepaid post and/or electronic communication or by other means permitted by the listing rules of the stock exchange where the company is listed to their addresses recorded in the register of shareholders.
(4) Where the notice of resignation of the firm of accountants contains a statement of circumstances of which an account ought properly to be given, the firm of accountants may require the board of directors to convene an extraordinary general meeting to receive an explanation of the circumstances connected with its resignation.	(4) Where the notice of resignation of the firm of accountants contains a statement of circumstances of which an account ought properly to be given, the firm of accountants may require the board of directors to convene an extraordinary general meeting to receive an explanation of the circumstances connected with its resignation.

Original Articles	Amended Articles
CHAPTER 20 MERGER, DEMERGER, CAPITAL INCREASE AND CAPITAL REDUCTION OF THE COMPANY	
CHAPTER 2~~1~~ MERGER AND DEMERGER OF THE COMPANY	**CHAPTER 20 MERGER, DEMERGER, CAPITAL INCREASE AND CAPITAL REDUCTION OF THE COMPANY**
Article 2~~30~~ A merger of the Company may be effected through either merger by absorption or merger by new establishment. In the event of a merger of the Company, all parties to the merger shall enter into a merger agreement, and a balance sheet and an inventory of assets shall be prepared. The Company shall notify its creditors within 10 days and shall make a publish announcement in newspapers at ~~least 3 times~~ within 30 days after the date of the passing of a merger resolution. After the merger of the Company, the rights and liabilities of the merging parties shall be assumed by the company continuing to exist after the merger or the new company established therefor.	Article 224 A merger of the Company may be effected through either merger by absorption or merger by new establishment. **The consideration paid by the Company in a merger shall not exceed 10% of the Company's net assets, and in such case, it may be completed without a resolution of the general meeting, unless otherwise provided in the Articles of Association.** **A merger completed by the Company in accordance with the preceding paragraph without a general meeting resolution shall be approved by a resolution of the Board of Directors.**

Original Articles	Amended Articles
	In the event of a merger of the Company, all parties to the merger shall enter into a merger agreement, and a balance sheet and an inventory of assets shall be prepared. The Company shall notify its creditors within 10 days and shall make a publish announcement in newspapers **or on the National Enterprise Credit Information Publicity System** within 30 days after the date of the passing of a merger resolution. **A creditor shall require the Company to repay its debts or to provide a corresponding guarantee within thirty days from the date it receives the relevant notice or, in the case of a creditor who did not receive such notice, within forty-five days from the date of the relevant announcement.** After the merger of the Company, the rights and liabilities of the merging parties shall be assumed by the company continuing to exist after the merger or the new company established therefor.
Article 23~~1~~ In the event of a demerger of the Company, its assets shall be segregated in an appropriate manner. In the event of a demerger of the Company, all parties to the demerger shall enter into a demerger agreement, and a balance sheet and an inventory of assets shall be prepared. The Company shall notify its creditors within 10 days and shall make a public announcement in newspapers within 30 days of the passing of a demerger resolution. Debts of the Company prior to its demerger shall be jointly assumed by the companies which exist after the demerger, except provided otherwise in the written agreement between the Company and the creditors relating to the settlement of debt before the demerger.	Article 225 In the event of a demerger of the Company, its assets shall be segregated in an appropriate manner. In the event of a demerger of the Company, all parties to the demerger shall enter into a demerger agreement, and a balance sheet and an inventory of assets shall be prepared. The Company shall notify its creditors within 10 days and shall make a public announcement in newspapers **or on the National Enterprise Credit Information Publicity System** within 30 days of the passing of a demerger resolution. Debts of the Company prior to its demerger shall be jointly assumed by the companies which exist after the demerger, except provided otherwise in the written agreement between the Company and the creditors relating to the settlement of debt before the demerger.

Original Articles	Amended Articles
	Article 226 When the Company reduces its registered capital, it shall prepare a balance sheet and an inventory of assets. **The Company shall notify its creditors within ten days from the date of the general meeting resolution on the capital reduction and make an announcement in newspapers or on the National Enterprise Credit Information Publicity System within 30 days. Creditors may request the Company to settle its debts or provide corresponding guarantees within 30 days from the date of receiving the notice or within 45 days from the date of the announcement if they have not received the notice.** **When the Company reduces its registered capital, it shall correspondingly reduce the capital contribution or shares held by shareholders in proportion to their shareholding, unless otherwise provided by law or the Articles of Association.**

Original Articles	Amended Articles
	Article 227 If, after the Company has offset losses in accordance with the provisions of the second paragraph of Article 202 of the Articles of Association, there are still losses, the Company may reduce its registered capital to offset the losses. When the registered capital is reduced to cover losses, the Company shall not make distributions to shareholders, nor shall it exempt shareholders from their obligations to pay capital contributions or share capital. **The reduction of registered capital in accordance with the preceding paragraph shall not be subject to the provisions of the second paragraph of Article 226 of the Articles of Association, but the Company shall announce the reduction within thirty days from the date the general meeting passes the resolution on the reduction in newspapers or on the National Enterprise Credit Information Publicity System. After reducing the registered capital in accordance with the preceding two paragraphs, no profit shall be distributed until the total amount of the statutory reserve fund and the discretionary reserve fund reaches 50% of the Company's registered capital.**
	Article 228 If the registered capital is reduced in violation of the Company Law and other relevant regulations, shareholders shall return the funds received, and any reduction or exemption of shareholder contributions shall be restored to the original state; if losses are caused to the Company as a result thereof, shareholders and responsible directors or senior management members shall bear liability for compensation.
	Article 229 When the Company issues new shares to increase its registered capital, shareholders do not have preemptive rights to subscribe, unless otherwise stipulated in the Articles of Association or decided by a resolution of the general meeting.

Original Articles	Amended Articles
Article 232 Changes to registered particulars arising from a merger or demerger of the Company shall be registered with the companies registration authority in accordance with law. If the Company is dissolved, a cancellation of its registration shall be effected in accordance with law. If a new company is established, registration of such establishment shall be effected in accordance with law.	Article 230 Changes to registered particulars arising from a merger or demerger of the Company shall be registered with the companies registration authority in accordance with law. If the Company is dissolved, a cancellation of its registration shall be effected in accordance with law. If a new company is established, registration of such establishment shall be effected in accordance with law. **When the Company increases or reduces its registered capital, it shall apply for a change of registration with the Company registration authority in accordance with the law.**

Original Articles	Amended Articles
CHAPTER 21 DISSOLUTION AND LIQUIDATION	
Article 233 The Company shall be dissolved and liquidated in accordance with law upon the occurrence of any of the following events: (1) a general meeting has resolved to dissolve the Company; ~~(2)~~ dissolution has become necessary by reason of a merger or demerger of the Company; ~~(3) other cause of dissolution as specified in these Articles;~~ (4) its business license has been revoked, or it is ordered to close down or is deregistered according to the laws; (5) the Company has experienced material difficulties in operation and management, and the continuous operation would lead to substantial losses to the interests of its shareholders and there are no other solutions to resolve the matters, shareholders holding 10% or more of the total voting rights of the Company may apply with the People's Court for dissolution of the Company. ~~In the circumstance under (3) above, the Company may continue to subsist by amending these Articles. An amendment to these Articles requires affirmative votes by two-thirds or more of the votes held by shareholders attending the general meeting.~~	Article 231 The Company shall be dissolved and liquidated in accordance with law upon the occurrence of any of the following events: **(1) upon expiration of term of business stipulated in the Articles of Association or occurrence of other circumstances of dissolution stipulated in the Articles of Association;** (2) a general meeting has resolved to dissolve the Company; (3) dissolution has become necessary by reason of a merger or demerger of the Company; (4) its business license has been revoked, or it is ordered to close down or is deregistered according to the laws; (5) the Company has experienced material difficulties in operation and management, and the continuous operation would lead to substantial losses to the interests of its shareholders and there are no other solutions to resolve the matters, shareholders holding 10% or more of the total voting rights of the Company may apply with the People's Court for dissolution of the Company.

Original Articles	Amended Articles
	If any of the situations as mentioned in the preceding paragraph arises, the Company shall publicize the situations through the National Enterprise Credit Information Publicity System within 10 days. **Where the Company falls under the circumstance as mentioned in items (1) or (2) above, and it has not distributed the assets to its shareholders yet, it may survive by modifying the Articles of Association or upon a resolution of the general meeting.** **To modify the Articles of Association or make a resolution of the general meeting according to the provisions of the preceding paragraph, the consent of two-thirds or more of the voting rights held by the shareholders who attend the meeting of the general meeting is required.**
Article 234 If the Company is dissolved on the ground set out in paragraph (1), (3), (4), (5) of ~~the preceding Article, then it shall establish a liquidation committee within 15 days thereof, and the composition of the liquidation committee shall be determined by directors or the general meeting~~. If the liquidation committee is not duly set up within the time limit, the creditors may apply with the People's Court to designate related personnel to form a liquidation committee and carry out the liquidation.	Article 232 If the Company is dissolved on the ground set out in paragraph (1), (**2**), (4), (5) of **Article 231 of the Articles of Association**, then it shall **be liquidated. The directors, who are the liquidation obligors of the Company, shall form a liquidation committee to carry out liquidation within 15 days from the date of occurrence of the cause of dissolution.** If the liquidation committee is not duly set up within the time limit, the creditors may apply with the People's Court to designate related personnel to form a liquidation committee and carry out the liquidation. **The liquidation committee shall be composed of directors except where otherwise provided in the Articles of Association or the general meeting resolves to elect other persons. If the liquidation obligor fails to perform its liquidation obligations in a timely manner and causes losses to the Company or its creditors, it shall be liable for compensation.**

Original Articles	Amended Articles
Article 235 If the board of directors resolves to dissolve and liquidate the Company (otherwise than a liquidation of the Company as a result of a declaration of insolvency), the board of directors shall, in the notice convening the general meeting for this purpose, include a statement to the effect that, after having made a full inquiry into the affairs of the Company, it is of the opinion that the Company will be able to pay its debts in full within 12 months from the commencement of the liquidation. Upon the passing of a resolution by the shareholders in general meeting to commence liquidation, the powers of the board of directors of the Company shall cease forthwith. The liquidation committee shall comply with the instructions of the general meeting, report to the general meeting at least once a year on the income and expenditure of the liquidation committee, the business of the Company and the progress of liquidation and, on completion of liquidation, submit a final report to the general meeting.	Article 233 If the board of directors resolves to dissolve and liquidate the Company (otherwise than a liquidation of the Company as a result of a declaration of insolvency), the board of directors shall, in the notice convening the general meeting for this purpose, include a statement to the effect that, after having made a full inquiry into the affairs of the Company, it is of the opinion that the Company will be able to pay its debts in full within 12 months from the commencement of the liquidation. Upon the passing of a resolution by the shareholders in general meeting to commence liquidation, the powers of the board of directors of the Company shall cease forthwith. The liquidation committee shall comply with the instructions of the general meeting, report to the general meeting at least once a year on the income and expenditure of the liquidation committee, the business of the Company and the progress of liquidation and, on completion of liquidation, submit a final report to the general meeting.
Article 236 The liquidation committee of the Company shall notify all creditors within 10 days following its establishment and shall make a public announcement regarding the same in newspapers within a period of 60 days thereof. The liquidation committee shall be responsible for the registration of claims of creditors. During the period of declaration of claims, the liquidation committee shall not repay any debts to the creditors.	Article 234 The liquidation committee of the Company shall notify all creditors within 10 days following its establishment and shall make a public announcement regarding the same in newspapers **or on the National Enterprise Credit Information Publicity System** within a period of 60 days thereof. **Creditors shall file their claims with the liquidation committee within 30 days of receiving notice, or within 45 days of the publication of the announcement if they did not receive notice.** **Creditors filing claims shall state the relevant matters concerning their claims and provide supporting documentation.** The liquidation committee shall be responsible for the registration of claims of creditors. During the period of declaration of claims, the liquidation committee shall not repay any debts to the creditors.

Original Articles	Amended Articles
Article 241 Members of a liquidation committee shall ~~act honestly in the discharge of their duties and shall perform their liquidation obligations according to law and in a fiduciary manner.~~ ~~Members of a liquidation committee shall not make use of their functions or powers to accept bribes or other illegal income and shall not expropriate the property of the Company. If a member of a liquidation committee wilfully or through gross misconduct causes loss to the Company or its creditors, he shall be liable to make compensation.~~	Article 239 Members of a liquidation committee shall **perform their liquidation obligation and bear duties of loyalty and diligence. Members of the liquidation committee shall bear the liability for damages suffered by the Company due to their negligence in performing the obligations of liquidation. Where members of the liquidation committee who cause losses to the Company or creditors due to intentional or gross negligence shall be liable for compensation**.
Article 242 ~~If the Company is being liquidated as a result of a resolution for dissolution having been passed and the liquidation committee,~~ after having examined the assets of the Company and prepared a balance sheet and an inventory of the Company's assets, discovers that the Company's assets are insufficient to repay its debts in full, it shall ~~immediately~~ apply to the People's Court for ~~a declaration of insolvency of the Company~~. Following ~~a ruling by~~ the People's Court ~~that the Company is insolvent~~, the liquidation committee shall transfer to the People's Court all matters relating to the liquidation.	Article 240 After having examined the assets of the Company and prepared a balance sheet and an inventory of the Company's assets, discovers that the Company's assets are insufficient to repay its debts in full, it shall apply to the People's Court for **bankruptcy liquidation in accordance with the law**. Following the People's Court **accepts the application for bankruptcy**, the liquidation committee shall transfer to the **bankruptcy administrator designated by** People's Court all matters relating to the liquidation.

Original Articles	Amended Articles
Article 243 After the completion of liquidation of the Company, a liquidation report ~~and the income and expenditure statement and the financial books in respect of the period of liquidation~~ shall be prepared by the liquidation committee ~~and, after their having been verified by an accountant registered in the PRC, shall be submitted to the general meeting or the relevant supervisory authority~~ for confirmation. ~~The liquidation committee shall, within 30 days after obtaining confirmation from the general meeting or the relevant supervisory authority, submit the foregoing documents to the companies registration authority and apply for a cancellation of the registration of the Company, and shall make a public announcement of the termination of the Company.~~	Article 241 After the completion of liquidation of the Company, a liquidation report shall be prepared by the liquidation committee**, submitted to the general meeting or the People's Court** for confirmation**, and submitted to the company registration authority to apply for cancellation of the company's registration**. **Liquidation of the Company which is declared bankrupt according to laws shall be processed in accordance with the laws on corporate bankruptcy.**
CHAPTER 22 AMENDMENTS TO ARTICLES	
Article 244 The Company may amend these Articles in accordance with law, administrative regulations and the provisions of these Articles. In any one of the following circumstances, the Company ~~shall~~ amend its Articles of Association: (1) After amendment of the Company Law or relevant laws or administrative regulations, the contents of these Articles of Association conflict with the amended laws or administrative regulations; (2) The circumstances of the Company have changed so that they are not in line with the contents of these Articles of Association; or (3) The general meeting decides that the Article of Association should be amended.	Article 242 The Company may amend these Articles in accordance with law, administrative regulations and the provisions of these Articles. In any one of the following circumstances, the Company **will** amend its Articles of Association: (3) After amendment of the Company Law or relevant laws or administrative regulations, the contents of these Articles of Association conflict with the amended laws or administrative regulations; (4) The circumstances of the Company have changed so that they are not in line with the contents of these Articles of Association; or (3) The general meeting decides that the Article of Association should be amended.

Original Articles	Amended Articles
CHAPTER 25 INTERPRETATION	
Article 25~~2~~ (1) References to a firm of accountants in these Articles shall have the same meaning as "auditors".	Article 250 (1) References to a firm of accountants in these Articles shall have the same meaning as "auditors"**, the term "independent director" shall have the same meaning as "independent non-executive director" under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited**.
(2) A "controlling shareholder" means a shareholder whose shareholding is not less than 50% of the total issued share capital of the Company; or a shareholder whose shareholding is less than 50%, but the voting power attached to his shareholding is sufficient to cast significant influence on the resolutions to be passed at the general meetings.	(2) A "controlling shareholder" means a shareholder whose shareholding is not less than 50% of the total issued share capital of the Company; or a shareholder whose shareholding is less than 50%, but the voting power attached to his shareholding is sufficient to cast significant influence on the resolutions to be passed at the general meetings.
(3) A "de facto controller" means a ~~person, though not a shareholder, but through investment relationship, agreement, or other arrangement, can actually control the activities of the Company~~.	(3) A "de facto controller" means a **natural person, legal person or other organisation that actually control the activities of the Company through investment relationship, agreement, or other arrangement**.
(4) "Associated relationship" is the relationship between the controlling shareholder, de facto controller, directors~~, supervisors~~ or senior management, and enterprises directly or indirectly controlled by them, as well as other relationships which may possibly cause the transfer of the Company's interests. However, enterprises owned by the State will not be regarded as having associated relationship only because they are owned by the State.	

Original Articles	Amended Articles
(5) In these Articles of Association, the terms "not less than", "within" and "not more than" shall include the given figure, and the terms "exceeding", "under", "beyond", "below" and "more than" shall not include the given figure.	(4) "Associated relationship" is the relationship between the controlling shareholder, de facto controller, directors or senior management, and enterprises directly or indirectly controlled by them, as well as other relationships which may possibly cause the transfer of the Company's interests. However, enterprises owned by the State will not be regarded as having associated relationship only because they are owned by the State. (5) In these Articles of Association, the terms "not less than", "within" and "not more than" shall include the given figure, and the terms "exceeding", **"over",** "under", "beyond", "below" and "more than" shall not include the given figure.

Note:

In addition to the above amendments, the terms and expressions of "general meeting (股東大會)" will be amended into "general meeting (股東會)", "supervisor (監事)" will be deleted, "board of supervisor and supervisory committee (監事會)" will be deleted or amended into "audit committee (審計委員會)", "audit committee (審核委員會)" will be amended into "audit committee (審計委員會)", "chief financial officer (財務總監)" will be amended into "chief financial officer (財務負責人(財務總監))" and the deletion of certain articles will resulted in changes in article or chapter numbering under the original text of the Articles of Association of Anhui Expressway Company Limited. Since no substantive changes are involved, the articles that only involve the aforementioned adjustments will not be listed on an article-by-article basis.

Original Articles	Amended Articles
INDEX	
CHAPTER 1 GENERAL PROVISIONS	
Article 3 General meeting is comprised of the shareholders of the Company, and is the highest organ of authority of the Company. General meeting exercises its functions and powers pursuant to the Articles and these Rules. All directors of the Company shall be diligent and responsible, to ensure the proper convening and exercise of powers of the general meeting in accordance with laws.	**Article 3** General meeting is comprised of the shareholders of the Company, and is the highest organ of authority of the Company. General meeting exercises its functions and powers pursuant to the Articles and these Rules. **The board of directors shall exercise its authority to earnestly organise the general meeting to be convened on schedule.** All directors of the Company shall be diligent and responsible, to ensure the proper convening and exercise of powers of the general meeting in accordance with laws.

Original Articles	Amended Articles
CHAPTER 2 RIGHTS AND OBLIGATIONS OF SHAREHOLDERS	
Article 5 Holders of ordinary shares of the Company shall enjoy the following rights:	**Article 5** Holders of ordinary shares of the Company shall enjoy the following rights:
(1) to obtain dividends and other forms of profit distributions in proportion to the number of shares held by them;	(1) to obtain dividends and other forms of profit distributions in proportion to the number of shares held by them;
(2) to call for, convene, preside over, attend and vote in person or appoint a proxy to attend and vote accordingly on his behalf at general meetings according to laws;	(2) to call for **the holding of**, convene, preside over, attend and vote in person or appoint a proxy to attend and vote accordingly on his**/her** behalf at general meetings according to laws;
(3) to supervise and manage and to make suggestions or enquiries relating to the operation of the Company;	(3) to supervise and manage and to make suggestions or enquiries relating to the operation of the Company;
(4) to transfer, give or pledge their shares in accordance with relevant laws, regulations and the Articles;	(4) to transfer, give or pledge their shares in accordance with relevant laws, **administrative** regulations and the Articles;
(5) ~~to inspect the Articles, register of shareholders, record of bondholders, minutes of general meetings, resolutions of meetings of the board of directors, resolutions of meetings of the supervisory committee and financial reports~~;	(5) **to inspect and duplicate the Articles, register of shareholders, minutes of general meetings, resolutions of meetings of the board of directors and financial reports. Shareholders who meet the requirements may inspect the Company's accounting books and certificates**;
(6) in the event of the termination or liquidation of the Company, to participate in the distribution of surplus assets of the Company in proportion with the number of shares held by them;	

Original Articles	Amended Articles
(7) to require the Company to repurchase their shares if they do not agree to the resolutions concerning merger or demerger of the Company as made by the general meeting;	(6) in the event of the termination or liquidation of the Company, to participate in the distribution of surplus assets of the Company in proportion with the number of shares held by them;
(8) other rights stipulated by laws, ~~regulations and the Articles~~.	(7) to require the Company to repurchase their shares if they do not agree to the resolutions concerning merger or demerger of the Company as made by the general meeting;
	(8) other rights stipulated by laws, **administrative regulations, departmental rules or the Articles**.

Original Articles	Amended Articles
Article 6 Holders of ordinary shares of the Company shall assume the following obligations: (1) to abide by laws, regulations and the Articles; (2) to pay subscription moneys according to the number of shares subscribed for and the means of subscription; (3) not to ~~return shares~~ unless prescribed otherwise in laws and regulations; (4) not to abuse shareholders' rights to infringe upon the interests of the Company or other shareholders; not to abuse the Company's status as an independent legal entity or the limited liability of shareholders to harm the interests of the Company's creditors; (5) to assume other obligations required by laws, regulations and the Articles. Any shareholder who abuses shareholders' rights and causes the Company or other shareholders to suffer a loss shall be liable for making compensation in accordance with the law. Any shareholder who abuses the status of the Company as an independent legal entity or the limited liability of shareholders to evade debts and severely harm the interests of the Company's creditors shall be jointly liable for the Company's debts.	**Article 6** Holders of ordinary shares of the Company shall assume the following obligations: (1) to abide by laws, **administrative** regulations and the Articles; (2) to pay subscription moneys according to the number of shares subscribed for and the means of subscription; (3) not to **withdraw their share capital** unless prescribed otherwise in laws and regulations; (4) not to abuse shareholders' rights to infringe upon the interests of the Company or other shareholders; not to abuse the Company's status as an independent legal entity or the limited liability of shareholders to harm the interests of the Company's creditors; (5) to assume other obligations required by laws, **administrative** regulations and the Articles. Any shareholder who abuses shareholders' rights and causes the Company or other shareholders to suffer a loss shall be liable for making compensation in accordance with the law. Any shareholder who abuses the status of the Company as an independent legal entity or the limited liability of shareholders to evade debts and severely harm the interests of the Company's creditors shall be jointly liable for the Company's debts.

Original Articles	Amended Articles
CHAPTER 3 FUNCTIONS AND POWERS OF GENERAL MEETING	
Article 9 The general meeting shall have the following powers:	**Article 9** The general meeting shall have the following powers:
(1) ~~to decide on the operational policies and investment plans of the Company;~~	(1) to elect and change directors who are not the staff representatives and to determine their remuneration;
(2) to elect and change directors who are not the staff representatives and to determine their remuneration;	(2) to consider and approve any report submitted by the board of directors;
~~(3) to elect and change the supervisors who are the representatives of the shareholders and to determine their remuneration;~~	(3) to consider and approve the profit distribution plan and the plan for making up accrued losses of the Company;
(4) to consider and approve any report submitted by the board of directors;	(4) to resolve on the increase or reduction in the registered capital of the Company;
~~(5) to consider and approve any report submitted by the supervisory committee;~~	(5) **to resolve on merger, demerger, termination, liquidation or change of form of the Company**;
(6) ~~to consider and approve the annual financial budget and final accounts of the Company;~~	(6) to resolve on the issuance of bonds of the Company;
(7) to consider and approve the profit distribution plan and the plan for making up accrued losses of the Company;	(7) to consider any motion proposed by shareholders representing **more than 1 per cent** of the shares carrying the voting right of the Company;
(8) to resolve on the increase or reduction in the registered capital of the Company;	(8) to amend the Articles;

Original Articles	Amended Articles
(9) ~~to resolve on such matters as merger, demerger, termination and liquidation of the Company;~~ ;	(9) **to resolve on the Company's appointment or dismissal of accountant firm engaged in the Company's auditing services**;
(10) to resolve on the issuance of bonds of the Company;	(10) to consider and approve the guarantee matters as stipulated in Article 52A of the Articles;
(11) ~~to resolve on the Company's appointment, dismissal or non-renewal of the appointment of accountant firm~~;	(11) to consider the material purchase or sale of any asset of the Company within one year, the amount of which exceeds 30% of its latest audited total assets;
(12) to amend the Articles;	(12) to consider the approval for the change of the use of proceeds;
(13) to consider any motion proposed by shareholders representing ~~3 per cent or more~~ of the shares carrying the voting right of the Company;	(13) to consider the share incentive scheme and employee stock ownership plans;
(14) to consider and approve the guarantee matters as stipulated in Article 52A of the Articles;	(14) any other matters required by laws, **administrative** regulations**, departmental rules** and the Articles to be **determined at** a general meeting.
(15) to consider the material purchase or sale of any asset of the Company within one year, the amount of which exceeds 30% of its latest audited total assets;	
(16) to consider the approval for the change of the use of proceeds;	
(17) to consider the share incentive scheme and employee stock ownership plans;	
(18) any other matters required by law, regulations and the Articles to be ~~dealt with in~~ a general meeting.	

Original Articles	Amended Articles
Article 10 Save and except that the Company is in the crisis and so on in the peculiar circumstance, the Company shall not, without the approval of a general meeting by special resolution, enter into any contract with any person other than a director~~,~~ ~~supervisor, general manager~~ or ~~other officer~~ of the Company whereby the responsibility for the management of the whole or a substantial part of the business of the Company is delegated to such person.	**Article 10** Save and except that the Company is in the crisis and so on in the peculiar circumstance, the Company shall not, without the approval of a general meeting by special resolution, enter into any contract with any person other than a director or **senior management** of the Company whereby the responsibility for the management of the whole or a substantial part of the business of the Company is delegated to such person.

Original Articles	Amended Articles
CHAPTER 4 CONVENING OF GENERAL MEETINGS	
Article 12 The Company shall convene an extraordinary general meeting within two months from the date of the occurrence of any of the following events:	**Article 12** The Company shall convene an extraordinary general meeting within two months from the date of the occurrence of any of the following events:
1. when the number of directors is less than the number (5 to 19 persons) prescribed by the Company Law or less than two thirds ~~(6 persons)~~ of the number ~~(9 persons)~~ prescribed by the Articles;	1. when the number of directors is less than the number (5 to 19 persons) prescribed by the Company Law or less than two thirds of the number prescribed by the Articles;
2. when the accumulated losses of the Company amount to one third of the total amount of its share capital actually received;	2. when the accumulated losses of the Company amount to one third of the total amount of its share capital actually received;
3. upon the written requisition of holders of 10 per cent or more of the issued shares of the Company carrying the voting rights individually or jointly;	3. upon the written requisition of holders of 10 per cent or more of the issued shares of the Company carrying the voting rights individually or jointly;
4. when the board of directors considers it necessary;	4. when the board of directors considers it necessary;
5. when the ~~supervisory committee~~ proposes to convene a general meeting;	5. when the **audit committee** proposes to convene a general meeting;
6. upon request by more than half of independent directors and convention of the meeting is agreed by the board of directors;	6. upon request by more than half of independent directors and convention of the meeting is agreed by the board of directors;
7. other circumstances as prescribed by laws, regulations and the Articles.	7. other circumstances as prescribed by laws, regulations and the Articles.
The number of shares held by the shareholders as at the date of the written requisition shall be taken as the number of shares held by them for the purposes of clause 3 above.	The number of shares held by the shareholders as at the date of the written requisition shall be taken as the number of shares held by them for the purposes of clause 3 above.

Original Articles	Amended Articles
Article 18 In the event that the election of directors ~~and supervisors~~ is to be discussed at a general meeting, the notice or circular of the general meeting shall fully disclose details of candidates for the directors ~~and supervisors~~, and shall at least include the following particulars: (1) their educational background, work experience, concurrent positions and other personal details; (2) whether or not they have any related relationship with the Company or its controlling shareholder(s) and actual controller(s); (3) number of shares of the Company they hold; (4) whether or not they have been penalized by the China Securities Regulatory Commission and other relevant departments, and disciplined by the stock exchange. In addition to adopting the cumulative voting system to elect directors ~~and supervisors~~, a single proposal on each of the candidates for directors ~~and supervisors~~ shall be submitted.	**Article 18** In the event that the election of directors is to be discussed at a general meeting, the notice or circular of the general meeting shall fully disclose details of candidates for the directors, and shall at least include the following particulars: (1) their educational background, work experience, concurrent positions and other personal details; (2) whether or not they have any related relationship with the Company or its controlling shareholder(s) and actual controller(s); (3) number of shares of the Company they hold; (4) whether or not they have been penalized by the China Securities Regulatory Commission and other relevant departments, and disciplined by the stock exchange. In addition to adopting the cumulative voting system to elect directors, a single proposal on each of the candidates for directors shall be submitted.

Original Articles	Amended Articles
Article 25 The proxy form issued by shareholder authorising another person to attend general meeting shall specify the following:	**Article 25** The proxy form issued by shareholder authorising another person to attend general meeting shall specify the following:
(1) the name of the proxy;	(1) **the name of the appointor, the class and number of shares of the Company held by him/her**;
(2) ~~whether the proxy has the right to vote;~~	(2) the name of the proxy;
(3) ~~instruction for voting for or against, or abstaining from voting on each item as stated in the agenda of the general meeting~~;	(3) **specific instructions from shareholders, including instructions for voting for or against, or abstaining from voting on each item as stated in the agenda of the general meeting**;
(4) the date of issuance and expiry of the proxy form;	(4) the date of issuance and expiry of the proxy form;
(5) signature (or seal) of the appointer; if the appointer is a corporate shareholder, the proxy form shall be affixed with the seal of the corporate shareholder.	(5) signature (or seal) of the appointer; if the appointer is a corporate shareholder, the proxy form shall be affixed with the seal of the corporate shareholder.

Original Articles	Amended Articles
CHAPTER 5 CONDUCTING OF GENERAL MEETINGS	
Article 28 An attendance register for the meeting shall be compiled by the Company. The attendance register shall list the name (or name of entity), identity card number and home address of the attendees, the number of shares carrying right to vote held by the attendees or held on behalf of others, as well as the name of the appointer (or name of entity) and so on.	**Article 28** An attendance register for the meeting shall be compiled by the Company. The attendance register shall list the name (or name of entity), identity card number and home address of the attendees, the number of shares carrying right to vote held by the attendees or held on behalf of others, as well as the name of the appointer (or name of entity) and so on. **Shareholders (or their proxies) attending the meeting shall comply with on-site management and observe meeting procedures in accordance with relevant laws, regulations, supervisory requirements and the Company's meeting protocols.**

Original Articles	Amended Articles
Article 29 General meetings shall be convened by the board of directors, and presided by the chairman of the Company as the chairman of the meeting. Where the chairman is unable to perform his duties or does not perform his duties, the vice chairman shall preside over the meeting; where the vice chairman is unable to perform his duties or does not perform his duties, a director jointly elected by more than half of the directors shall preside over the meeting, and if for any reason no director is so elected to preside over the meeting, the shareholder (including his proxy) present at the meeting holding the greatest number of shares carrying the right to vote shall be the chairman of the meeting. General meetings convened by the ~~supervisory committee~~ shall be presided by the ~~chairman of the supervisory committee~~. If the ~~chairman of the supervisory committee~~ is unable to or does not perform his duty, ~~the vice-chairman of the supervisory committee shall preside over the meeting. If the vice-chairman of the supervisory committee is unable to or does not perform his duty,~~ a majority of the ~~supervisors~~ may nominate another individual to act as chairman. For a general meeting convened by shareholders, the convener~~'s~~ representative shall preside over the meeting. If a general meeting is unable to continue as a result of the chairman's violation of the rules and procedures of a general meeting, the general meeting may continue upon the election of an individual to be the chairman by a majority of shareholders with voting rights who are present at the general meeting.	**Article 29** General meetings shall be convened by the board of directors, and presided by the chairman of the Company as the chairman of the meeting. Where the chairman is unable to perform his**/her** duties or does not perform his**/her** duties, the vice chairman (**in case of two or more vice chairmen in the Company, the vice chairman elected by more than half of the directors**) shall preside over the meeting; where the vice chairman is unable to perform his**/her** duties or does not perform his**/her** duties, a director jointly elected by more than half of the directors shall preside over the meeting, and if for any reason no director is so elected to preside over the meeting, the shareholder (including his**/her** proxy) present at the meeting holding the greatest number of shares carrying the right to vote shall be the chairman of the meeting. General meetings convened by the **audit committee** shall be presided by the **convener of the audit committee**. If the **convener of the audit committee** is unable to or does not perform his**/her** duty, a majority of the **members of the audit committee** may nominate another individual to act as chairman. For a general meeting convened by shareholders, the convener **or his/her** representative shall preside over the meeting. If a general meeting is unable to continue as a result of the chairman's violation of the rules and procedures of a general meeting, the general meeting may continue upon the election of an individual to be the chairman by a majority of shareholders with voting rights who are present at the general meeting.

Original Articles	Amended Articles
Article 36 ~~The votes on each matter under consideration shall be counted by two shareholder representatives and one supervisor and the voting results shall be announced on the spot by the representative of the persons who have counted the votes. The shareholder representatives participating in the vote counting shall be elected jointly at the general meeting before voting takes place on a motion at the meeting~~.	**Article 36 Before the general meeting votes on a proposal, two shareholders' representatives shall be elected to participate in the vote counting and vote scrutiny. When a shareholder is related to a matter being considered, he/she and his/her proxy(ies) may not participate in the vote counting or vote scrutiny. When votes are cast on proposals at the general meeting, attorneys and representatives of the shareholders shall be jointly responsible for scrutinising and counting votes and shall announce the voting results at the meeting. The voting result shall be recorded in the meeting minutes. Shareholders of the Company or their proxies, who have cast their votes by online voting or by other means, shall have the right to check the voting results in the way in which they have cast their votes**.
Article 40 ~~Motion of general meeting is made for specific matters to be discussed at the general meeting, and general meeting shall make resolutions specific motions. Motion of general meeting shall satisfy the following conditions:~~ ~~(1) its content shall not violate law, regulation and the Articles and fall within the business scope of the Company and the scope of power of general meeting;~~ ~~(2) has specific discussion topic and specific matter to be resolved;~~ ~~(3) presented or delivered to the board of directors in written form.~~	**Article 40 The substance of the motion proposed shall fall within the scope of power of the general meeting, have specific discussion topic and specific matter to be resolved, and be in compliance with laws, administrative regulations and the relevant requirements set forth in the Articles.**

Original Articles	Amended Articles
Article 42 When the Company convenes a general meeting, the board of directors, ~~supervisory committee~~ and shareholders, singly or jointly, holding more than ~~3~~% of the shares of the Company carrying rights to vote, are entitled to propose ad hoc motion to the Company. The shareholder(s) individually or jointly holding more than ~~3~~% of the Company's shares may propose extra motion~~s~~ to the convener in writing on 10 days before the date of convention of general meeting. The convener shall within 2 days from the date of receipt of such proposal issue a supplementary notice, in respect of the announcement of the contents of the temporary proposal. Apart from the situation stipulated in the previous paragraph, after the issuance of the notice of general meeting, the convener shall not amend proposed resolution stated in notice of the general meeting or add new proposed resolution.	**Article 42** When the Company convenes a general meeting, the board of directors, **audit committee** and shareholders, singly or jointly, holding more than **1**% of the shares of the Company carrying rights to vote, are entitled to propose ad hoc motion to the Company. The shareholder(s) individually or jointly holding more than **1**% of the Company's shares may propose **an** extra motion to the convener in writing on 10 days before the date of convention of general meeting. The convener shall within 2 days from the date of receipt of such proposal issue a supplementary notice, in respect of the announcement of the contents of the temporary proposal**, and such extra motion shall be submitted to the general meeting for consideration, unless such extra motion is in violation of any law, administrative regulation or the Articles fails to fall within the scope of power of the general meeting**. Apart from the situation stipulated in the previous paragraph, after the issuance of the notice of general meeting, the convener shall not amend proposed resolution stated in notice of the general meeting or add new proposed resolution.

Original Articles	Amended Articles
Article 51 In the event that the election of directors ~~and supervisors~~ is to be discussed at a general meeting, the notice of the general meeting shall fully disclose details of candidates for the directors ~~and supervisors~~, and shall at least include the following particulars: (1) their educational background, work experience, concurrent positions and other personal details; (2) whether or not they have any related relationship with the Company or its controlling shareholder(s) and actual controller(s); (3) ~~to disclose~~ number of shares of the Company they hold; (4) whether or not they have been penalized by the China Securities Regulatory Commission and other relevant departments, and disciplined by the stock exchange; In addition to adopting the cumulative voting system to elect directors ~~and supervisors~~, a single proposal on each of the candidates for directors ~~and supervisors~~ shall be submitted.	**Article 51** In the event that the election of directors is to be discussed at a general meeting, the notice of the general meeting shall fully disclose details of candidates for the directors, and shall at least include the following particulars: (1) their educational background, work experience, concurrent positions and other personal details; (2) whether or not they have any related relationship with the Company or its controlling shareholder(s) and actual controller(s); (3) number of shares of the Company they hold; (4) whether or not they have been penalized by the China Securities Regulatory Commission and other relevant departments, and disciplined by the stock exchange; In addition to adopting the cumulative voting system to elect directors, a single proposal on each of the candidates for directors shall be submitted.

Original Articles	Amended Articles
Article 52 Independent directors shall be nominated, elected and replaced in the following way:	**Article 52** Independent directors shall be nominated, elected and replaced in the following way:
(1) The board of directors ~~of the Company~~, ~~the supervisory committee of the Company~~ and ~~the~~ shareholders, singly or jointly holding more than 1% of the shares of the Company, may propose a candidate of independent director, who will be elected at the general meeting. The nominator shall not nominate any person who has an interest in him/her or any other person who has a close relationship with him/her that may affect the independent performance of his/her duties as an independent director candidate.	(1) The board of directors, **audit committee** and shareholders, singly or jointly holding more than 1% of the shares of the Company, may propose a candidate of independent director, who will be elected at the general meeting. The nominator shall not nominate any person who has an interest in him/her or any other person who has a close relationship with him/her that may affect the independent performance of his/her duties as an independent director candidate.

Original Articles	Amended Articles
(2) The nominator of the independent director shall obtain the prior consent of the nominee. The nominator shall fully understand the occupation, education, title, detailed working experience, all concurrent positions and other basic information of the nominee. ~~The nominator shall also opine on the qualification of the candidate to be an independent director and his independence.~~ The nominee shall make a public declaration that he meets the independence and other requirements for serving as an independent director. Before the general meeting is convened for election of independent directors, the board of directors shall ~~announce the above~~ in accordance with the relevant requirements. The stock exchange will, in accordance with the regulations, review the relevant materials of independent director candidates, carefully assess whether they meet the qualifications for the position, and have the authority to issue an opinion of objection. If the stock exchange issues an opinion of objection on a candidate, the listed company shall not submit to the general meeting for election.	(2) The nominator of the independent director shall obtain the prior consent of the nominee. The nominator shall fully understand the occupation, education, title, detailed working experience, all concurrent positions**, any adverse records such as significant breaches of trust** and other basic information of the nominee. **The nominator shall also opine on the candidate's compliance with the independence and other requirements for serving as an independent director.** The nominee shall make a public declaration that he**/she** meets the independence and other requirements for serving as an independent director. Before the general meeting is convened for election of independent directors, the board of directors shall **disclose relevant information** in accordance with the **aforementioned** requirements **and submit all materials pertaining to the candidates for independent directors to the stock exchange. The materials submitted shall be truthful, accurate and complete**. The stock exchange will, in accordance with the regulations, review the relevant materials of independent director candidates, carefully assess whether they meet the qualifications for the position, and have the authority to issue an opinion of objection. If the stock exchange issues an opinion of objection on a candidate, the listed company shall not submit to the general meeting for election.

Original Articles	Amended Articles
(3) Each term of office of the independent director will be the same as that of other directors of the Company. Upon completion of his term of office, he is eligible to be re-elected but the term shall not be more than 6 years consecutively.	(3) Each term of office of the independent director will be the same as that of other directors of the Company. Upon completion of his**/her** term of office, he**/she** is eligible to be re-elected but the term shall not be more than 6 years consecutively.
(4) If an independent director has not personally attended board meetings twice consecutively and does not delegate another independent director to attend the meeting on his/her behalf, the board of directors shall within 30 days from the date of occurrence of such event, propose to convene a general meeting to remove such independent director from his/her position. Unless in the above circumstances, in circumstances as specified in Company Law where a person is prohibited from acting as a director and the failure to comply with the provisions of Article 133 (1) and (2) of the Articles, no independent director shall be removed from office without reason before the expiry of his term of office.	(4) If an independent director has not personally attended board meetings twice consecutively and does not delegate another independent director to attend the meeting on his/her behalf, the board of directors shall within 30 days from the date of occurrence of such event, propose to convene a general meeting to remove such independent director from his/her position. Unless in the above circumstances, in circumstances as specified in Company Law where a person is prohibited from acting as a director and the failure to comply with the provisions of Article 133 (1) and (2) of the Articles, no independent director shall be removed from office without reason before the expiry of his**/her** term of office.

Original Articles	Amended Articles
(5) An independent director may resign before the expiry of his term of office. In resigning his duties, the independent director shall tender a resignation to the board of directors in writing and specify any matter which is related to his resignation or which he considers necessary to bring to the attention of the Company's shareholders and creditors. The Company shall disclose the reasons for the resignation of independent directors and the matters of concern. If the resignation of an independent director causes the proportion of independent directors in the board of directors of the Company to fall below one third or the absence of an accounting professional in the independent directors or the number of directors to fall below two thirds of the number of directors stipulated in the Articles, the independent director who intends to resign shall continue to fulfill his/her duties until the date on which a new independent director is appointed. The listed company shall complete the by-election within 60 days from the date of the resignation of the independent director.	(5) An independent director may resign before the expiry of his**/her** term of office. In resigning his**/her** duties, the independent director shall tender a resignation to the board of directors in writing and specify any matter which is related to his**/her** resignation or which he**/she** considers necessary to bring to the attention of the Company's shareholders and creditors. The Company shall disclose the reasons for the resignation of independent directors and the matters of concern. If the resignation of an independent director causes the proportion of independent directors in the board of directors of the Company to fall below one third or the absence of an accounting professional in the independent directors or the number of directors to fall below two thirds of the number of directors stipulated in the Articles, **or where there is a lack of an accounting professional among the independent directors,** the independent director who intends to resign shall continue to fulfill his/her duties until the date on which a new independent director is appointed. The listed company shall complete the by-election within 60 days from the date of the resignation of the independent director.
(6) No independent director shall be removed from office without reason before the expiry of his term of office. If an independent director is removed before his term of office expires, the Company shall disclose the removal as a special disclosure. If the removed independent director considers the Company's reason for his removal unjustifiable, the independent director can make a public statement.	(6) No independent director shall be removed from office without reason before the expiry of his**/her** term of office. If an independent director is removed before his**/her** term of office expires, the Company shall disclose the removal as a special disclosure. If the removed independent director considers the Company's reason for his**/her** removal unjustifiable, the independent director can make a public statement.

Original Articles	Amended Articles
Article 57 The following matters shall be approved by ordinary resolution of a general meeting: (1) work reports of the board of directors ~~and the supervisory committee~~; (2) proposals formulated by the board of directors for distribution of profits and for making up accrued losses; (3) appointment and removal of members of the board of directors ~~and the supervisory committee~~, their remuneration and method of payment; (4) ~~annual budget and final accounts of the Company;~~ ~~(5)~~ ~~annual report of the Company;~~ ~~(6)~~ all matters other than those required to be approved by way of special resolution under any laws, regulations ~~and~~ the Articles.	**Article 57** The following matters shall be approved by ordinary resolution of a general meeting: (1) work reports of the board of directors; (2) proposals formulated by the board of directors for distribution of profits and for making up accrued losses; (3) appointment and removal of members of the board of directors, their remuneration and method of payment; (4) all matters other than those required to be approved by way of special resolution under any laws, **administrative** regulations **or** the Articles.

Original Articles	Amended Articles
Article 58 The following matters shall be approved by special resolution of a general meeting: (1) the increase or reduction of registered capital; (2) issuance of corporate bonds; (3) the demerger, spin-off, merger, dissolution and liquidation of the Company; (4) any amendment to the Articles; (5) purchase or sale of any material asset or providing a guarantee by the Company within one year, the amount of which exceeds 30% of its latest audited total assets; (6) share incentive scheme; (7) other matters as required by the laws, regulations or the Articles, and ~~resolved~~ by way of ordinary resolution at general meeting as having a potentially material effect on the Company and should be approved by special resolution ~~in accordance with the Articles~~.	**Article 58** The following matters shall be approved by special resolution of a general meeting: (1) the increase or reduction of registered capital **and the issue of any class of shares, warrants and other similar securities by the Company; repurchasing the shares of the Company due to reduction of its registered capital**; (2) issuance of corporate bonds; (3) the demerger, spin-off, merger, dissolution and liquidation of the Company; (4) any amendment to the Articles; (5) purchase or sale of any material asset or providing a guarantee by the Company within one year, the amount of which exceeds 30% of its latest audited total assets; (6) share incentive scheme; (7) other matters as required by the laws, **administrative** regulations or the Articles, and **determined** by way of ordinary resolution at general meeting as having a potentially material effect on the Company and should be approved by special resolution.
Article 59 Upon the determination of the resolutions of general meeting, the Company shall notify the stock exchange on which the shares of the Company are listed and give public announcement on newspapers and/or the website of such stock exchange no later than the next day. All aspects of the resolution shall also be notified to other entities and parties with demands as soon as practicable depending on the content of such resolutions.	**Article 59** Upon the determination of the resolutions of general meeting, the Company shall notify the stock exchange on which the shares of the Company are listed and give public announcement on newspapers and/or the website of such stock exchange no later than the next day. All aspects of the resolution shall also be notified to other entities and parties with demands as soon as practicable depending on the content of such resolutions.

Original Articles	Amended Articles
Article 66 There shall be minutes for the general meeting, which is the responsibility of the secretary of the board of directors. The minutes consist of the following:	**Article 66** There shall be minutes for the general meeting, which is the responsibility of the secretary of the board of directors. The minutes consist of the following:
(1) the meeting time, place, agenda and the name of the convenor;	(1) the meeting time, place, agenda and the name of the convenor;
(2) the names of chairman of the meeting and directors~~,~~ ~~supervisors, secretary of the board of directors, general manager~~ and ~~other~~ senior management ~~personnel~~ who attended the meeting;	(2) the names of chairman of the meeting and directors and senior management who attended the meeting;
(3) the number of shareholders (including proxy) present at the meeting, the total shares carrying voting rights and the proportion to the total shares of the Company;	(3) the number of shareholders (including proxy) present at the meeting, the total shares carrying voting rights and the proportion to the total shares of the Company;
(4) the consideration process of each motion, the main points of the speech and the voting result;	(4) the consideration process of each motion, the main points of the speech and the voting result;
(5) inquiries and proposals by the shareholders and the respective replies or explanations;	(5) inquiries and proposals by the shareholders and the respective replies or explanations;
(6) names of the lawyer, vote-counter, and the scrutineer;	(6) names of the lawyer, vote-counter, and the scrutineer;
(7) other matters ~~considered by the general meeting and~~ stipulated in the Articles that shall be recorded in the minutes of the meeting.	

Original Articles	Amended Articles
Directors, ~~supervisors,~~ the secretary of the board of directors, and the convener or his representative who are present at the meeting, shall sign on the minutes together with the chairman and shall ensure the truthfulness, preciseness and completeness of the contents of the minutes. The minutes of meeting shall be kept together with the signature book of the shareholders present at the scene, the proxy forms, and effective materials obtained from the network and other channels, with a retention period of not less than 10 years.	**(7) the number of shares carrying voting rights held by holders of domestic shares and holders of overseas listed foreign shares attending the general meeting, as well as holders of ordinary shares and class shareholders, and the proportion of such shares relative to the Company's total share capital; the voting results of holders of domestic shares and holders of overseas listed foreign shares attending the general meeting, as well as holders of ordinary shares and class shareholders on each resolution;** **(8)** other matters stipulated in the Articles that shall be recorded in the minutes of the meeting. Directors, the secretary of the board of directors, and the convener or his**/her** representative who are present at the meeting, shall sign on the minutes together with the chairman and shall ensure the truthfulness, preciseness and completeness of the contents of the minutes. The minutes of meeting shall be kept together with the signature book of the shareholders present at the scene, the proxy forms, and effective materials obtained from the network and other channels, with a retention period of not less than 10 years.
Article 69 The announcement setting out the resolutions of a general meeting shall state the number of shareholders (or proxies thereof) present, the total number of shares represented by such shareholders (or proxies) and its proportion to the total number of shares which carry right to vote of the Company, the manner of voting, ~~and~~ the result of voting on each resolution. Resolutions on the motions proposed by shareholders shall set out the names and shareholding percentage of the proposing shareholders and the content of the motion.	**Article 69** The announcement setting out the resolutions of a general meeting shall state the number of shareholders (or proxies thereof) present, the total number of shares represented by such shareholders (or proxies) and its proportion to the total number of shares which carry right to vote of the Company, the manner of voting, the result of voting on each resolution**, and the details of all resolutions adopted**. Resolutions on the motions proposed by shareholders shall set out the names and shareholding percentage of the proposing shareholders and the content of the motion.

Original Articles	Amended Articles
CHAPTER 6 SHAREHOLDERS OR INDEPENDENT DIRECTORS PROPOSING TO CONVENE AN EXTRAORDINARY GENERAL MEETING	
Article 71 Independent directors have the right to propose the board of directors to convene extraordinary general meetings. Upon requisition by independent directors to convene an extraordinary general meeting, the board of directors must act according to the laws, administrative regulations and the Articles, and provide written reply on whether they agree or disagree to convene the extraordinary general meeting within 10 days of the date of receipt of the proposal. If the board of directors agrees to convene an extraordinary general meeting, a notice of general meeting shall be issued within 5 days after such a board resolution is made; If the board of directors does not agree to convene an extraordinary general meeting, reasons must be given and announced.	**Article 71** Independent directors**, after being approved by the majority of all independent directors,** have the right to propose the board of directors to convene extraordinary general meetings. Upon requisition by independent directors to convene an extraordinary general meeting, the board of directors must act according to the laws, administrative regulations and the Articles, and provide written reply on whether they agree or disagree to convene the extraordinary general meeting within 10 days of the date of receipt of the proposal. If the board of directors agrees to convene an extraordinary general meeting, a notice of general meeting shall be issued within 5 days after such a board resolution is made; If the board of directors does not agree to convene an extraordinary general meeting, reasons must be given and announced.
CHAPTER 8 SUPPLEMENTARY PROVISIONS	
Article 82 Any matters not covered by these Rules shall be governed under the provisions of the Company Law, the Articles, Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, and other related laws and regulations and normative documents.	**Article 82** Any matters not covered by these Rules shall be governed under the provisions of the Company Law, the Articles, Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, and other related laws and regulations and normative documents.

Note:

In addition to the above amendments, the terms and expressions of "general meeting (股東大會)" will be amended into "general meeting (股東會)", "supervisor (監事)" will be deleted, and "board of supervisor and supervisory committee (監事會)" will be deleted or amended into "audit committee (審計委員會)"under the original text of the Rules of Procedures of General Meeting. Since no substantive changes are involved, the articles that only involve the aforementioned adjustments will not be listed on an article-by-article basis.

Original Articles	Amended Articles
CHAPTER 2 DIRECTORS	
Article 7 The board of directors of the Company shall comprise nine members~~, at least three of whom shall be independent directors~~. The position of independent director shall not be taken by any shareholder of the Company or any person serving a position for any corporate shareholder of the Company, any internal staff member (e.g. manager or employee) of the Company, or any person connected with the Company or having interest relations with the management of the Company.	**Article 7** The board of directors of the Company shall comprise nine members (**including one employee director**). **Among the board members, the number of independent directors shall not be less than one-third.** The position of independent director shall not be taken by any shareholder of the Company or any person serving a position for any corporate shareholder of the Company, any internal staff member (e.g. manager or employee) of the Company, or any person connected with the Company or having interest relations with the management of the Company. **The board of directors shall include one employee director, who shall be democratically elected or removed by the Company's employees at the employee representative meeting, employee meeting or through other forms of democratic election, without requiring consideration and approval at a general meeting.**

Original Articles	Amended Articles
Article 11 Any person who falls in any of the following circumstances shall not be nominated for any directorship of the Company:	**Article 11** Any person who falls in any of the following circumstances shall not be nominated for any directorship of the Company:
(1) the situation prescribed in ~~Article 146 of~~ the Company Law;	(1) the situation **under which a person shall not serve as a director of a company** prescribed in the Company Law;
(2) being subject to market debarment measures by the CSRC prohibiting the person from acting as a director~~, supervisor~~ and senior management of a listed company, the period of which has not yet expired;	(2) being subject to market debarment measures by the CSRC prohibiting the person from acting as a director and senior management of a listed company, the period of which has not yet expired;
(3) being publicly determined by a stock exchange as unsuitable to be directors~~, supervisors~~ and senior management of a listed company for a period which has not yet expired;	(3) being publicly determined by a stock exchange as unsuitable to be directors and senior management of a listed company for a period which has not yet expired;
(4) being subject to administrative penalty of the CSRC in the last 36 months;	(4) being subject to administrative penalty of the CSRC in the last 36 months;
(5) being publicly censured or given criticism for more than 2 times by a stock exchange in the last 36 months;	(5) being publicly censured or given criticism for more than 2 times by a stock exchange in the last 36 months;
(6) other circumstances stipulated by laws and regulations and the stock exchange.	(6) other circumstances stipulated by laws and regulations and the stock exchange.
The last day of the aforementioned period shall be the day on which the resolution for the nomination of candidate for director has been considered and approved by the board of directors of the Company.	The last day of the aforementioned period shall be the day on which the resolution for the nomination of candidate for director has been considered and approved by the board of directors of the Company.

Original Articles	Amended Articles
Article 16 A director may ~~tender his resignation~~ prior to the expiry of his term. The director shall submit a written report of resignation. The board of directors will disclose relevant matters within ~~2 days~~. In the event that a director's resignation will result in the number of directors of the Company falling below the statutory minimum, or the number of independent directors becoming less than one third of the members of the board of directors due to the resignation of independent directors, or the independent directors no longer including any person in accounting profession, the existing director shall continue to perform his duty as a director in accordance with laws ~~and~~ regulations and the Articles until the newly elected director to replace him takes office. Except for the circumstances in the preceding paragraph, the resignation of a director takes effect upon the ~~delivery of the report of resignation to the board of directors~~. However, in the event of the circumstances set out in the preceding paragraph, the resignation report of the director shall not come into effect until the filling of the vacancy which arises from his resignation. The remaining directors shall promptly convene an ad hoc ~~shareholders meeting~~ to elect a director to fill the vacancy which arises from the director's resignation. Before the passing of any resolution by the general meeting on the election of directors, functions and powers of the resigning director and other remaining directors shall be subject to reasonable restrictions.	**Article 16** A director may **resign** prior to the expiry of his term. The director shall submit a written report of resignation. The board of directors will disclose relevant matters within **two trading days**. In the event that a director's resignation will result in the number of directors of the Company falling below the statutory minimum, or the number of independent directors becoming less than one third of the members of the board of directors due to the resignation of independent directors, or the independent directors no longer including any person in accounting profession, the existing director shall continue to perform his duty as a director in accordance with laws**, administrative** regulations**, departmental rules** and the Articles until the newly elected director to replace him takes office. Except for the circumstances in the preceding paragraph, the resignation of a director takes effect upon the **Company's receipt of the report of resignation**. However, in the event of the circumstances set out in the preceding paragraph, the resignation report of the director shall not come into effect until the filling of the vacancy which arises from his resignation. The remaining directors shall promptly convene an ad hoc **general meeting** to elect a director to fill the vacancy which arises from the director's resignation. Before the passing of any resolution by the general meeting on the election of directors, functions and powers of the resigning director and other remaining directors shall be subject to reasonable restrictions.

Original Articles	Amended Articles
Article 18 In the event that a director falls under the circumstances set forth in paragraph (1) or (2) in Article 11 of these Rules during his/her term of office or an independent director is unqualified for being independent, the relevant director shall immediately cease to perform his/her duties and the Company shall remove the director from his/her position in accordance with the relevant requirements; Where a director is prohibited from acting as a director by other laws and regulations or provisions of the stock exchange during his/her term of office, the Company shall remove him/her within ~~one month~~ from the date of the occurrence of such fact. Where a relevant director shall be removed from office but has not yet been removed, and if he/she attends and votes at meetings of the board of directors, the vote he/she casts shall be invalid and he/she shall not be counted in the quorum. Where more than half of the directors of the Company are required to resign during their terms of office in accordance with the provisions of these Rules, upon application by the Company and approval of the stock exchange, the time limit for resignation of the relevant directors may be appropriately extended, but the extension shall not exceed 3 months. Before their resignations take effect, the relevant directors shall continue to perform their duties in accordance with the provisions of the relevant laws and regulations and the Articles to ensure the normal operation of the Company.	**Article 18** In the event that a director falls under the circumstances set forth in paragraph (1) or (2) in Article 11 of these Rules during his/her term of office or an independent director is unqualified for being independent, the relevant director shall immediately cease to perform his/her duties and the Company shall remove the director from his/her position in accordance with the relevant requirements; Where a director is prohibited from acting as a director by other laws and regulations or provisions of the stock exchange during his/her term of office, the Company shall remove him/her within **thirty days** from the date of the occurrence of such fact. Where a relevant director shall be removed from office but has not yet been removed, and if he/she attends and votes at meetings of the board of directors, the vote he/she casts shall be invalid and he/she shall not be counted in the quorum. Where more than half of the directors of the Company are required to resign during their terms of office in accordance with the provisions of these Rules, upon application by the Company and approval of the stock exchange, the time limit for resignation of the relevant directors may be appropriately extended, but the extension shall not exceed 3 months. Before their resignations take effect, the relevant directors shall continue to perform their duties in accordance with the provisions of the relevant laws and regulations and the Articles to ensure the normal operation of the Company.

Original Articles	Amended Articles
Article 23 Each director shall undertake the ~~following~~ fiduciary duties to the Company in accordance with laws ~~and~~ regulations and the Articles: ~~(1) not to exploit his official powers to accept bribes or other unlawful income and not to expropriate the Company's property;~~ ~~(2) not to misappropriate the Company's funds;~~ (3) not to deposit any of the Company's ~~assets or~~ funds in any bank account opened in his own name or in another person's name; (4) ~~not to advance the Company's funds to any other person or to use the Company's property to provide any security for any other person without the consent of the general meeting or the board of directors in violation of the provisions of the Articles;~~ (5) ~~not to enter into any contract or carry out any transaction with the Company in violation of the provisions of the Articles or without the consent of the general meeting;~~	**Article 23** Each director shall undertake the fiduciary duties to the Company**, shall take appropriate measures to avoid conflicts between his/her personal interests and those of the Company, and shall not use his/her powers to obtain improper personal benefits** in accordance with laws**, administrative** regulations and the Articles**. Each director shall undertake the following fiduciary duties to the Company**: (1) **not to expropriate the Company's property and misappropriate the Company's funds;** (2) not to deposit any of the Company's funds in any bank account opened in his own name or in another person's name; (3) **not to exploit his official powers to accept bribes or other unlawful income;** (4) **not to directly or indirectly enter into any contract or carry out any transaction with the Company without reporting to the board of directors or the general meeting and obtaining approval through resolutions adopted by the board of directors or the general meeting in accordance with the provisions of the Articles;**

Original Articles	Amended Articles
(6) ~~not to, without the consent of the general meeting, abuse his/her position to seize business opportunities for himself/herself or for other persons which should otherwise belong to the Company, or operate a business similar to that of the Company for himself/herself or for other persons;~~	(5) **not to abuse his/her position to seize business opportunities for himself/herself or for other persons which should otherwise belong to the Company except where such opportunities are reported to the board of directors or the general meeting and approved by a resolution at the general meeting or where the Company is unable to utilize such business opportunities pursuant to laws, administrative regulations or the provisions of the Articles;**
(7) not to misappropriate commissions derived from transactions entered into ~~by~~ the Company;	(6) **not to operate a business similar to that of the Company for himself/herself or for other persons without reporting to the board of directors or the general meeting and obtaining approval through resolutions adopted at the general meeting;**
(8) not to disclose confidential information of the Company without authorization;	(7) not to misappropriate commissions derived from transactions entered into **between** the Company **and third parties**;
(9) not to harm the interests of the Company by taking advantage of his/her connections with the Company;	(8) not to disclose confidential information of the Company without authorization;
(10) other fiduciary obligations as required by laws ~~and~~ regulations and the Articles;	(9) not to harm the interests of the Company by taking advantage of his/her connections with the Company;
Income gained by directors in violation of this provision shall belong to the Company; if any losses are caused to the Company thereby, directors shall bear the appropriate liabilities for damages.	

Original Articles	Amended Articles
	(10) other fiduciary obligations as required by laws**,** **administrative** regulations**, departmental rules** and the Articles; Income gained by directors in violation of this provision shall belong to the Company; if any losses are caused to the Company thereby, directors shall bear the appropriate liabilities for damages.
Article 24 Each director shall undertake the ~~following~~ responsibilities of diligence to the Company in accordance with laws ~~and~~ regulations and the Articles: (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 state's laws ~~and~~ regulations and economic policies, and within the scope of business specified in the business license; (2) to treat all shareholders fairly; (3) to stay abreast of the operations and management of businesses of the Company; (4) to provide signatory confirmation for the periodic reports of the Company; to ensure that the information disclosed by the Company is true, accurate, and complete;	**Article 24** Each director shall undertake the responsibilities of diligence to the Company**, perform their duties to the best interests of the Company and give reasonable attention that is normally expected from the management** in accordance with laws**, administrative** regulations and the Articles**. Each director shall undertake 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 state's laws**, administrative** regulations and economic policies, and within the scope of business specified in the business license; (2) to treat all shareholders fairly; (3) to stay abreast of the operations and management of businesses of the Company;

Original Articles	Amended Articles
(5) to truthfully provide relevant information and data to the ~~supervisory committee~~ of the Company, and not to obstruct the ~~supervisory committee or supervisors~~ from performing their duties;	(4) to provide signatory confirmation for the periodic reports of the Company; to ensure that the information disclosed by the Company is true, accurate, and complete;
(6) ~~shall~~ perform other responsibilities of diligence stipulated by laws ~~and~~ regulations and the Articles~~;~~	(5) to truthfully provide relevant information and data to the **audit committee** of the Company, and not to obstruct the **audit committee** from performing their duties; (6) **to** perform other responsibilities of diligence stipulated by laws**, administrative** regulations**, departmental rules** and the Articles**.**
Article 27 Directors shall be liable for compensation if the Company incurred any loss due to violations of applicable provisions of laws ~~and~~ regulations or the Articles on the part of the directors in performing their duties.	**Article 27** Directors shall be liable for compensation if the Company incurred any loss due to violations of applicable provisions of laws**, administrative** regulations**, departmental rules** or the Articles on the part of the directors in performing their duties.

Original Articles	Amended Articles
CHAPTER 3 INDEPENDENT DIRECTORS	
Article 33 The Company has independent directors. Independent director means a director who does not take any position of the Company other than directorship, and does not have any direct or indirect interests in or other relationship that will affect his/her ability to make independent and objective judgment, with the Company and the major shareholder of the Company. At least one independent shareholder of the Company shall be qualified as an accounting professional who holds senior position or is qualified as a registered accountant.	**Article 33** The Company has independent directors. Independent director means a director who does not take any position of the Company other than directorship, and does not have any direct or indirect interests in or other relationship that will affect his/her ability to make independent and objective judgment, with the Company and the major shareholder **or actual controller** of the Company. At least one independent shareholder of the Company shall be qualified as an accounting professional who holds senior position or is qualified as a registered accountant.
Article 34 Independent directors of the Company shall have the following qualifications: (1) the qualification for being a director of listed company in accordance with laws, regulations ~~or~~ other relevant regulations; (2) the independence as required by the Articles and CSRC; (3) the basic knowledge for operation of listed company, familiarity with the relevant laws ~~and~~ regulations; (4) more than 5 years' experience in law or economics or other necessary working experience required for performance of duties of independent directors; (5) good personal integrity and no adverse records such as major dishonesty; (6) other requirements as prescribed by laws, administrative regulations, CSRC regulations, business rules of stock exchanges and the Articles.	**Article 34** Independent directors of the Company shall have the following qualifications: (1) the qualification for being a director of listed company in accordance with laws, **administrative** regulations **and** other relevant regulations; (2) the independence as required by the Articles and CSRC; (3) the basic knowledge for operation of listed company, familiarity with the relevant laws**,** regulations **and rules**; (4) more than 5 years' experience in law**, accounting** or economics or other necessary working experience required for performance of duties of independent directors; (5) good personal integrity and no adverse records such as major dishonesty; (6) other requirements as prescribed by laws, administrative regulations, CSRC regulations, business rules of stock exchanges and the Articles.

Original Articles	Amended Articles
Article 35 The following persons shall not take up the position of independent director:	**Article 35** The following persons shall not take up the position of independent director:
(1) officer of the Company or its subsidiaries and his ~~direct relatives~~ and major social contacts (~~direct relative means spouse, parent and children etc.; major social contact means siblings, parents in law, son in law, daughter in law, the spouse of siblings and the siblings of the spouse, etc.~~);	(1) officer of the Company or its subsidiaries and his **spouse, parents in law, children** and major social contacts (**major social contacts means any of the siblings, parents-in-law or children-in-law of such person, any of the spouses of such person's siblings, any of such person's spouse's siblings, etc.**);
(2) person directly or indirectly holding more than 1% issued shares of the Company or a natural person shareholder among the top 10 shareholders of the Company or ~~a direct relative~~ thereof;	(2) person directly or indirectly holding more than 1% issued shares of the Company or a natural person shareholder among the top 10 shareholders of the Company or **spouse, parents in law, children** thereof;
(3) person who works in any corporate shareholder directly or indirectly holding more than 5% of the shares of the Company or in one of the top five corporate shareholders of the Company or ~~a direct relative~~ thereof;	(3) person who works in any corporate shareholder directly or indirectly holding more than 5% of the shares of the Company or in one of the top five corporate shareholders of the Company or **spouse, parents in law, children** thereof;
(4) person holding positions in subsidiaries of the Company's controlling shareholders and actual controllers and their ~~direct relatives~~;	(4) person holding positions in subsidiaries of the Company's controlling shareholders and actual controllers and their **spouses, parents in law, children**;

Original Articles	Amended Articles
(5) person having significant business dealings with the Company, its controlling shareholders, actual controllers or their respective subsidiaries, or holding positions in entities with significant business dealings and their controlling shareholders or actual controllers;	(5) person having significant business dealings with the Company, its controlling shareholders, actual controllers or their respective subsidiaries, or holding positions in entities with significant business dealings and their controlling shareholders or actual controllers;
(6) person providing financial, legal, consulting, sponsorship and other services for the Company and its controlling shareholders, actual controllers or their respective subsidiaries, including but not limited to all the project team personnel of the intermediaries providing services, reviewers at all levels, personnel who sign the reports, partners, directors, senior management and principal responsible persons;	(6) person providing financial, legal, consulting, sponsorship and other services for the Company and its controlling shareholders, actual controllers or their respective subsidiaries, including but not limited to all the project team personnel of the intermediaries providing services, reviewers at all levels, personnel who sign the reports, partners, directors, senior management and principal responsible persons;
(7) person who falls into any one of the ~~above six~~ categories ~~in the preceding year~~;	(7) person who falls into any one of the categories **listed in items (1) to (6) within the past twelve months**;
(8) person already acting as independent director for 3 or more listed companies;	(8) person already acting as independent director for 3 or more listed companies;
(9) other person as prescribed by the laws, administrative regulations, ~~departmental rules and regulations, and the Articles~~;	(9) other person **deemed non-independent** as prescribed by the laws, administrative regulations, **CSRC regulations, business rules of stock exchange and the Arti**cles.
~~(10) other person as prescribed by CSRC or the stock exchange on which the Company's shares are listed~~.	
The subsidiaries of the controlling shareholders and actual controllers of the Company in items (4) to (6) above do not include companies which are subject to the same control of a state-owned assets administrative agency as the Company and do not have connected relationship with the Company in accordance with the relevant regulations.	The subsidiaries of the controlling shareholders and actual controllers of the Company in items (4) to (6) above do not include companies which are subject to the same control of a state-owned assets administrative agency as the Company and do not have connected relationship with the Company in accordance with the relevant regulations.

Original Articles	Amended Articles
Article 36 Independent directors owe the Company and all the shareholders ~~fiduciary~~ and diligent duties. Independent directors shall, pursuant to requirements of the relevant laws, regulations and the Articles, seriously perform their duties and protect the interests of the Company as a whole, and shall especially pay attention that the legal interests of minority shareholders shall not be impaired. Independent directors shall perform duties independently and not to be influenced by the Company's major shareholder, beneficial owner or other unit or person with interest conflict with the Company. Independent director shall ensure he has sufficient time and energy to effectively perform the duty of independent director.	**Article 36** Independent directors owe the Company and all the shareholders **loyal** and diligent duties. Independent directors shall, pursuant to requirements of the relevant laws, regulations and the Articles, seriously perform their duties**, play a role in decision-making participation, oversight and checks and balances, and professional consultation within the board of directors** and protect the interests of the Company as a whole, and shall especially pay attention that the legal interests of minority shareholders shall not be impaired. Independent directors shall perform duties independently and not to be influenced by the Company's major shareholder, beneficial owner or other unit or person with interest conflict with the Company. Independent director shall ensure he has sufficient time and energy to effectively perform the duty of independent director.

Original Articles	Amended Articles
Article 39 Apart from having the powers and functions stipulated under the Company Law, other relevant laws and regulations, the Articles and these Rules, an independent director shall also have the following special powers:	**Article 39** Apart from having the powers and functions stipulated under the Company Law, other relevant laws and regulations, the Articles and these Rules, an independent director shall also have the following special powers:
(1) connected transactions proposed to be made by the Company with a connected person with an amount exceeding RMB3,000,000 or 5% of the Company's latest audited net assets value should be subject to the approval of the independent directors; before giving their opinions, the independent directors can engage advisors to issue an independent financial report and rely on that report to form the basis of their opinions;	(1) connected transactions proposed to be made by the Company with a connected person with an amount exceeding RMB3,000,000 or 5% of the Company's latest audited net assets value should be subject to the approval of the independent directors; before giving their opinions, the independent directors can engage advisors to issue an independent financial report and rely on that report to form the basis of their opinions;
(2) recommend to the board of directors on appointment or removal of a firm of accountant;	(2) recommend to the board of directors on appointment or removal of a firm of accountant;
(3) ~~requesting~~ the board of directors to convene extraordinary general meetings;	(3) **request** the board of directors to convene extraordinary general meetings;
(4) recommend the convening of board meetings;	(4) recommend the convening of board meetings;
(5) independently engage ~~external audit institution and consultancy~~ organisation to audit ~~and~~ advise on specific matters of the Company;	(5) independently engage **intermediary** organisation to audit**,** advise **or verify** on specific matters of the Company;

Original Articles	Amended Articles
(6) publicly solicit ~~voting~~ rights from shareholders in accordance with the law;	(6) publicly solicit **shareholders'** rights from shareholders in accordance with the law;
(7) express independent opinions on matters that may jeopardize the rights and interests of the Company or the minority shareholders;	(7) express independent opinions on matters that may jeopardize the rights and interests of the Company or the minority shareholders;
(8) other powers as stipulated by laws, regulations, ~~Shanghai Stock Exchange regulations~~ and the Articles.	(8) other powers as stipulated by laws, **administrative** regulations**, CSRC regulations**, and the Articles.
Consent of ~~more than half~~ of all independent directors is required for an independent director to exercise the powers under paragraphs (3) to (5) above.	Consent of **a majority** of all independent directors is required for an independent director to exercise the powers under paragraphs (3) to (5) above.
The matters under paragraphs (1) and (2) shall be approved by more than half of independent directors before being submitted to the board of directors for discussion.	The matters under paragraphs (1) and (2) shall be approved by **a majority** of independent directors before being submitted to the board of directors for discussion.
If independent directors exercise the powers listed in paragraphs (3) to (8) of this article, the Company shall promptly disclose the relevant information. If the above-mentioned powers cannot be exercised, the Company shall disclose the specific circumstances and reasons thereof.	If independent directors exercise the powers listed in paragraphs (3) to (8) of this article, the Company shall promptly disclose the relevant information. If the above-mentioned powers cannot be exercised **normally**, the Company shall disclose the specific circumstances and reasons thereof.
If laws, administrative regulations and the CSRC have stipulated otherwise, such stipulations shall prevail.	If laws, administrative regulations and the CSRC have stipulated otherwise, such stipulations shall prevail.

Original Articles	Amended Articles
Article 40 Apart from carrying out the aforesaid duties, independent directors shall give independent opinions to the board of directors or the general meeting for the following major matters: (1) nomination, appointment and removal of director; (2) appointment or removal of senior management officer; (3) the remuneration of director and senior management officer of the Company; (4) ~~any existing or new lending to or other fund dealings with the Company's shareholders, beneficial owners and their affiliated companies amounting to more than RMB3,000,000 or more than 5% of the latest audited net asset value of the Company, as well as whether the Company has taken effective measures to recover the sum~~; (5) matter which the independent directors consider may prejudice the minority shareholders' interest; (6) other matters as prescribed by laws, regulations and the Articles.	**Article 40** Apart from carrying out the aforesaid duties, independent directors shall give independent opinions to the board of directors or the general meeting for the following major matters: (1) nomination, appointment and removal of director; (2) appointment or removal of senior management officer; (3) the remuneration of director and senior management officer of the Company; (4) **major related-party transactions engaged among the Company with its shareholders, actual controllers and their affiliated enterprises stipulated in Article 118 of the Articles of Association and any existing or new lending to or other fund dealings with the Company**; (5) matter which the independent directors consider may prejudice the minority shareholders' interest; (6) other matters as prescribed by laws, **administrative** regulations**, CRSC regulatio**ns and the Articles.

Original Articles	Amended Articles
Independent directors shall express one of the following types of opinions on the aforesaid issues: agreement; qualified opinion and reason therefor; objection and reason therefor; inability to express opinion and reason therefor. If the relevant matters in the first paragraph of this Article are matters that need to be disclosed, the Company shall announce the opinions of the independent directors. If the independent directors are unable to reach an agreement due to differences of opinion, the board of directors shall disclose the opinion of each independent director separately.	Independent directors shall express one of the following types of opinions on the aforesaid issues: agreement; qualified opinion and reason therefor; objection and reason therefor; inability to express opinion and reason therefor. If the relevant matters in the first paragraph of this Article are matters that need to be disclosed, the Company shall announce the opinions of the independent directors. If the independent directors are unable to reach an agreement due to differences of opinion, the board of directors shall disclose the opinion of each independent director separately.
Article 41 The following matters shall be submitted to the board of directors for consideration after being approved by the majority of all independent directors of the Company: (1) related party transactions that should be disclosed; (2) changes in or waivers of commitments by the Company and related parties; (3) decisions made and measures taken by the board of directors of the acquired listed company in relation to the acquisition; (4) other matters as prescribed by laws ~~and~~ regulations, ~~relevant regulations of the SSE~~ and the Articles.	**Article 41** The following matters shall be submitted to the board of directors for consideration after being approved by the majority of all independent directors of the Company: (1) related party transactions that should be disclosed; (2) changes in or waivers of commitments by the Company and related parties; (3) decisions made and measures taken by the board of directors of the acquired listed company in relation to the acquisition; (4) other matters as prescribed by laws**, administrative** regulations, **CRSC regulations** and the Articles.

Original Articles	Amended Articles
Article 43 To ensure the independent directors can effectively perform their duties, the Company shall provide all the necessary conditions to the independent directors:	**Article 43** To ensure the independent directors can effectively perform their duties, the Company shall provide all the necessary conditions to the independent directors:
(1) The Company shall ensure that the independent directors have the same right of information as other directors. Any matters to be decided by the board of directors shall be notified to independent directors, together with sufficient information, in advance as the law requires, and an independent director may request for supplemental information if he considers that the information provided is insufficient. When two or more independent directors consider the ~~information is not sufficient or the explanation is not clear~~, they can jointly, in written form, request the board of directors to postpone the convening of board meeting or delay the discussion of the matter, and the board of directors shall adopt such a request. The information supplied by the Company to the independent directors shall be kept by the Company and the independent directors for at least **5** years.	(1) The Company shall ensure that the independent directors have the same right of information as other directors. Any matters to be decided by the board of directors shall be notified to independent directors, together with sufficient information, in advance as the law requires, and an independent director may request for supplemental information if he considers that the information provided is insufficient. When two or more independent directors consider the **meeting information is incomplete, and the explanation is not sufficient or is not timely provided**, they can jointly, in written form, request the board of directors to postpone the convening of board meeting or delay the discussion of the matter, and the board of directors shall adopt such a request. The information supplied by the Company to the independent directors shall be kept by the Company and the independent directors for at least **10** years.

Original Articles	Amended Articles
(2) The Company shall provide the independent directors with all necessary conditions for performance of their duties. The secretary to the board of directors shall actively provide assistance, e.g. explanation of the situation and supply of material etc., to the independent directors.	(2) The Company shall provide the independent directors with all necessary conditions **and personnel support** for performance of their duties. The secretary to the board of directors shall actively provide assistance, e.g. explanation of the situation and supply of material etc., to the independent directors.
(3) When the independent director performs his duty, the relevant officers of the Company shall actively cooperate and cannot reject, obstruct or conceal, nor interfere with the exercise of powers by the independent director.	(3) When the independent director performs his duty, the relevant officers of the Company **including directors and senior management** shall actively cooperate and cannot reject, obstruct or conceal **relevant information**, nor interfere with the exercise of powers by the independent director.
(4) The fee for engagement of intermediary institution by the independent director and other expenses incurred for performance of duty shall be borne by the Company.	(4) The fee for engagement of intermediary institution by the independent director and other expenses incurred for performance of duty shall be borne by the Company.
(5) The Company shall give independent directors ~~appropriate~~ allowances. The standard of allowance shall be determined by the board of directors and approved by general meeting. Save and except the allowance mentioned above, independent directors shall not obtain any ~~additional undisclosed~~ benefit from the ~~C~~ompany ~~and~~ its major shareholder or any ~~institution~~ or person with interest conflict with the ~~C~~ompany ~~or~~ the major shareholder.	

Original Articles	Amended Articles
(6) The Company may establish the necessary liability insurance system for independent director so as to reduce the risk arising for his ordinary performance of duty. Independent director owes a duty of confidentiality to the Company and the shareholders. He shall not provide information obtained to any person. Upon the exercise of power, independent director shall pay due regard to the interest of the Company and the shareholders of the Company. Independent director shall not use the information to obtain or attempt to obtain any benefit.	(5) The Company shall give independent directors allowances **applicable to their duties undertook**. The standard of allowance shall be determined by the board of directors and approved by general meeting. Save and except the allowance mentioned above, independent directors shall not obtain any benefit from the **listed c**ompany**,** its major shareholder **and actual controllers** or any **unit** or person with interest conflict with the **listed c**ompany**,** the major shareholder **or actual controll**ers. (6) The Company may establish the necessary liability insurance system for independent director so as to reduce the risk arising for his ordinary performance of duty. Independent director owes a duty of confidentiality to the Company and the shareholders. He shall not provide information obtained to any person. Upon the exercise of power, independent director shall pay due regard to the interest of the Company and the shareholders of the Company. Independent director shall not use the information to obtain or attempt to obtain any benefit.

Original Articles	Amended Articles
CHAPTER 4 FUNCTIONS AND POWERS OF THE BOARD OF DIRECTORS	
Article 46 Functions and powers in respect of the development strategy and planning management of the Company:	**Article 46** Functions and powers in respect of the development strategy and planning management of the Company:
(I) Functions and powers subject to approval by the general meeting:	(I) Functions and powers subject to approval by the general meeting:
I. transactions which meet one or more of the following criteria;	I. transactions which meet one or more of the following criteria;
(1) the value of the involved assets ~~within one year~~ (the higher of the book value and evaluated value, if any) accounts for 50% or more of the latest audited total assets of the listed company;	(1) the value of the involved assets (the higher of the book value and evaluated value, if any) accounts for 50% or more of the latest audited total assets of the listed company;
(2) the value of net assets (book value or appraised value, whichever is higher) of the target of the transaction (such as share equity) accounts for 50% or more of the latest audited net assets of the listed company, and with the absolute amount over RMB50 million;	(2) the value of net assets (book value or appraised value, whichever is higher) of the target of the transaction (such as share equity) accounts for 50% or more of the latest audited net assets of the listed company, and with the absolute amount over RMB50 million;

Original Articles	Amended Articles
(3) the concluded transaction amount (including debts and expenses undertaken) accounts for more than 50% of the latest audited net assets of the listed company, with the absolute amount of more than RMB50 million;	(3) the concluded transaction amount (including debts and expenses undertaken) accounts for more than 50% of the latest audited net assets of the listed company, with the absolute amount of more than RMB50 million;
(4) the transaction profit (in case of negative value, its absolute value shall be taken for the purpose of calculation) accounts for more than 50% of the audited net profit of the listed company in the most recent fiscal year, with the absolute amount of more than RMB5 million;	(4) the transaction profit (in case of negative value, its absolute value shall be taken for the purpose of calculation) accounts for more than 50% of the audited net profit of the listed company in the most recent fiscal year, with the absolute amount of more than RMB5 million;

Original Articles	Amended Articles
(5) the related operating income of the transact ion subject (such as share equity) in the most recent fiscal year accounts for more than 50% of the audited operating income of the listed company in the most recent fiscal year, with the absolute amount of more than RMB50 million;	(5) the related operating income of the transact ion subject (such as share equity) in the most recent fiscal year accounts for more than 50% of the audited operating income of the listed company in the most recent fiscal year, with the absolute amount of more than RMB50 million;
(6) the related net profit (in case of negative value, the absolute value shall be taken for the purpose of calculation) of the transact ion subject (such as share equity) in the most recent fiscal year accounts for more than 50% of the audited net profit of the listed company in the most recent fiscal year, with the absolute amount of more than RMB5 million.	(6) the related net profit (in case of negative value, the absolute value shall be taken for the purpose of calculation) of the transact ion subject (such as share equity) in the most recent fiscal year accounts for more than 50% of the audited net profit of the listed company in the most recent fiscal year, with the absolute amount of more than RMB5 million.

Original Articles	Amended Articles
2. to formulate plans for the increase or reduction of the Company's registered capital and repurchase of the Company's shares;	2. to formulate plans for the increase or reduction of the Company's registered capital and repurchase of the Company's shares;
3. to formulate plans for expanding the capital and increasing the number of shares of the Company;	3. to formulate plans for expanding the capital and increasing the number of shares of the Company;
4. to formulate plans for the merger, demerger ~~or~~ dissolution of the Company;	4. to formulate plans for the merger, demerger**,** dissolution **or changes in forms** of the Company;
5. to petition for the bankruptcy of the Company;	5. to petition for the bankruptcy of the Company;
6. to formulate plans for the amendment of the Articles;	6. to formulate plans for the amendment of the Articles;
7. to formulate specific plans for changing the use of proceeds from issue of shares of the Company.	7. to formulate specific plans for changing the use of proceeds from issue of shares of the Company.

Original Articles	Amended Articles
(II) Functions and powers which can be independently exercised by the board of directors without the consideration and approval of the general meeting:	(II) Functions and powers which can be independently exercised by the board of directors without the consideration and approval of the general meeting:
1. the medium – and long-term development decision-making powers of the Company, including but not limited to the development strategy and the medium – and long-term development plan, etc.;	1. the medium – and long-term development decision-making powers of the Company, including but not limited to the development strategy and the medium – and long-term development plan, etc.;
2. to determine plans for improving the operation and management of or increasing the operating results of the Company;	2. to determine plans for improving the operation and management of or increasing the operating results of the Company;
3. to determine the business plans and audit work plans of the Company;	3. to determine the business plans and audit work plans of the Company;
4. to determine the establishment, adjustment and cancellation of the internal organisations of the Company (including the subordinate units);	4. to determine the establishment, adjustment and cancellation of the internal organisations of the Company (including the subordinate units);

Original Articles	Amended Articles
5. to determine the establishment and adjustment of special committees, formulate the terms of reference of special committees and the appointment or removal of the ~~chairman~~ and members of the special committees;	5. to determine the establishment and adjustment of special committees, formulate the terms of reference of special committees and the appointment or removal of the **convener** and members of the special committees;
6. to determine various investment proposals within the scope of functions and powers of the board of directors of the Company;	6. to determine various investment proposals within the scope of functions and powers of the board of directors of the Company;
7. to establish the basic management system of the Company;	7. to establish the basic management system of the Company;
8. to determine the material income distribution plans and the payroll allocation of employees of the Company, etc.;	8. to determine the material income distribution plans and the payroll allocation of employees of the Company, etc.;
9. to decide on any operation and management matters of major importance not stipulated in the Articles or these Rules to be decided by the general meeting.	9. to decide on any operation and management matters of major importance not stipulated in the Articles or these Rules to be decided by the general meeting.

Original Articles	Amended Articles
Article 47 Functions and powers in respect of the financial management of the Company: (I) Functions and powers subject to approval by the general meeting: 1. ~~to formulate the annual financial budget and final accounts of the Company;~~ ~~2~~. to formulate the profit distribution policies, and plans for profit distribution or for making up accrued losses of the Company; ~~3~~. to formulate the financing plans of the Company, such as issuance of bonds of the Company; ~~4~~. to formulate the plans for disposal of assets, such as mortgage, leasing, sub-contracting or transfer of assets, which exceeds 50% of the Company's latest audited total assets value; ~~5~~. to formulate plans of the Company for appointment or removal of external firm of accountants.	**Article 47** Functions and powers in respect of the financial management of the Company: (I) Functions and powers subject to approval by the general meeting: 1. to formulate the profit distribution policies, and plans for profit distribution or for making up accrued losses of the Company; **2**. to formulate the financing plans of the Company, such as issuance of bonds of the Company; **3**. to formulate the plans for disposal of assets, such as mortgage, leasing, sub-contracting or transfer of assets, which exceeds 50% of the Company's latest audited total assets value; **4**. to formulate plans of the Company for appointment or removal of external firm of accountants.

Original Articles	Amended Articles
6. the financial assistance meeting any of the following standards shall be considered and approved by a majority of all the directors, and shall be submitted to the general meeting for consideration after consideration and approval by more than two-thirds of the directors attending the board meeting: (1) any single financial assistance with an amount exceeding 10% of the latest audited net assets of the Company; (2) the gearing ratio of funded object exceeds 70% as shown in the latest financial statement data; (3) the aggregated amount of financial assistance provided in recent 12 months exceeds 10% of the latest audited net assets of the Company; (4) other circumstances as provided by the stock exchanges and the Articles.	**5**. the financial assistance meeting any of the following standards shall be considered and approved by a majority of all the directors, and shall be submitted to the general meeting for consideration after consideration and approval by more than two-thirds of the directors attending the board meeting: (1) any single financial assistance with an amount exceeding 10% of the latest audited net assets of the Company; (2) the gearing ratio of funded object exceeds 70% as shown in the latest financial statement data; (3) the aggregated amount of financial assistance provided in recent 12 months exceeds 10% of the latest audited net assets of the Company; (4) other circumstances as provided by the stock exchanges and the Articles.

Original Articles	Amended Articles
If the object of funding is a subsidiary within the scope of the consolidated statements of the Company, and the other shareholders of such subsidiary do not include the controlling shareholders, actual controllers and connected persons of the Company, the provisions of the preceding paragraph may be exempted. ~~7~~. the external guarantee meeting any of the following standards shall be considered and approved by a majority of all the directors, and shall be submitted to the general meeting for consideration after consideration and approval by more than two-thirds of the directors attending the board meeting: (1) a single guarantee with the amount exceeding 10% of the latest audited net assets of the Company; (2) any guarantees to be provided after the amount of the total external guarantees by the Company and its subsidiaries exceeding 50% of the latest audited net asset value of the Company;	If the object of funding is a **controlling** subsidiary within the scope of the consolidated statements of the Company, and the other shareholders of such s **controlling** subsidiary do not include the controlling shareholders, actual controllers and connected persons of the Company, the provisions of the preceding paragraph may be exempted. **6**. the external guarantee meeting any of the following standards shall be considered and approved by a majority of all the directors, and shall be submitted to the general meeting for consideration after consideration and approval by more than two-thirds of the directors attending the board meeting: (1) a single guarantee with the amount exceeding 10% of the latest audited net assets of the Company; (2) any guarantees to be provided after the amount of the total external guarantees by the Company and its subsidiaries exceeding 50% of the latest audited net asset value of the Company;

Original Articles	Amended Articles
(3) any guarantees to be provided after the amount of the total external guarantees by the Company and its subsidiaries exceeding 30% of the latest audited total asset of the Company;	(3) any guarantees to be provided after the amount of the total external guarantees by the Company and its subsidiaries exceeding 30% of the latest audited total asset of the Company;
(4) guarantees that, in aggregation with guarantees given by the Company in the past 12 months, exceed 30% of the most recent audited total assets of the Company;	(4) guarantees that, in aggregation with guarantees given by the Company in the past 12 months, exceed 30% of the most recent audited total assets of the Company;
(5) a guarantee to be provided to a party with a gearing ratio exceeding 70%;	(5) a guarantee to be provided to a party with a gearing ratio exceeding 70%;
(6) a guarantee made to a shareholder, the actual controllers and/or their connected persons;	(6) a guarantee made to a shareholder, the actual controllers and/or their connected persons;
(7) other guarantees prescribed by the stock exchanges or the Articles.	(7) other guarantees prescribed by the stock exchanges or the Articles.

Original Articles	Amended Articles
In the event that the guarantee referred to in paragraph (4) of this Article is considered at the general meeting, it ~~must~~ be approved by more than two-thirds of the voting rights held by shareholders attending the meeting.	In the event that the guarantee referred to in paragraph (4) of this Article is considered at the general meeting, it **shall** be approved by more than two-thirds of the voting rights held by shareholders attending the meeting.
~~8~~. The connected transaction meeting any of the following standards:	**7**. The connected transaction meeting any of the following standards:
(1) a connected transaction of RMB30 million or above in value (including liabilities and costs assumed) and representing 5% or more of the latest audited net assets (in absolute value) of the listed Company;	(1) a connected transaction of RMB30 million or above in value (including liabilities and costs assumed) and representing 5% or more of the latest audited net assets (in absolute value) of the listed Company;
(2) a guarantee made to connected persons;	(2) a guarantee made to connected persons;
(3) other connected transactions prescribed by the stock exchanges or the Articles.	(3) other connected transactions prescribed by the stock exchanges or the Articles.

Original Articles	Amended Articles
Before submitting to the general meeting for consideration, in addition to obtaining the consideration and approval of a majority of all non-interested directors, transactions referred to in paragraph (2) of this Article shall be considered and approved by more than two thirds of the non-interested directors attending the board meeting.	Before submitting to the general meeting for consideration, in addition to obtaining the consideration and approval of a majority of all non-interested directors, transactions referred to in paragraph (2) of this Article shall be considered and approved by more than two thirds of the non-interested directors attending the board meeting.
(II) Functions and powers which can be independently exercised by the board of directors without the consideration and approval of the general meeting:	(II) Functions and powers which can be independently exercised by the board of directors without the consideration and approval of the general meeting:
1. ~~within the scope of the annual financial budget approved by the general meeting, to determine the annual loan plan, guarantee plan or project investment plan of the Company~~;	1. **to determine the annual loan plan, guarantee plan or investment plan of the Company**;
2. to determine the plans for disposal of assets within one year, such as mortgage, leasing, sub-contracting or transfer of assets, which does not exceed 50% of the Company's latest audited total assets value;	2. to determine the plans for disposal of assets within one year, such as mortgage, leasing, sub-contracting or transfer of assets, which does not exceed 50% of the Company's latest audited total assets value;
	3. to determine the plans for implementing the leasing contracts or transaction contracts within the budgets or plans of the Company;

Original Articles	Amended Articles
3. to determine the plans for implementing the leasing contracts or transaction contracts within the budgets or plans of the Company;	4. to determine the total amount of annual borrowings to be made by the Company, and the amount of guarantee to be given by the Company in the year for the borrowings of its subsidiaries;
4. to determine the total amount of annual borrowings to be made by the Company, and the amount of guarantee to be given by the Company in the year for the borrowings of its subsidiaries;	5. to approve community charity donations, and sponsorships and donations to other public welfare and commercial activities with total amount not exceeding RMB1,000,000;
5. to approve community charity donations, and sponsorships and donations to other public welfare and commercial activities with total amount not exceeding RMB1,000,000;	6. to manage the Company's financial information disclosures;
6. to manage the Company's financial information disclosures;	7. to decide the Company's annual **financial budget, final accounts plan,** comprehensive revenue and expenditure plan;
7. to decide the Company's annual comprehensive revenue and expenditure plan;	8. to decide major financial matters of the Company, including but not limited to the establishment of guarantee management system, liability management system and external donation management system, etc.
8. to decide major financial matters of the Company, including but not limited to the establishment of guarantee management system, liability management system and external donation management system, etc.	

Original Articles	Amended Articles
CHAPTER 5 ORGANISATION OF THE BOARD OF DIRECTORS	
Article 53 The secretary to the board of directors shall be a natural person who has the requisite professional knowledge and experience. He shall at least have university education and three years' experience in the finance, financial audit, business administration or legal field or in the work of a secretary to the board of directors of a listed company, and shall have participated in trainings on qualification as secretary to the board of directors organised by CSRC or other professional organisations and passed the appraisal. He shall be strong in coordination and meticulous in work, capable of performing duties faithfully, and proficient in literal expression and able to handle administrative matters satisfactorily. Any of the following persons shall not assume as the secretary of the board of directors: (1) the circumstances stipulated in Article 11 hereof regarding any person who shall not assume any directorship of the Company; (2) any person who has been subject to any administrative sanction imposed by the CSRC in the most recent three years; (3) any person who has been censured publicly or criticized more than three times through circulating notices by stock exchanges in the most recent three years; (4) ~~any person who is the incumbent supervisor;~~ ~~(5)~~ any other person deemed by stock exchange as inappropriate for serving as the secretary of the board of directors.	**Article 53** The secretary to the board of directors shall be a natural person who has the requisite professional knowledge and experience. He shall at least have university education and three years' experience in the finance, financial audit, business administration or legal field or in the work of a secretary to the board of directors of a listed company, and shall have participated in trainings on qualification as secretary to the board of directors organised by CSRC or other professional organisations and passed the appraisal. He shall be strong in coordination and meticulous in work, capable of performing duties faithfully, and proficient in literal expression and able to handle administrative matters satisfactorily. Any of the following persons shall not assume as the secretary of the board of directors: (1) the circumstances stipulated in Article 11 hereof regarding any person who shall not assume any directorship of the Company; (2) any person who has been subject to any administrative sanction imposed by the CSRC in the most recent three years; (3) any person who has been censured publicly or criticized more than three times through circulating notices by stock exchanges in the most recent three years; (4) any other person deemed by stock exchange as inappropriate for serving as the secretary of the board of directors.

Original Articles	Amended Articles
Article 58 The audit committee shall comprise ~~three to~~ five persons, and its members shall b~~e directors who do not hold senior management positions in the listed company, and independent directors shall constitute the majority. The committee shall have a chairman, who shall be an accounting professional among independent non-executive director~~s.	**Article 58** The audit committee shall comprise five persons, and its members shall be **non-executive directors or independent non-executive directors (also known as independent directors) who do not hold senior management positions in the listed company, three of whom shall be independent non-executive directors (also known as independent directors), and at least one of whom shall be a qualified accounting professional. The convener of the audit committee shall be an accounting professional among the independent non-executive directors (also known as independent director**s).
Article 63 The audit committee shall meet at least once quarterly, and may meet on an ad hoc basis when proposed by two or more members or when deemed necessary by the ~~chairman~~ of the committee. The meeting of the audit committee can only be held with the presence of more than two thirds of its members.	**Article 63** The audit committee shall meet at least once quarterly, and may meet on an ad hoc basis when proposed by two or more members or when deemed necessary by the **convene**r of the committee. The meeting of the audit committee can only be held with the presence of more than two thirds of its members.
Article 66 The strategic committee comprises five directors. Its members shall include the chairman of the board of directors, at least one other director working in the Company and one independent director. The ~~chairman~~ of the board of directors shall take the chair of the committee. The secretary to the board of directors shall act concurrently as secretary to the committee.	**Article 66** The strategic committee comprises five directors. Its members shall include the chairman of the board of directors, at least one other director working in the Company and one independent director. The **convene**r of the board of directors shall take the chair of the committee. The secretary to the board of directors shall act concurrently as secretary to the committee.
Article 71 The human resources committee shall comprise three to five directors, of whom independent directors shall constitute the majority and act as the convener. The ~~chairman of the committee~~ shall possess the relevant knowledge and work experience, and shall be an independent non-executive director. The person in charge of the human resources department of the Company shall concurrently act as secretary to the committee.	**Article 71** The human resources committee shall comprise three to five directors, of whom independent directors shall constitute the majority and act as the convener. The **convener** shall possess the relevant knowledge and work experience, and shall be an independent non-executive director. The person in charge of the human resources department of the Company shall concurrently act as secretary to the committee.

Original Articles	Amended Articles
CHAPTER 8 BOARD MEETINGS	
Article 84 If any of the following circumstances arise, the chairman shall convene and preside an ad hoc meeting of the board of directors within 10 working days: (1) at the decision of the chairman as he considers necessary; (2) at the joint request of one-third or more of the directors; (3) at the joint request of more than one-half of the independent directors; (4) at the request of the ~~board of supervisors~~; (5) at the request of the general manager.	**Article 84** If any of the following circumstances arise, the chairman shall convene and preside an ad hoc meeting of the board of directors within 10 working days: (1) at the decision of the chairman as he considers necessary; (2) at the joint request of one-third or more of the directors; (3) at the joint request of more than one-half of the independent directors; (4) at the request of the **audit committee**; (5) at the request of the general manager**;** **(6) at the request of the shareholders representing one-tenth or more of the voting right**s.
Article 92 Where more than one third of directors or at least 2 independent directors consider the ~~materials are not sufficient or the explanation is not clear~~, they can jointly propose, in writing, to postpone the convention of meeting of the board of directors or delay the discussion of some topics included in the meeting of the board of directors. The board of directors shall accept such a proposal.	**Article 92** Where more than one third of directors or at least 2 independent directors consider the **meeting information is incomplete, and the explanation is not sufficient or is not timely provided**, they can jointly propose, in writing, to postpone the convention of meeting of the board of directors or delay the discussion of some topics included in the meeting of the board of directors. The board of directors shall accept such a proposal.

Original Articles	Amended Articles
CHAPTER 9 WORKING PROCEDURES OF THE BOARD OF DIRECTORS	
Article 113 The procedures for the appointment or removal of personnel by the board of directors are as follows:	**Article 113** The procedures for the appointment or removal of personnel by the board of directors are as follows:
(1) the human resources department of the Company conducts evaluation and assessment on the quality and competence pursuant to the nomination by the chairman or the general manager and provides a preliminary report thereof;	(1) the human resources department of the Company conducts evaluation and assessment on the quality and competence pursuant to the nomination by the chairman or the general manager and provides a preliminary report thereof;
(2) The ~~human resources committee~~ of the board of directors shall review the preliminary report, conduct a retest where necessary, and submit the review report on this basis; the deliberations of the committee may be carried out separately or in advance together with the assessment and evaluation of the Company's human resources department;	(2) The **human resources and remuneration committee** of the board of directors shall review the preliminary report, conduct a retest where necessary, and submit the review report on this basis; the deliberations of the committee may be carried out separately or in advance together with the assessment and evaluation of the Company's human resources department;
(3) The board of directors shall make a resolution on the basis of the review report;	(3) The board of directors shall make a resolution on the basis of the review report;
(4) The chairman shall sign and issue the letter of appointment or dismissal according to the resolution of the board of directors.	(4) The chairman shall sign and issue the letter of appointment or dismissal according to the resolution of the board of directors.

Original Articles	Amended Articles
Article 114 Working procedures of annual budget and final accounts: (1) The general manager shall organise relevant departments to draw up the annual financial budget and final accounts of the Company; (2) The audit committee under the board of directors shall review these plans and submit review reports; (3) The board of directors shall discuss and determine the plans according to the review reports ~~and report the plans to the general meeting~~; ~~(4) The plans shall be submitted for deliberation at the general meeting;~~ ~~(5)~~ The general manager shall be responsible for organizing the implementation; ~~(6)~~ The internal audit organization shall report the implementation of the plans to the audit committee and the board of directors.	**Article 114** Working procedures of annual budget and final accounts: (1) The general manager shall organise relevant departments to draw up the annual financial budget and final accounts of the Company; (2) The audit committee under the board of directors shall review these plans and submit review reports; (3) The board of directors shall discuss and determine the plans according to the review reports**, and adopt it through consideration and approval**; **(4)** The general manager shall be responsible for organizing the implementation; **(5)** The internal audit organization shall report the implementation of the plans to the audit committee and the board of directors.
CHAPTER 11 SUPPLEMENTARY PROVISIONS	
Article 124 The Company and its shareholders, directors and senior management shall be bound by these Rules. Any matters not covered by these Rules shall be governed under the provisions of the Company Law, the Articles and other related laws and regulations. In these Rules, the phrase "more than" is inclusive of the figure itself.	**Article 124** The Company and its shareholders, directors and senior management shall be bound by these Rules. Any matters not covered by these Rules shall be governed under the provisions of the Company Law, the Articles and other related laws and regulations. In these Rules, the phrase "more than" is inclusive of the figure itself**, and"over" is exclusive of the figure itself**.

Note:

In addition to the above amendments, the terms and expressions of "general meeting (股東大會)" will be amended into "general meeting (股東會)", "supervisor (監事)" will be deleted, "board of supervisor and supervisory committee (監事會)" will be deleted or amended into "audit committee (審計委員會)", "audit committee (審核委員會)" will be amended into "audit committee (審計委員會)" and "chief financial officer (財務總監)" will be amended into "chief financial officer (財務負責人(財務總監))" under the original text of the Rules of Procedures of the Board of Directors. Since no substantive changes are involved, the articles that only involve the aforementioned adjustments will not be listed on an article-by-article basis.

No.	Original Article	Amended Article
1	**Article 2** Independent director means a director who does not take any position of the Company except director, and he/she does not have any direct or indirect interest in the Company, its major shareholders or de facto controllers, or any other relationship that may affect his objective judgment. Independent directors shall perform their duties independently and shall not be influenced by the Company, its major shareholders, de facto controllers and other entities or individuals.	**Article 2** Independent director means a director who does not take any position of the Company except director, and he/she does not have any direct or indirect interest in the Company, its major shareholders or de facto controllers, or any other relationship that may affect his objective judgment. Independent directors shall perform their duties independently and shall not be influenced by the Company, its major shareholders, de facto controllers and other entities or individuals. If it is found that the matter under consideration affects his/her independence, the independent director shall declare it to the Company and abstain from voting on the matter. During the term of office, if there is any circumstance that obviously affects the independence, the Company shall be notified in a timely manner, and the solution measures shall be proposed, and if necessary, the resignation shall be submitted.
2	**Article 5** The board of directors of the Company shall comprise at least one-third of independent directors, including at least one accounting professional.	**Article 5** The board of directors of the Company shall comprise at least one-third of independent directors, including at least one accounting professional.

No.	Original Article	Amended Article
3	**Article 6** The board of directors of the Company shall set up special committees, including strategic development and investment committee, audit committee and human resources and remuneration committee. All of the special committees' members shall be directors. The majority of the membership of the human resources and remuneration committee shall consist of independent directors, who shall also act as conveners. The members of the audit committee shall be directors who do not hold senior management positions in listed companies, of which a majority shall be independent directors, with accounting professionals among the independent directors serving as conveners.	**Article 6** The board of directors of the Company shall set up special committees, including strategic development and investment committee, audit committee and human resources and remuneration committee. All of the special committees' members shall be directors. The majority of the membership of the human resources and remuneration committee shall consist of independent directors, who shall also act as conveners. The members of the audit committee shall be directors who do not hold senior management positions in the Company ~~listed companies~~, of which a majority shall be independent directors, with accounting professionals among the independent directors serving as conveners. The employees' representative of the board of directors may serve as a member of the audit committee.

No.	Original Article	Amended Article
4	**Article 7** Independent directors of the Company shall have the following qualifications: …… (5) has good personal integrity and does not have any adverse records such as major breach of trust; ……	**Article 7** Independent directors of the Company shall have the following qualifications: …… (5) has good personal integrity, does not be involved in any circumstances that prevent them from being nominated as directors of listed companies, and does not have any the following adverse records: ~~such as major breach of trust;~~ 1. persons who are convicted on criminal charges of securities and futures subject to administrative punishment by the CSRC or criminal penalties by judicial authorities in the recent 36 months; 2. persons who are suspected on criminal charges of securities and futures and are subject to inspection by the CSRC or judicial inspection without clear conclusions; 3. persons who are publicly condemned or criticized for more than three times by any stock exchange within the last 36 months;

No.	Original Article	Amended Article
		4. persons who have bad records such as serious breach of trust; 5. former independent directors who were removed by the board of directors at a general meeting within 12 months due to failure to attend in person for two consecutive board meetings without alternative independent directors appointed to attend the meetings on their behalf; 6. other circumstances recognized by the Shanghai Stock Exchange.
5	**Article 8** In order to ensure the independence of independent directors, the following persons shall not serve as independent directors of the Company: (1) those who are employed by the Company or its subsidiaries, their spouses, parents, children and their major social contacts; ……	**Article 8** In order to ensure the independence of independent directors, the following persons shall not serve as independent directors of the Company: (1) those who are employed by the Company or its subsidiaries, their spouses, parents, children and their major social ~~contacts~~ relations (major social relations refer to siblings, spouses of siblings, parents of spouses, siblings of spouses, spouses of children, parents of children's spouses, etc.); ……
6	**Article 9** The board of directors of the Company, supervisory committee and shareholder singly or jointly holding more than 1% issued shares of the Company may nominate the candidate for independent director which shall be elected by the general meeting. ……	**Article 9** The board of directors of the Company, ~~supervisory committee~~ and shareholder singly or jointly holding more than 1% issued shares of the Company may nominate the candidate for independent director which shall be elected by the general meeting. ……

No.	Original Article	Amended Article
7	**Article 11** The human resources and remuneration committee of the board of directors of the Company shall examine the qualifications of the nominees and form a clear review opinion on such examination. The board of directors of the Company shall disclose the relevant contents in accordance with the regulations prior to the general meeting for the election of independent directors.	**Article 11** The human resources and remuneration committee of the board of directors of the Company shall examine the qualifications of the nominees and form a clear review opinion on such examination. The board of directors of the Company shall disclose the relevant contents in accordance with the regulations prior to the general meeting for the election of independent directors.
8	**Article 12** Prior to the general meeting for the election of independent directors, the Company shall submit relevant materials of all nominees to the Shanghai Stock Exchange, and such submitted materials shall be true, accurate and complete.	**Article 12** Prior to the general meeting for the election of independent directors, the Company shall submit relevant materials of all nominees to the Shanghai Stock Exchange, and such submitted materials shall be true, accurate and complete.
9	**Article 13** During the election of independent directors at a general meeting, the board of directors of the Company shall make a statement on whether the stock exchange has expressed dissents on any candidates for independent directors. The Company shall not submit the nominees for election at the general meeting if the stock exchange raises any dispute. Cumulative voting shall be adopted for the election of two or more independent directors at a general meeting of the Company. The votes of minority shareholders shall be counted separately and disclosed.	**Article 13** During the election of independent directors at a general meeting, the board of directors of the Company shall make a statement on whether the stock exchange has expressed dissents on any candidates for independent directors. The Company shall not submit the nominees for election at the general meeting if the stock exchange raises any dispute. Cumulative voting shall be adopted for the election of two or more independent directors at a general meeting of the Company. The votes of minority shareholders shall be counted separately and disclosed.

No.	Original Article	Amended Article
10	**Article 18** An independent director shall exercise the following special powers: (1) to engage an intermediary institution independently for auditing, consultation or verification on specific matters of the Company; (2) to propose to the board of directors for the convening of extraordinary general meetings; ……	**Article 18** An independent director shall exercise the following special powers: (1) to engage an intermediary institution independently for auditing, consultation or verification on specific matters of the Company; (2) to propose to the board of directors for the convening of extraordinary general meetings; ……
11	**Article 19** Independent directors shall attend meetings of the board of directors in person. If he/she is unable to attend the meeting in person for any reason, he/she shall review the meeting materials in advance, form a clear opinion and appoint other independent directors in writing to attend the meeting on his/her behalf. …… If an independent director fails to attend the board meeting in person for two consecutive times and does not entrust other independent directors to attend on his/her behalf, the board of directors shall propose within thirty days from the date of occurrence of such fact to convene a general meeting to dismiss the independent director.	**Article 19** Independent directors shall attend meetings of the board of directors in person. If he/she is unable to attend the meeting in person for any reason, he/she shall review the meeting materials in advance, form a clear opinion and appoint other independent directors in writing to attend the meeting on his/her behalf. …… If an independent director fails to attend the board meeting in person for two consecutive times and does not entrust other independent directors to attend on his/her behalf, the board of directors shall propose within thirty days from the date of occurrence of such fact to convene a general meeting to dismiss the independent director.

No.	Original Article	Amended Article
12	**Article 21** Independent directors shall pay continuous attention to the implementation of board resolutions relating to the matters set out in Articles 23, 26, 27 and 28 of the Administrative Measures for Independent Directors of Listed Companies, and shall report to the board of directors in a timely manner and may request the Company to make a written explanation if they find that there is any violation of the laws, administrative regulations, CSRC regulations, the business rules of the stock exchanges and the provisions of the Articles or any violation of the resolutions of the general meetings and the board of directors. Where disclosure matters are involved, the Company shall make timely disclosure. ……	**Article 21** Independent directors shall pay continuous attention to the implementation of board resolutions relating to the matters set out in Articles 23, 26, 27 and 28 of the Administrative Measures for Independent Directors of Listed Companies, and shall report to the board of directors in a timely manner and may request the Company to make a written explanation if they find that there is any violation of the laws, administrative regulations, CSRC regulations, the business rules of the stock exchanges and the provisions of the Articles or any violation of the resolutions of the general meetings and the board of directors. Where disclosure matters are involved, the Company shall make timely disclosure. ……
13	**Article 26** Independent directors shall spend no less than 15 days per year for on-site work in the Company. In addition to attending general meetings, meetings of the board of directors and its special committees, and the special meetings of independent directors as required, the independent directors may perform their duties by various means, such as obtaining information on the operations of the Company on a regular basis, listening to reports from the management, communicating with intermediaries, such as the head of the internal audit institution and the accounting firm that undertakes the audit services of the Company, conducting on-site inspections, and communicating with the minority shareholders.	**Article 26** Independent directors shall spend no less than 15 days per year for on-site work in the Company. In addition to attending general meetings, meetings of the board of directors and its special committees, and the special meetings of independent directors as required, the independent directors may perform their duties by various means, such as obtaining information on the operations of the Company on a regular basis, listening to reports from the management, communicating with intermediaries, such as the head of the internal audit institution and the accounting firm that undertakes the audit services of the Company, conducting on-site inspections, and communicating with the minority shareholders.

No.	Original Article	Amended Article
14	**Article 30** Independent directors shall report to stock exchange in a timely manner upon occurrence of any of the following circumstances: …… (iv) where the board of directors fails to take effective measures after receiving report regarding the suspected violations of laws and regulations by the Company or its directors, supervisors or senior management; ……	**Article 30** Independent directors shall report to stock exchange in a timely manner upon occurrence of any of the following circumstances: …… (iv) where the board of directors fails to take effective measures after receiving report regarding the suspected violations of laws and regulations by the Company or its directors~~, supervisors~~ or senior management; ……
15	**Article 31** Independent directors shall submit their annual work report at the annual general meeting of the Company and make a statement on fulfillment of their duties. The annual work report of independent directors shall be disclosed at the latest when the Company gives notice of its annual general meeting. The annual report on work shall include the following contents: (i) number of times, ways and votes of attending the meetings of the board of directors, and number of times attending the general meetings throughout the year; …… The annual work report of independent directors shall be disclosed at the latest when the Company gives notice of its annual general meeting.	**Article 31** Independent directors shall submit their annual work report at the annual general meeting of the Company and make a statement on fulfillment of their duties. ~~The annual work report of independent directors shall be disclosed at the latest when the Company gives notice of its annual general meeting.~~ The annual report on work shall include the following contents: (i) number of times, ways and votes of attending the meetings of the board of directors, and number of times attending the general meetings throughout the year; …… The annual work report of independent directors shall be disclosed at the latest when the Company gives notice of its annual general meeting.

No.	Original Article	Amended Article
16	**Article 39** The Company shall give the independent directors allowances commensurate with their duties, the standard of which shall be determined by the board of directors, considered and approved by general meeting, and disclosed in the Company's annual report. ……	**Article 39** The Company shall give the independent directors allowances commensurate with their duties, the standard of which shall be determined by the board of directors, considered and approved by general meeting, and disclosed in the Company's annual report. ……
17	**Article 41** The Board of the Company reserves the right to interpret these procedures, which shall come into force on the date of its issuance.	**Article 41** The Board of the Company reserves the right to interpret these procedures, which shall come into force on the date of ~~its issuance~~ approval by the general meeting.

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安徽皖通高速公路股份有限公司
ANHUI EXPRESSWAY COMPANY LIMITED

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

(Stock Code: 995)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an extraordinary general meeting (the "**EGM**") of Anhui Expressway Company Limited (the "**Company**") will be held at 2:30 p.m. on 28 November 2025 (Friday) at the conference room of the Company at 520 Wangjiang West Road, Hefei, Anhui, the People's Republic of China. Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the circular of the Company dated 10 November 2025.

The following matters will be dealt with in the forthcoming EGM:

SPECIAL RESOLUTIONS

1. To approve amendments to the Articles of Association, including the abolishment of the supervisory committee, the repeal of the Rules of Procedures of the Supervisory Committee and alteration to the registered capital of the Company.

2. To approve the amendments to the Rules of Procedures of General Meeting of the Company.

3. To approve the amendments to the Rules of Procedures of the Board of Directors of the Company.

ORDINARY RESOLUTION

4. To approve the amendments to the Working Procedures for Independent Directors of the Company.

By order of the Board
Anhui Expressway Company Limited
Jian Xuegen
Company Secretary

Hefei, Anhui, the PRC
10 November 2025

As at the date of this notice, the Board of the Company comprises Wang Xiaowen (chairman), Yu Yong, Chen Jiping and Wu Changming as executive directors, Yang Xudong and Yang Jianguo as non-executive directors, and Zhang Jianping, Lu Taiping and Zhao Jianli as independent non-executive directors.

Notes:

I. Meeting Attendees

Any Shareholders who hold Shares in the Company and whose names appeared on the register of the Company at the close of trading on 25 November 2025 (Tuesday) are entitled to attend the EGM.

II. Proxy

1. Any Shareholder who is eligible to attend the EGM and to vote thereat shall have the right to appoint in writing one or more persons (who may or may not be a Shareholder(s)) as his proxy(ies) to attend and to vote at the EGM. After filling in the form of proxy and returning the same, the proxy(ies) may attend and vote at the EGM. In case of more than one proxy appointed by a Shareholder, such proxies may exercise their voting rights only when the relevant resolution is put to the vote on a poll.

2. The appointment of a proxy should be made through a written instrument signed by the Shareholder or by his/her/its agent as authorized in writing. In the event such instrument is signed by the authorized agent of the appointor, such authorization or other authority that authorizes such signatory shall be notarized. To be valid, such notarized authorization or other authorization together with the instrument shall be deposited, in the case of holders of A Shares, at the registered office of the Company at 520 Wangjiang West Road, Hefei, Anhui, the PRC or, in the case of holders of H Shares, at the registrar of H Shares of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, 24 hours before the time for holding the EGM.

III. It is expected that the EGM will take half a day. The Shareholders or their proxies who attend the EGM should bear their own accommodation and traveling expenses.

IV. The register of the holders of H Shares of the Company will be closed from 25 November 2025 (Tuesday) to Friday, 28 November 2025 (both days inclusive), during which period no transfer of H Shares of the Company will be registered. In order for the holders of H Shares to qualify for attending the EGM of the Company, all share certificates with completed transfer forms must be lodged with the Company's H Share registrar, i.e. Computershare Hong Kong Investor Services Limited, not later than 4:30 p.m. on 24 November 2025 (Monday).

The address of the H Share registrar in Hong Kong:

Computershare Hong Kong Investor Services Limited
Shops 1712–1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong

V. Office address of the Company: 520 Wangjiang West Road, Hefei, Anhui, the PRC

Tel: 86-551-65338697, 63738923, 63738922, 63738989
Fax: 86-551-65338696
Contact persons: Wu Changming, Ding Yu

VI. Matters of concern for voting

1. For the purpose of the EGM, a vote may be cast by way of voting in the physical meeting (for holders of H Shares and holders of A Shares) or online voting (for holders of A Shares only). The system of online voting, the beginning day and the ending day, as well as the voting time, are as follows:

   System for online voting: Shanghai Stock Exchange Online Voting System for Shareholders' General Meetings

   The time at which the period for online voting begins and ends: from 28 November 2025 to 28 November 2025

   The time for voting on the voting platform of the Shanghai Stock Exchange Online Voting System is the trading period, that is, 9:15–9:25, 9:30–11:30 and 13:00–15:00, of the day on which the EGM is convened. The time for voting on the Internet voting platform is 9:15–15:00 on the day on which the EGM is convened.

2. Any vote in relation to accounts in respect of margin trading and securities lending, refinancing, buyback agreement business and investors of the Northbound Trading Link shall be cast in accordance with the provisions of the Rules of Implementation of the Shanghai Stock Exchange Limited for Online Voting in Shareholders' General Meetings of Listed Companies and other relevant regulations.

3. Any holder of A Shares of the Company who would like to cast his or her vote through the Shanghai Stock Exchange Online Voting System for Shareholders General Meetings could either log in the voting platform of the exchange's system (through the terminus of any specified securities trading company) or the internet voting platform (URL: vote.sseinfo.com) to vote. Any investor who logs in the internet voting platform to vote for the first time is required to have his or her identity as a Shareholder verified. For details, please refer to the instructions for the internet voting platform on the website.

4. Any holder of A Shares of the Company under more than one Shareholder's account may vote using any of the said accounts through the Shanghai Stock Exchange Online Voting System for Shareholders' General Meetings. After voting, such a Shareholder is deemed to have cast his or her votes in the same way in respect of all the ordinary Shares of the same class held under his or her said accounts.

5. For holder of A Shares, if the same vote is cast more than once by way of voting in the physical meeting, via Shanghai Stock Exchange Online Voting System or otherwise, the vote first in time prevails.

6. For online voting, submission can only be made after the Shareholder has voted on all the resolution(s).

7. In accordance with the Company Law of the People's Republic of China and the articles of association of the Company, shareholder(s) individually or jointly holding 1% or more of the shares of the Company may put forward provisional proposals at a general meeting. The contents of the provisional proposals shall meet the requirements of the articles of association of the Company and regulatory rules in the place where the shares are listed (including review on qualifications of serving as independent non-executive directors, etc.).