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北京汽車股份有限公司
BAIC MOTOR CORPORATION LIMITED*
(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1958)

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR THE SHAREHOLDERS' MEETINGS
AND
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR THE BOARD**

This announcement is made pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company hereby announces that, in order to better satisfy the requirements of corporate governance and compliance operations, it is proposed that the articles of association of the Company (the “**Articles of Association**”) be amended to pursuant to the Company Law of the People's Republic of China, the latest Guidelines on the Articles of Listed Companies (《上市公司章程指引》), the consultation conclusions of the Proposals to Further Expand the Paperless Listing Regime and Other Rule Amendments published by Stock Exchange and in light of the actual situations of the Company. It is also proposed to amend the rules of procedures for the shareholders' meetings of the Company (the “**Rules of Procedures for the Shareholders' Meetings**”) and the rules of procedures for the Board (the “**Rules of Procedures for the Board**”, together with the Articles of Association and the Rules of Procedures for the Shareholders' Meetings, the “**Documents**”) accordingly. Upon taking effect of the amendments to the Articles of Association, the board of supervisors of the Company (the “**Board of Supervisors**”) shall be formally dissolved, with its relevant responsibilities assumed by the audit committee of the Company and the duties of supervisors of the members of the original Board of Supervisors shall be naturally dispensed with. The rules of procedures for the Board of Supervisors shall be repealed simultaneously. Such proposed amendments to the Documents shall be further proposed and subject to the approval of the shareholders' meeting of the Company (the “**Shareholders' Meeting**”).

Details of the aforementioned proposed amendments are set out in Appendices I to III to this announcement.

The Company will send the circular and notice of the Shareholders' Meeting in relation to the aforementioned proposed amendments to the shareholders of the Company in due course.

The Documents are written in Chinese without an official English version. Therefore, any English translation is for reference only. In case of inconsistency, the Chinese version shall prevail.

By Order of the Board
BAIC Motor Corporation Limited
Yu Dan
Secretary to the Board and Company Secretary

Beijing, the PRC, 21 November 2025

As at the date of this announcement, the Board comprises Mr. Wang Hao, as Chairman of the Board and executive Director; Mr. Hu Hanjun and Mr. Chen Hongliang, as non-executive Directors; Mr. Song Wei, as executive Director; Mr. Peng Jin, Mr. Ye Qian, Mr. Paul Gao, Mr. Kevin Walter Binder, Mr. Gu Tiemin and Mr. Sun Li, as non-executive Directors; and Ms. Yin Yuanping, Mr. Xu Xiangyang, Mr. Tang Jun, Mr. Edmund Sit and Mr. Ji Xuehong, as independent non-executive Directors.

* *For identification purposes only*

APPENDIX I: SPECIFIC PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original	Revised
1.	Article 11 These Articles is binding on the Company and its shareholders, members of the party committee of BAIC Motor Corporation Limited (the “Company Party Committee”) and members of the party discipline inspection committee of BAIC Motor Corporation Limited (the “Company Discipline Inspection Committee”), directors, supervisors, president and other senior management, all of whom are entitled to claim rights regarding the affairs of the Company in accordance with these Articles. According to these Articles, a shareholder may take legal action against the Company, other shareholders, the directors, supervisors, president and other senior management of the Company, and the Company may also take legal action against shareholders, directors, supervisors, president and other senior management of the Company. 	Article 11 These Articles is binding on the Company and its shareholders, members of the party committee of BAIC Motor Corporation Limited (the “Company Party Committee”) and members of the party discipline inspection committee of BAIC Motor Corporation Limited (the “Company Discipline Inspection Committee”), directors, supervisors, president and other senior management, all of whom are entitled to claim rights regarding the affairs of the Company in accordance with these Articles. According to these Articles, a shareholder may take legal action against the Company, other shareholders, the directors, supervisors, president and other senior management of the Company, and the Company may also take legal action against shareholders, directors, supervisors, president and other senior management of the Company.

No.	Original	Revised
2.	Article 14 The scope of business of the Company covers: manufacture of automobiles, components and accessories, which is only operated by its branches; sales of self-manufactured products; development of technologies, technical services and consultation; economic information consultation; equipment installation; import and export of goods and technologies and import and export business agent. (The market entity shall select business items and carry out operating activities at its own discretion in accordance with the law; for items subject to approval in accordance with the laws, operating activities can only be conducted upon approval by relevant authorities and to the extent authorized by such approval; it is not allowed to engage in operating activities prohibited or restricted by industrial policies of the state and the municipality.) 	Article 14 The scope of business of the Company covers: <u>road motor vehicle production, manufacture of automobile components and accessories; automobile sales; retail of automobile components; wholesale of automobile components; technical services, development of technologies, technical consultation, technology exchange, technology transfer, technology promotion; information consultation services (excluding licensed information consultation services); general machinery and equipment installation services; import and export of goods, import and export of technology, import and export business agent.</u> (The market entity shall select business items and carry out operating activities at its own discretion in accordance with the law; for items subject to approval in accordance with the laws, operating activities can only be conducted upon approval by relevant authorities and to the extent authorized by such approval; it is not allowed to engage in operating activities prohibited or restricted by industrial policies of the state and the municipality.)manufacture of automobiles, components and accessories, which is only operated by its branches; sales of self-manufactured products; development of technologies, technical services and consultation; economic information consultation; equipment installation; import and export of goods and technologies and import and export business agent. (The market entity shall select business items and carry out operating activities at its own discretion in accordance with the law; for items subject to approval in accordance with the laws, operating activities can only be conducted upon approval by relevant authorities and to the extent authorized by such approval; it is not allowed to engage in operating activities prohibited or restricted by industrial policies of the state and the municipality.)

No.	Original	Revised																																										
3.	Article 21 The shareholding percentage of the investors of the Company is as follows: <table> <tr> <th>Name of the Investors</th><th>Number of Shares Held (Shares)</th><th>Shareholding Percentage</th></tr> <tr> <td>Beijing Automotive Group Co., Ltd.</td><td>3,716,659,704</td><td>46.369%</td></tr> <tr> <td>.....</td><td></td><td></td></tr> <tr> <td>Shenzhen Benyuan Jinghong Equity Investment Fund (Limited Partner)</td><td>42,138,918</td><td>0.526%</td></tr> <tr> <td>.....</td><td></td><td></td></tr> <tr> <td>Anhui Guoyuan Capital Co., Ltd.</td><td>6,404,272</td><td>0.080%</td></tr> <tr> <td>.....</td><td></td><td></td></tr> </table>	Name of the Investors	Number of Shares Held (Shares)	Shareholding Percentage	Beijing Automotive Group Co., Ltd.	3,716,659,704	46.369%				Shenzhen Benyuan Jinghong Equity Investment Fund (Limited Partner)	42,138,918	0.526%				Anhui Guoyuan Capital Co., Ltd.	6,404,272	0.080%				Article 21 The shareholding percentage of the investors of the Company is as follows: <table> <tr> <th>Name of the Investors</th><th>Number of Shares Held (Shares)</th><th>Shareholding Percentage</th></tr> <tr> <td>Beijing Automotive Group Co., Ltd.</td><td>3,716,659,704</td><td>46.369%</td></tr> <tr> <td>.....</td><td></td><td></td></tr> <tr> <td>Shenzhen Benyuan Jinghong Equity Investment Fund (Limited Partner)</td><td>42,138,918</td><td>0.526%</td></tr> <tr> <td>.....</td><td></td><td></td></tr> <tr> <td>Anhui Guoyuan <u>Lianyuan</u> Capital Co., Ltd.</td><td>6,404,272</td><td>0.080%</td></tr> <tr> <td>.....</td><td></td><td></td></tr> </table>	Name of the Investors	Number of Shares Held (Shares)	Shareholding Percentage	Beijing Automotive Group Co., Ltd.	3,716,659,704	46.369%				Shenzhen Benyuan Jinghong Equity Investment Fund (Limited Partner)	42,138,918	0.526%				Anhui Guoyuan <u>Lianyuan</u> Capital Co., Ltd.	6,404,272	0.080%			
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4.	Article 23 The Company may, based on its requirements for operation and development needs and in accordance with applicable laws and regulations and with the approval by resolution at the shareholders' meeting, increase its registered capital by the following methods: (1) public issuance of shares; (2) non-public issuance of shares; (3) by bonus issue to existing shareholders; (4) by converting capital reserves into share capital; or (5) other ways as permitted by laws and administrative regulations and approval by CSRC and other relevant regulatory authorities.	Article 23 The Company may, based on its requirements for operation and development needs and in accordance with applicable laws and regulations and with the approval by resolution at the shareholders' meeting, increase its registered capital by the following methods: (1) public issuance of shares <u>to non-specific investors;</u> (2) non-public issuance of shares <u>to specific investors;</u> (3) by bonus issue to existing shareholders; (4) by converting capital reserves into share capital; or (5) other ways as permitted by laws and administrative regulations and approval by CSRC and other relevant regulatory authorities.																																										

No.	Original	Revised
5.	Article 26 Directors, supervisors and senior management shall report to the Company their shareholdings in the Company and changes in their shareholdings. The shares transferred by them in a particular year during their term of office as determined at the time of assuming office shall not exceeded 25% of the total shares being held and the shares they held in the Company shall not be transferred within one year from the listing date of the shares and within half a year after their terms of office. The transfer restriction on H shares shall also be subject to the relevant requirements of the Main Board Listing Rules of Hong Kong Stock Exchange.	Article 26 Directors,supervisors and senior management shall report to the Company their shareholdings in the Company and changes in their shareholdings. The shares transferred by them in a particular year during their term of office as determined at the time of assuming office shall not exceeded 25% of the total shares being held and the shares they held in the Company shall not be transferred within one year from the listing date of the shares and within half a year after their terms of office. The transfer restriction on H shares shall also be subject to the relevant requirements of the Main Board Listing Rules of Hong Kong Stock Exchange.
6.	Article 34 In the event of any violation against Article 32 of these Articles and preceding provisions of which causes losses to the Company, the responsible directors, supervisors and senior management shall be liable for compensation.	Article 34 In the event of any violation against Article 32 of these Articles and preceding provisions of which causes losses to the Company, the responsible directors,supervisors and senior management shall be liable for compensation.

No.	Original	Revised
7.	Article 46 Where the Company incurs losses as a result of directors' and senior management members' violation of the laws, regulations or these Articles in the course of performing their duties with the Company, shareholders individually or jointly holding 1% or more of the Company's shares for more than 180 consecutive days shall be entitled to request in writing the board of supervisors to initiate proceedings in the court. Where the Company incurs losses as a result of the board of supervisors' violation of any provision of laws, regulations or these Articles in the course of performing its duties with the Company, the shareholders shall be entitled to make a request in writing to the board of directors to initiate proceedings in the court. In the event that the board of supervisors or the board of directors refuses to initiate proceedings after receiving the written request of shareholders stated in the foregoing paragraph, or fails to initiate such proceedings within thirty days from the date on which such request is received, or in case of emergency where failure to initiate such proceedings immediately will result in irreparable damage to the Company's interests, shareholders described in the preceding paragraph shall have the right to initiate proceedings in the court directly in their own names in the interest of the Company. 	Article 46 Where the Company incurs losses as a result of directors' and senior management members' <u>(other than the members of the audit committee)</u> violation of the laws, regulations or these Articles in the course of performing their duties with the Company, shareholders individually or jointly holding 1% or more of the Company's shares for more than 180 consecutive days shall be entitled to request in writing the board of supervisors <u>audit committee</u> to initiate proceedings in the court. Where the Company incurs losses as a result of the board of supervisors <u>members of the audit committee</u>' violation of any provision of laws, regulations or these Articles in the course of performing its duties with the Company, the shareholders shall be entitled to make a request in writing to the board of directors to initiate proceedings in the court. In the event that the board of supervisors <u>audit committee</u> or the board of directors refuses to initiate proceedings after receiving the written request of shareholders stated in the foregoing paragraph, or fails to initiate such proceedings within thirty days from the date on which such request is received, or in case of emergency where failure to initiate such proceedings immediately will result in irreparable damage to the Company's interests, shareholders described in the preceding paragraph shall have the right to initiate proceedings in the court directly in their own names in the interest of the Company.

No.	Original	Revised
8.	Article 48 The ordinary shareholders of the Company shall assume the following obligations: (1) to abide by the laws, administrative regulations and these Articles; (2) to pay subscription monies according to the number of shares subscribed and the method of subscription; (3) to be responsible for the Company to the extent of the shares they have subscribed for; (4) not to divest the shares unless required by the laws and regulations; 	Article 48 The ordinary shareholders of the Company shall assume the following obligations: (1) to abide by the laws, administrative regulations and these Articles; (2) to pay subscription monies according to the number of shares subscribed and the method of subscription; (3) to be responsible for the Company to the extent of the shares they have subscribed for; (4) not to divest the shares withdraw their share capital unless required by the laws and regulations;
9.	Article 52 The shareholders' meeting exercises the following functions and powers: (1) to elect or remove the directors and supervisors who are not representatives of the employees, and to decide on matters relevant to remuneration of directors and supervisors; (2) to consider and approve reports of the board of directors; (3) to consider and approve reports of the board of supervisors; (4) to consider and approve proposals for profit distribution and for recovery of losses of the Company; (5) to decide on increase and reduction of the registered capital of the Company; (6) to decide on bond issuances of the Company;	Article 52 The shareholders' meeting exercises the following functions and powers: (1) to elect or remove the directors and supervisors who are not representatives of the employees, and to decide on matters relevant to remuneration of directors and supervisors; (2) to consider and approve reports of the board of directors; (3) to consider and approve reports of the board of supervisors; (4) (3) to consider and approve proposals for profit distribution and for recovery of losses of the Company; (5) (4) to decide on increase and reduction of the registered capital of the Company; (6) (5) to decide on bond issuances of the Company;

No.	Original	Revised
	(7) to decide on merger, division, dissolution and liquidation of the Company and changes in the form of the Company; (8) to amend these Articles; (9) to decide on the appointment and dismissal of accounting firms which provide audit services for annual financial statements of the Company; (10) to consider and approve the guarantees as provided in Article 54; (11) to consider and approve the acquisition or disposals of material assets of the Company within a year exceeding 30% of the latest audited total assets for the year; (12) to consider and approve share option schemes; (13) to consider and approve pledge of assets, investments and entrusted wealth management of assets exceeding 50% of the latest audited net assets of the Company and connected transaction with an amount exceeding 20% of latest audited net assets of the Company; (14) to consider and approve the proposals submitted by shareholders severally or jointly holding 1% or more of the voting shares of the Company; (15) to consider and approve other matters required to be resolved by the shareholders' meeting by the laws, regulations, departmental rules or these Articles.	(7) to decide on merger, division, dissolution and liquidation of the Company and changes in the form of the Company; (8) to amend these Articles; (9) to decide on the appointment and dismissal of accounting firms which provide audit services for annual financial statements of the Company; (10) to consider and approve the guarantees as provided in Article 54; (11) to consider and approve the acquisition or disposals of material assets of the Company within a year exceeding 30% of the latest audited total assets for the year; (12) to consider and approve share option schemes; (13) to consider and approve pledge of assets, investments and entrusted wealth management of assets exceeding 50% of the latest audited net assets of the Company and connected transaction with an amount exceeding 20% of latest audited net assets of the Company; (14) to consider and approve the proposals submitted by shareholders severally or jointly holding 1% or more of the voting shares of the Company; (15) to consider and approve other matters required to be resolved by the shareholders' meeting by the laws, regulations, departmental rules or these Articles.

No.	Original	Revised
10.	Article 55 The board of directors shall convene an extraordinary shareholders' meeting within two months of the occurrence of any one of the followings: (4) whenever the board of directors deems necessary or the board of supervisors so requests; or (5) other circumstances specified in laws, regulations, departmental regulations or these Articles.	Article 55 The board of directors shall convene an extraordinary shareholders' meeting within two months of the occurrence of any one of the followings: (4) whenever the board of directors deems necessary or the board of supervisors <u>audit committee</u> so requests; or (5) other circumstances specified in laws, regulations, departmental regulations or these Articles.
11.	Article 56 Provided that the legality and validity of the shareholders' meeting are ensured, the Company may convene and vote at shareholders' meetings through electronic communication means, in accordance with the provisions of laws, administrative regulations, the stock exchange where the Company's shares are listed, relevant regulatory authorities, and these Articles, where technically feasible. The shareholders that have participated in the meeting through access of any preceding means shall be deemed as having attended the meeting.	Article 56 Provided that the legality and validity of the shareholders' meeting are ensured, the Company may convene and vote at shareholders' meetings through electronic communication means, in accordance with the provisions of laws, administrative regulations, the stock exchange where the Company's shares are listed, relevant regulatory authorities, and these Articles, where technically feasible. <u>the Company may also facilitate shareholders to attend shareholders' meetings by electronic means.</u> The shareholders that have participated in the meeting through access of any preceding means shall be deemed as having attended the meeting-, <u>they also have the right to speak and vote at shareholders' meetings.</u>

No.	Original	Revised
12.	Article 58 In a shareholders' meeting of the Company, the board of directors, board of supervisors, half or more independent directors and shareholders individually or collectively holding more than 1% of the total shares of the Company are entitled to propose proposals to the Company. Shareholders individually or collectively holding 1% or more of the shares of the Company may submit any extraordinary proposals in writing to the convener of the meeting within 10 days prior to the date of the shareholders' meeting. The convener shall issue supplemental notice of shareholders' meeting announcing the details of such extraordinary proposals within two days upon the receipt of the proposals. 	Article 58 In a shareholders' meeting of the Company, the board of directors, board of supervisors <u>audit committee</u>, half or more independent directors and shareholders individually or collectively holding more than 1% of the total shares of the Company are entitled to propose proposals to the Company. Shareholders individually or collectively holding 1% or more of the shares of the Company may submit any extraordinary proposals in writing to the convener of the meeting within 10 days prior to the date of the shareholders' meeting. The convener shall issue supplemental notice of shareholders' meeting announcing the details of such extraordinary proposals within two days upon the receipt of the proposals, <u>and submit the extraordinary proposals to the shareholders' meeting for consideration, unless the extraordinary proposals violate the provisions of the laws, administrative regulations and these Articles, or do not fall within the scope of the shareholders' meeting.</u>

No.	Original	Revised
13.	Article 59 The notice of a shareholders' meeting shall meet the following criteria: (5) it shall disclose the nature and degree of the material interest of any director, supervisor, the president and other senior management in the matters to be considered. In case that the impact of the matters to be considered on such director, supervisor, president and other senior management as a shareholder is different from that on other holders of the same class of shares, the difference shall be explained; 	Article 59 The notice of a shareholders' meeting shall meet the following criteria: (5) it shall disclose the nature and degree of the material interest of any director, supervisor, the president and other senior management in the matters to be considered. In case that the impact of the matters to be considered on such director, supervisor, president and other senior management as a shareholder is different from that on other holders of the same class of shares, the difference shall be explained;
14.	Article 60 Where the elections of director and supervisor will be discussed at the shareholders' meeting, the notices of the shareholders' meeting shall contain the details of the candidates of directors and supervisors including the following particulars: 	Article 60 Where the elections of director and supervisor will be discussed at the shareholders' meeting, the notices of the shareholders' meeting shall contain the details of the candidates of directors and supervisors including the following particulars:
15.	Article 68 The chairman of the meeting shall announce the number of shareholders and proxies present at the meeting and the total number of voting shares held by them before voting. The record of the meeting which states the number of shareholders and proxies present at the meeting and the total number of voting shares held by them shall prevail.	Article 68 The chairman of the meeting shall announce the number of shareholders and proxies present at the meeting and the total number of voting shares held by them before voting. The record of the meeting which states the number of shareholders and proxies present at the meeting and the total number of voting shares held by them shall prevail.

No.	Original	Revised
16.	Article 72 The following resolutions shall be adopted as ordinary resolutions at a shareholders' meeting: (1) working reports of the board of directors and board of supervisors; (2) profit distribution proposals and plans for making up losses formulated by the board of directors; (3) election and dismissal of directors and non-employee representative supervisors, and their remuneration and payment method;	Article 72 The following resolutions shall be adopted as ordinary resolutions at a shareholders' meeting: (1) working reports of the board of directors and board of supervisors; (2) profit distribution proposals and plans for making up losses formulated by the board of directors; (3) election and dismissal of directors <u>who are non-employee representatives</u> and non-employee representative supervisors, and their remuneration and payment method;
17.	Article 75 When shareholders or the board of supervisors request for the convening of an extraordinary shareholders' meeting or any class meeting, the following procedures shall be followed: (1) Shareholder(s) who individually or jointly hold 10% or more of the shares carrying the right to vote at the meeting or the board of supervisors can request the board of directors to convene an extraordinary shareholders' meeting or class meeting by signing one or several copies of written request(s) in the same form and content, and stating the motions proposed. The amount of shares referred to above shall be calculated as at the date of making the request. The board of directors shall furnish a written reply stating its agreement or disagreement to the convening of the extraordinary shareholders' meeting or a class meeting within 10 days after receiving such proposal.	Article 75 When shareholders or the board of supervisors <u>audit committee</u> request for the convening of an extraordinary shareholders' meeting or any class meeting, the following procedures shall be followed: (1) Shareholder(s) who individually or jointly hold 10% or more of the shares carrying the right to vote at the meeting or the board of supervisors <u>audit committee</u> can request the board of directors to convene an extraordinary shareholders' meeting or class meeting by signing one or several copies of written request(s) in the same form and content, and stating the motions proposed. The amount of shares referred to above shall be calculated as at the date of making the request. The board of directors shall furnish a written reply stating its agreement or disagreement to the convening of the extraordinary shareholders' meeting or a class meeting within 10 days after receiving such proposal.

No.	Original	Revised
	(2) In the event that the board of directors agrees to convene an extraordinary shareholders' meeting or a class meeting, the notice of the shareholders' meeting or a class meeting shall be issued within five days after the passing of the relevant resolution of the board of directors. Any change to the original proposal made in the notice requires prior approval of the original proposer concerned. (3) If the board of directors disagrees with the board of supervisors' proposal to convene an extraordinary shareholders' meeting or a class meeting, or fails to provide feedback within 10 days of receiving the request, it shall be deemed that the board of directors is unable or unwilling to perform its duty to convene such meetings. In this case, the board of supervisors may convene and preside over the meeting itself. The procedures for convening the meeting should, as far as possible, be the same as those for meetings convened by the board of directors. (4) If the board of directors disagrees with the request of shareholders to convene an extraordinary shareholders' meeting or a class meeting, or fails to provide feedback within 10 days of receiving the request, the relevant shareholders shall have the right to propose in writing to the board of supervisors to convene an extraordinary shareholders' meeting or a class meeting.	(2) In the event that the board of directors agrees to convene an extraordinary shareholders' meeting or a class meeting, the notice of the shareholders' meeting or a class meeting shall be issued within five days after the passing of the relevant resolution of the board of directors. Any change to the original proposal made in the notice requires prior approval of the original proposer concerned. (3) If the board of directors disagrees with the board of supervisors audit committee' proposal to convene an extraordinary shareholders' meeting or a class meeting, or fails to provide feedback within 10 days of receiving the request, it shall be deemed that the board of directors is unable or unwilling to perform its duty to convene such meetings. In this case, the board of supervisors audit committee may convene and preside over the meeting itself. The procedures for convening the meeting should, as far as possible, be the same as those for meetings convened by the board of directors. (4) If the board of directors disagrees with the request of shareholders to convene an extraordinary shareholders' meeting or a class meeting, or fails to provide feedback within 10 days of receiving the request, the relevant shareholders shall have the right to propose in writing to the board of supervisors audit committee to convene an extraordinary shareholders' meeting or a class meeting.

No.	Original	Revised
	(5) If the board of supervisors agrees to convene an extraordinary shareholders' meeting or a class meeting, it shall issue a notice of the meeting within 5 days of receiving the request. Any changes to the original request in the notice must be approved by the original proposer. (6) If the board of supervisors fails to issue a notice of the shareholders' meeting or a class meeting within the prescribed period, it shall be deemed that the board of supervisors is not convening or presiding over the shareholders' meeting or class meeting. In such a case, shareholders who individually or collectively hold more than 10% of the Company's voting shares for more than 90 consecutive days may convene and preside over the meeting themselves. The procedures for convening the meeting should, as far as possible, be the same as those for meetings convened by the board of directors. All reasonable expenses incurred for such meeting convened by the shareholders as a result of the failure of the board of directors to convene a meeting as required by the above request(s) shall be borne by the Company and be set off against sums owed by the Company to the defaulting directors.	(5) If the board of supervisors <u>audit committee</u> agrees to convene an extraordinary shareholders' meeting or a class meeting, it shall issue a notice of the meeting within 5 days of receiving the request. Any changes to the original request in the notice must be approved by the original proposer. (6) If the board of supervisors <u>audit committee</u> fails to issue a notice of the shareholders' meeting or a class meeting within the prescribed period, it shall be deemed that the board of supervisors <u>audit committee</u> is not convening or presiding over the shareholders' meeting or class meeting. In such a case, shareholders who individually or collectively hold more than 10% of the Company's voting shares for more than 90 consecutive days may convene and preside over the meeting themselves. The procedures for convening the meeting should, as far as possible, be the same as those for meetings convened by the board of directors. All reasonable expenses incurred for such meeting convened by the shareholders <u>or the audit committee</u> as a result of the failure of the board of directors to convene a meeting as required by the above request(s) shall be borne by the Company and be set off against sums owed by the Company to the defaulting directors.

No.	Original	Revised
18.	Article 76 All directors, supervisors and the secretary to the board of directors shall attend the shareholders' meeting, whereas the president and other senior management shall be present at the meeting.	Article 76 All directors, supervisors and the secretary to the board of directors shall attend the shareholders' meeting, whereas the president and other senior management shall be present at the meeting.
19.	Article 77 The chairman of the board of supervisors shall preside over the shareholders' meetings convened by the board of supervisors at its sole discretion. In the event that the chairman of the board of supervisors is unable to or fails to fulfill the required obligations, the meeting may be presided over by more than half of the supervisors may jointly elect a supervisor to preside over the meeting as chairman. For the shareholders' meetings convened by shareholders, the conveners shall nominate a representative to preside over the meeting. For the shareholders' meetings convened by shareholders, the conveners shall nominate a representative to preside over the meeting. In the event that the chairman of the meeting violates the rules of procedures that results in the shareholders' meeting being unable to continue, upon approval by the shareholders representing more than half of the voting rights present at the meeting, a person may be elected to chair the shareholders' meeting and the meeting shall continue. If, for any reason, the shareholders fail to elect one to be the chairman, the attending shareholder (or his proxy) who holds the most voting shares shall be the chairman.	Article 77 The chairman of the board of supervisors <u>audit committee</u> shall preside over the shareholders' meetings convened by the board of supervisors <u>audit committee</u> at its sole discretion. In the event that the chairman of the board of supervisors <u>audit committee</u> is unable to or fails to fulfill the required obligations, the meeting may be presided over by more than half of the supervisors <u>members of audit committee</u> may jointly elect a supervisor <u>member of audit committee</u> to preside over the meeting as chairman. For the shareholders' meetings convened by shareholders, the conveners shall nominate a representative to preside over the meeting. For the shareholders' meetings convened by shareholders, the conveners shall nominate a representative to preside over the meeting. In the event that the chairman of the meeting violates the rules of procedures that results in the shareholders' meeting being unable to continue, upon approval by the shareholders representing more than half of the voting rights present at the meeting, a person may be elected to chair the shareholders' meeting and the meeting shall continue. If, for any reason, the shareholders fail to elect one to be the chairman, the attending shareholder (or his proxy) who holds the most voting shares shall be the chairman.

No.	Original	Revised
20.	Article 80 The list of candidates for directors and non-employee representative supervisors shall be submitted to the shareholders' meeting for voting in form of a resolution.	Article 80 The list of candidates for <u>non-employee representative</u> directors and non-employee representative supervisors shall be submitted to the shareholders' meeting for voting in form of a resolution.
21.	Article 81 The approach and procedures for nomination of candidates for directors and supervisors are as follow: (1) Shareholder(s) individually or jointly holding more than 1% of the total issued and outstanding voting shares of the Company may propose in writing to the shareholders' meeting for the nomination of candidates for non-employee representative directors and supervisors. However, the number of candidates proposed shall comply with these Articles, and shall not be more than the number to be elected. The aforesaid proposal of the shareholders should be served to the Company at least 10 business days before the date of the shareholders' meeting. (2) The list of candidates for directors and supervisors shall be proposed by the board of directors and the board of supervisors for the consideration of the board of directors and board of supervisors respectively, and the number of candidates to be proposed shall be within the number stipulated in these Articles. The list of candidates for directors and supervisors shall be submitted to the shareholders' meeting by way of a written proposal after being considered and adopted by the board of directors and board of supervisors.	Article 81 The approach and procedures for nomination of candidates for <u>non-employee representative</u> directors and supervisors are as follow: (1) Shareholder(s) individually or jointly holding more than 1% of the total issued and outstanding voting shares of the Company may propose in writing to the shareholders' meeting for the nomination of candidates for non-employee representative directors and supervisors. However, the number of candidates proposed shall comply with these Articles, and shall not be more than the number to be elected. The aforesaid proposal of the shareholders should be served to the Company at least 10 business days before the date of the shareholders' meeting. (2) The list of candidates for <u>non-employee representative</u> directors and supervisors shall be proposed by the board of directors and the board of supervisors for the consideration of the board of directors and board of supervisors respectively, and the number of candidates to be proposed shall be within the number stipulated in these Articles. The list of candidates for <u>non-employee representative</u> directors and supervisors shall be submitted to the shareholders' meeting by way of a written proposal after being considered and adopted by the board of directors and board of supervisors.

No.	Original	Revised
	(3) The written notices for the intention to nominate a candidate for director or supervisor and the acceptance of nomination by such candidate and the written information of the nominated candidate shall be given to the Company no less than 10 business days prior to the date of the shareholders' meeting. The board of directors or board of supervisors shall provide shareholders with the biographical details and basic information of the candidates for directors and supervisors. (4) Voting for the election of each candidate for a director and supervisor shall be carried out separately in the shareholders' meeting. (5) Where there is a need to fill the casual vacancy of director or supervisor, the board of directors or board of supervisors shall submit a proposal to the shareholders' meeting for the election or change of a director or supervisor.	(3) The written notices for the intention to nominate a candidate for <u>non-employee representative</u> director or supervisor and the acceptance of nomination by such candidate and the written information of the nominated candidate shall be given to the Company no less than 10 business days prior to the date of the shareholders' meeting. The board of directors or board of supervisors shall provide shareholders with the biographical details and basic information of the candidates for <u>non-employee representative</u> directors and supervisors. (4) Voting for the election of each candidate for a <u>non-employee representative</u> director and supervisor shall be carried out separately in the shareholders' meeting. (5) Where there is a need to fill the casual vacancy of <u>non-employee representative</u> director or supervisor, the board of directors or board of supervisors shall submit a proposal to the shareholders' meeting for the election or change of a director or supervisor.
22.	Article 84 The voting right of the same shares shall be exercised only either by on-site voting, online voting or other means of voting. In case of multiple voting by the same shares, only the first vote will be deemed as valid.	Article 84 The voting right of the same shares shall be exercised only either by on-site voting, online <u>electronic</u> voting or other means of voting. In case of multiple voting by the same shares, only the first vote will be deemed as valid.

No.	Original	Revised
23.	Article 85 When the shareholders are voting on the resolutions, auditors, H-Share registrar or external accountants qualified to service as auditors, and supervisors of the Company shall be the scrutinisers. Voting result shall be announced forthwith by the chairman of the meeting, and shall be recorded in the minutes of meeting. The shareholders or their proxies voting through online or other means have the right to check their voting results through relevant voting systems.	Article 85 When the shareholders are voting on the resolutions, auditors, H-Share registrar or external accountants qualified to service as auditors, and supervisors of the Company shall be the scrutinisers. Voting result shall be announced forthwith by the chairman of the meeting, and shall be recorded in the minutes of meeting. The shareholders or their proxies voting through online electronic or other means have the right to check their voting results through relevant voting systems.
24.	Article 88 In the event that the votes are counted at the shareholders' meeting, the counting results shall be recorded in the minutes of the meeting. Minutes shall be kept of the decisions on the matters considered at the shareholders' meeting. The minutes of the meeting shall be signed by the directors, supervisors, the secretary to the board of directors, the conveners or their proxies and the presider of the meeting present at the meeting. The minutes of the meeting together with the attendance book for shareholders' signing and the proxy forms for proxies attending the meeting as well as valid information relating to the voting online or by other means shall be kept at the domicile of the Company and shall not be destroyed in 10 years.	Article 88 In the event that the votes are counted at the shareholders' meeting, the counting results shall be recorded in the minutes of the meeting. Minutes shall be kept of the decisions on the matters considered at the shareholders' meeting. The minutes of the meeting shall be signed by the directors, supervisors, the secretary to the board of directors, the conveners or their proxies and the presider of the meeting present at the meeting. The minutes of the meeting together with the attendance book for shareholders' signing and the proxy forms for proxies attending the meeting as well as valid information relating to the voting online by electronic means or by other means shall be kept at the domicile of the Company and shall not be destroyed in 10 years.

No.	Original	Revised
25.	Article 89 Where a resolution for the election of directors or supervisions is adopted at the shareholders' meeting, the term of office of the newly-elected directors and supervisors shall commence at the time when such resolution is adopted.	Article 89 Where a resolution for the election of directors or supervisions is adopted at the shareholders' meeting, the term of office of the newly-elected directors and supervisors shall commence at the time when such resolution is adopted.
26.	Article 99 The Company shall establish a Company Party Committee and a Company Discipline Inspection Committee. The offices of chairman and the secretary to the Company Party Committee shall be held by the same person in principle, and there shall be a deputy secretary mainly responsible for party construction work. Members of the Company Party Committee can join the board of directors, the board of supervisors and the management through legal procedures. Eligible members of the board of directors, the board of supervisors and the management can also join the Company Party Committee in accordance with relevant requirements and procedures. 	Article 99 The Company shall establish a Company Party Committee and a Company Discipline Inspection Committee. The offices of chairman and the secretary to the Company Party Committee shall be held by the same person in principle, and there shall be a deputy secretary mainly responsible for party construction work. Members of the Company Party Committee can join the board of directors, the board of supervisors and the management through legal procedures. Eligible members of the board of directors; the board of supervisors and the management can also join the Company Party Committee in accordance with relevant requirements and procedures.

No.	Original	Revised
27.	Article 100 The Company Party Committee shall perform the following responsibilities. (1) It shall supervise the implementation of guiding principles and policies of the party and the state and the decisions and arrangements of the party committee of the higher level in the Company. (2) It shall carry out work with focus on production and operation of the Company, and support the board of directors, the board of supervisors and managers in exercising their powers in accordance with the law. It shall support the work of the employee representative congress according to law, and hear opinions of employees in making significant decisions. Significant matters involving vital interests of employees shall be considered at the employee representative congress. 	Article 100 The Company Party Committee shall perform the following responsibilities. (1) It shall supervise the implementation of guiding principles and policies of the party and the state and the decisions and arrangements of the party committee of the higher level in the Company. (2) It shall carry out work with focus on production and operation of the Company, and support the board of directors, the board of supervisors audit committee and managers in exercising their powers in accordance with the law. It shall support the work of the employee representative congress according to law, and hear opinions of employees in making significant decisions. Significant matters involving vital interests of employees shall be considered at the employee representative congress.
28.	Article 101 The Company shall have a board of directors. The board of directors consists of 15 directors, including one chairman and five independent directors.	Article 101 The Company shall have a board of directors. The board of directors consists of 15 directors, including one chairman and, five independent directors and one employee representative director.
29.	Article 102 Directors shall be elected at shareholders' meeting with a term of office of 3 years each. Upon maturity of the term of office, a director shall be eligible to offer himself for re-election. 	Article 102 <u>Non-employee representative</u> Directors shall be elected at shareholders' meeting, and employee representative directors shall be elected by the Company's employees through democratic procedures such as the employee representative congress, employee general meeting, or other forms. with a A term of office of directors of the Company is 3 years each. Upon maturity of the term of office, a director shall be eligible to offer himself for re-election.

No.	Original	Revised
30.	Article 103 The approach and procedures for nomination of directors shall be implemented in accordance with the relevant requirements under Article 81 of these Articles.	Article 103 The approach and procedures for nomination of <u>non-employee representative</u> directors shall be implemented in accordance with the relevant requirements under Article 81 of these Articles.
31.	Article 117 Meetings of the board of directors shall be held regularly at least four times in each year and shall be convened by the chairman of the board of directors. An extraordinary board meeting may be convened upon the proposal of chairman of the board of directors, shareholders individually or jointly holding more than one tenth of the total number of shares carrying voting rights of the Company, more than one third of the directors, more than a half of the independent directors, president or the board of supervisors. Chairman of the board of directors shall convene and chair the board meeting within 10 days after receiving such proposal.	Article 117 Meetings of the board of directors shall be held regularly at least four times in each year and shall be convened by the chairman of the board of directors. An extraordinary board meeting may be convened upon the proposal of chairman of the board of directors, shareholders individually or jointly holding more than one tenth of the total number of shares carrying voting rights of the Company, more than one third of the directors, more than a half of the independent directors, president or the board of supervisors <u>audit committee</u>. Chairman of the board of directors shall convene and chair the board meeting within 10 days after receiving such proposal.

No.	Original	Revised
32.	Article 118 The notice of board meeting shall be served to all directors, supervisors and president by means of facsimile or email fourteen days before the date of the meeting (for regular meeting) or by means of written notice five days before the date of the meeting (for extraordinary meeting). In case of emergency, such notice may be waived from the time and content requirement for the notice of an extraordinary board meeting set out in these Articles, provided that an explanation shall be made at the meeting by the convener. In avoidance of doubt, the notice of the extraordinary board meeting under emergency conditions shall be in compliance with the matters set out in clauses (1), (2) and (4) of Article 119 and contain reasonable and necessary information such as reason and resolutions of the relevant meeting.	Article 118 The notice of board meeting shall be served to all directors, supervisors and president by means of facsimile or email fourteen days before the date of the meeting (for regular meeting) or by means of written notice five days before the date of the meeting (for extraordinary meeting). In case of emergency, such notice may be waived from the time and content requirement for the notice of an extraordinary board meeting set out in these Articles, provided that an explanation shall be made at the meeting by the convener. In avoidance of doubt, the notice of the extraordinary board meeting under emergency conditions shall be in compliance with the matters set out in clauses (1), (2) and (4) of Article 119 and contain reasonable and necessary information such as reason and resolutions of the relevant meeting.

No.	Original	Revised
33.	Article 126 Where necessary, the board of directors may establish relevant special committees such as the strategy and sustainability committee, remuneration committee, audit committee and nomination committee to provide advice and suggestions for the material decisions of the board of directors and the exercise of duties by the chairman of the board of directors within the scope of authorization of the board of directors. The board of directors shall formulate separate terms of reference for each of the special committees of the board of directors to determine the composition, duties and procedures of meetings of such special committees.	Article 126 <u>The board of directors of the Company has established the audit committee to exercise the functions and powers of the board of supervisors stipulated in the Company Law and the regulatory rules for the place where the Company's shares are listed. In addition to the establishment of the audit committee,</u> Where necessary, the board of directors may establish relevant special committees such as the strategy and sustainability committee, remuneration committee, audit committee and nomination committee to provide advice and suggestions for the material decisions of the board of directors and the exercise of duties by the chairman of the board of directors within the scope of authorization of the board of directors. <u>The board of directors may also establish other special committees and adjust existing special committees as needed.</u> The board of directors shall formulate separate terms of reference for each of the special committees of the board of directors to determine the composition, duties <u>and authorities</u> and procedures of meetings of such special committees <u>in accordance with laws, administrative regulations, and regulatory rules for the place where the Company's shares are listed.</u>

No.	Original	Revised
34.	Article 138 The president shall formulate rules for his/her work which shall be implemented upon approval of the board of directors. The working rules of the president shall include the following: (1) conditions and procedures for the convention and participants of president meetings; (2) specific duties and work allocation of the president, vice presidents and chief financial officer; (3) scope of authorization regarding the use of funds and assets of the Company and the entering of material contracts, and the system for reporting to the board of directors and the board of supervisors; (4) other matters which the board of directors considers necessary.	Article 138 The president shall formulate rules for his/her work which shall be implemented upon approval of the board of directors. The working rules of the president shall include the following: (1) conditions and procedures for the convention and participants of president meetings; (2) specific duties and work allocation of the president, vice presidents and chief financial officer; (3) scope of authorization regarding the use of funds and assets of the Company and the entering of material contracts, and the system for reporting to the board of directors and the board of supervisors; (4) other matters which the board of directors considers necessary.
35.	Chapter 14 Board of Supervisors	Deleted.
36.	Article 142 The Company shall establish a board of supervisors.	Deleted.

No.	Original	Revised
37.	Article 143 The board of supervisors shall comprise five supervisors, including three nonemployee representative supervisors and two employee representative supervisors. Non-employee representative supervisors shall be elected and removed at the shareholders' meeting, while employee representatives shall be elected by the employees of the Company through the meeting of employee representatives, meeting of employees or other forms of democratic election. The terms of office of supervisors shall be three years, renewable upon re-election. The board of supervisors shall have one chairman, the election and removal of whom shall be passed by at least two-thirds of the members of the board of supervisors.	Deleted.
38.	Article 144 If the term of office of a supervisor expires but re-election cannot be held immediately or if any supervisor resigns during his term of office so that the number of the board of supervisors falls short of the statutory minimum, the said supervisor shall continue to fulfill the duties as a supervisor pursuant to the laws, regulations and these Articles until a new supervisor is elected.	Deleted.
39.	Article 145 The supervisors shall ensure the truthfulness, accuracy and completeness of the information disclosed by the Company.	Deleted.
40.	Article 146 The supervisors shall not use their connected relationship to prejudice the interests of the Company and shall be liable for indemnity to any loss caused to the Company.	Deleted.

No.	Original	Revised
41.	Article 147 Supervisor who violates any laws, regulations, departmental rules or these Articles during the course of performing his duties and causes losses to the Company shall be liable for making compensation for any loss caused to the Company.	Deleted.
42.	Article 148 The directors, president and other senior management of the Company shall not act concurrently as supervisors.	Deleted.
43.	Article 149 The board of supervisors shall hold at least two meetings each year, with at least one meeting held every six months, which are convened and presided over by the chairman of the board of supervisors. The supervisors may propose to convene extraordinary meetings of the board of supervisors. Where the chairman of the board of supervisors is incapable of performing or fails to perform his/her duties, a supervisor elected by more than half of the supervisors shall convene and preside over the meeting of the board of supervisors.	Deleted.
44.	Article 150 The board of supervisors shall establish rules of procedures for the meeting of the board of supervisors specifying the formats of discussion and the voting procedure of the board of supervisors so as to ensure efficiency and scientific decision making in the board of supervisors.	Deleted.
45.	Article 151 The board of supervisors shall exercise the following functions and powers in accordance with law: (i) to review the regular reports of the Company formulated by the board of directors and provide written review opinion; (ii) to supervise the finance of the Company;	Deleted.

No.	Original	Revised
	(iii) to supervise the directors and senior management in their performance of duties, to require the directors and senior management to submit reports on the performance of their duties, and to propose the dismissal of directors and senior management who have contravened any law, regulations, these Articles or resolutions of shareholders' meetings; (iv) to demand any director and senior management of the Company who acts in a manner which is harmful to the interests of the Company to rectify such behavior; (v) to propose to convene an extraordinary shareholders' meeting of the board of directors and to convene and preside over shareholders' meetings when the board of directors fails to perform such duty; (vi) to make proposals at a shareholders' meeting; (vii) to institute a lawsuit against the directors or senior management in accordance with the Company Law; (viii) to conduct investigations whenever unusual operation conditions of the Company arise and if necessary, to engage professional institutions such as firms of accountants and lawyers to assist in the investigations at the cost of the Company; (ix) other functions and powers conferred by the shareholders' meeting. Supervisors shall be present at meetings of the board of directors.	

No.	Original	Revised
46.	Article 152 Given for proper reasons, supervisors are entitled to demand the chairman of the board of supervisors for convening the extraordinary meeting of the supervisory board. A meeting of the board of supervisors shall not be conducted unless it is attended by more than two-thirds of the supervisors. Voting at the meeting board of supervisors shall be carried out by poll or by a show of hands and each supervisor shall have one vote. A supervisor shall attend meetings of the board of supervisors in person or appoint in writing another supervisor to attend the meeting on his/her behalf due to his/her absence. The letter of authorization shall specify the agent's name, the matters to be represented, the extent of authorization and the effective period, and shall be signed or sealed by the principal. Both resolution at regular meetings and extraordinary meetings of the board of supervisors are resolution of meeting of the supervisory board, which shall be approved by the votes of at least two-thirds (including two-thirds) of members of the board of supervisors.	Deleted.
47.	Article 153 The board of supervisors shall record all matters considered at the meeting into the meeting minutes. Participating supervisors shall sign the meeting minutes for confirmation. Supervisors are entitled the right to make certain written explanations for the statements expressed at the meeting in the minutes. The meeting minutes of the board of supervisors shall be kept as corporate documents for at least 10 years.	Deleted.

No.	Original	Revised
48.	Article 154 All reasonable expenses incurred in respect of the employment of professionals such as lawyers, certified public accountants or practicing auditors as are required by the board of supervisors in discharging its duties shall be borne by the Company. Reasonable expenses incurred by supervisors in attending meeting of the board of supervisors shall be borne by the Company. Such expenses shall include the travelling expenses from the place of domicile of the supervisors to the place of the meeting (if it is not at the place of domicile of the supervisors), catering and accommodation expenses during the meeting, rental of the venue and local transportation expenses.	Deleted.
49.	Article 155 Supervisors shall carry out their duties honestly and faithfully in accordance with the laws, regulations and these Articles.	Deleted.
50.	Chapter 15 Qualifications and Duties of the Directors, Supervisors, President and Other Senior Management of the Company	Chapter 154 Qualifications and Duties of the Directors, Supervisors, President and Other Senior Management of the Company

No.	Original	Revised
51.	Article 156 A person may not serve as a director, supervisor, president, or any other senior management of the Company if any of the following circumstances applies: (1) a person without legal or with restricted legal capacity; (2) a person who has been sentenced for corruption, bribery, infringement of property, misappropriation of property or sabotaging the socialist market economic order and has been punished because of committing such offence, or who has been deprived of his political rights due to offences committed, where less than 5 years have elapsed, or a person who has been placed under probation, and less than two years have elapsed since the date of the completion of the probation; (3) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation and is personally liable for the insolvency of such company or enterprise, where less than 3 years have elapsed since the date of the completion of the insolvency and liquidation of the company or enterprise; (4) a person who is a former legal representative of a company or enterprise which had its business licence revoked and had been ordered to close down due to a violation of the law and who incurred personal liability, where less than 3 years has elapsed since the date of the revocation of the business license and was ordered to close;	Article 15642 A person may not serve as a director, supervisor, president, or any other senior management of the Company if any of the following circumstances applies: (1) a person without legal or with restricted legal capacity; (2) a person who has been sentenced for corruption, bribery, infringement of property, misappropriation of property or sabotaging the socialist market economic order and has been punished because of committing such offence, or who has been deprived of his political rights due to offences committed, where less than 5 years have elapsed, or a person who has been placed under probation, and less than two years have elapsed since the date of the completion of the probation; (3) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation and is personally liable for the insolvency of such company or enterprise, where less than 3 years have elapsed since the date of the completion of the insolvency and liquidation of the company or enterprise; (4) a person who is a former legal representative of a company or enterprise which had its business licence revoked and had been ordered to close down due to a violation of the law and who incurred personal liability, where less than 3 years has elapsed since the date of the revocation of the business license and was ordered to close;

No.	Original	Revised
	(5) a person, who is listed as defaulters by the People's Court due to a relatively large amount of debts due and outstanding; (6) a person who has been banned from the securities market by the CSRC for a period that has not yet expired; (7) other contents specified by laws and regulations or departmental rules; (8) any other circumstances as prescribed by the relevant laws and regulations of the place where the Company's shares are listed.	(5) a person, who is listed as defaulters by the People's Court due to a relatively large amount of debts due and outstanding; (6) a person who has been banned from the securities market by the CSRC for a period that has not yet expired;_ <u>(7) A person who have been publicly identified by the stock exchange where the Company's shares are listed as unfit to serve as a director or senior management personnel, etc., of a listed company, and the time limit has not expired;</u> (78) other contents specified by laws and regulations or departmental rules; (89) any other circumstances as prescribed by the relevant laws and regulations of the place where the Company's shares are listed.

No.	Original	Revised
52.	Article 158 Directors, supervisors, presidents and other senior management personnel of the Company owe a duty of loyalty to the Company. They shall take measures to avoid conflicts of interest between their own interests and those of the Company and shall not take advantage of their positions to seek improper benefits. Directors, supervisors, presidents and other senior management personnel of the Company owe a duty of diligence to the Company. In performing their duties, they shall exercise the level of care that a reasonably prudent manager would exercise in the best interests of the Company. Each of the Company’s directors, supervisors, president, and other senior management owes a duty, in the exercise of his powers and discharge of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.	Article 15844 Directors, supervisors, presidents and other senior management personnel of the Company owe a duty of loyalty to the Company. They shall take measures to avoid conflicts of interest between their own interests and those of the Company and shall not take advantage of their positions to seek improper benefits. Directors, supervisors, presidents and other senior management personnel of the Company owe a duty of diligence to the Company. In performing their duties, they shall exercise the level of care that a reasonably prudent manager would exercise in the best interests of the Company. Each of the Company’s directors, supervisors, president, and other senior management owes a duty, in the exercise of his powers and discharge of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

No.	Original	Revised
53.	Article 159 Each of the Company’s directors, supervisors, president and other senior management shall carry out his duties in accordance with the principle of fiduciary and shall not put himself in a position where his duty and his interest may conflict. This principle applies to, among others, the discharge of the following obligations: (5) Any contract or transaction entered directly or indirectly with the Company must be reported to the board of directors or the shareholders’ meeting, and approved by resolution of the board of directors or the shareholders’ meeting in accordance with these Articles. The same applies to contracts or transactions with the Company involving the close relatives of directors, supervisors, and senior management personnel, enterprises directly or indirectly controlled by directors, supervisors, senior management personnel or their close relatives, and other related parties with connected relationships to directors, supervisors, and senior management personnel; 	Article 1594545 Each of the Company’s directors, supervisors, president and other senior management shall carry out his duties in accordance with the principle of fiduciary and shall not put himself in a position where his duty and his interest may conflict. This principle applies to, among others, the discharge of the following obligations: (5) Any contract or transaction entered directly or indirectly with the Company must be reported to the board of directors or the shareholders’ meeting, and approved by resolution of the board of directors or the shareholders’ meeting in accordance with these Articles. The same applies to contracts or transactions with the Company involving the close relatives of directors, supervisors, and senior management personnel, enterprises directly or indirectly controlled by directors, supervisors, senior management personnel or their close relatives, and other related parties with connected relationships to directors; supervisors, and senior management personnel;

No.	Original	Revised
	(13) without the informed consent of shareholders in shareholders' meeting, not to disclose any confidential information relating to the Company acquired by him during his tenure and not to use such information in purposes other than in furtherance of the interests of the Company, save that disclosure of such information to the court or other governmental competent authorities is permitted if: (i) disclosure is made under compulsion of law; (ii) the interests of the public require disclosure; (iii) the interests of the relevant director, supervisor, president, and other senior management require disclosure. Any income received by any person mentioned in this Article from violating the provisions of this Article shall belong to the Company and any losses incurred by the Company shall be borne by such person.	(13) without the informed consent of shareholders in shareholders' meeting, not to disclose any confidential information relating to the Company acquired by him during his tenure and not to use such information in purposes other than in furtherance of the interests of the Company, save that disclosure of such information to the court or other governmental competent authorities is permitted if: (i) disclosure is made under compulsion of law; (ii) the interests of the public require disclosure; (iii) the interests of the relevant director, supervisor, president, and other senior management require disclosure. Any income received by any person mentioned in this Article from violating the provisions of this Article shall belong to the Company and any losses incurred by the Company shall be borne by such person.

No.	Original	Revised
54.	Article 160 Each director, supervisor, president, and other senior management of the Company shall not cause the following persons or institutions (“associates”) to do what he is prohibited from doing: (1) the spouse or minor child of that director, supervisor, president, and other senior management; (2) a person acting in the capacity of trustee of that director, supervisor, president, and other senior management or any person referred to in paragraph (1) of this Article; (3) a person acting in the capacity of partner of that director, supervisor, president, and other senior management or any person referred to in paragraphs (1) and (2) of this Article; (4) a company in which that such director, supervisor, president, and other senior management of the Company alone or jointly with one or more persons referred to in paragraphs (1), (2) and (3) of this Article or other directors, supervisors, president and other senior management of the Company have a de facto controlling interest; and (5) the directors, supervisors, president, and other senior management of the controlled company referred to in paragraph (4) of this Article.	Article 16046 Each director, supervisor, president, and other senior management of the Company shall not cause the following persons or institutions (“associates”) to do what he is prohibited from doing: (1) the spouse or minor child of that director, supervisor, president, and other senior management; (2) a person acting in the capacity of trustee of that director, supervisor, president, and other senior management or any person referred to in paragraph (1) of this Article; (3) a person acting in the capacity of partner of that director, supervisor, president, and other senior management or any person referred to in paragraphs (1) and (2) of this Article; (4) a company in which that such director, supervisor, president, and other senior management of the Company alone or jointly with one or more persons referred to in paragraphs (1), (2) and (3) of this Article or other directors, supervisors, president and other senior management of the Company have a de facto controlling interest; and (5) the directors, supervisors, president, and other senior management of the controlled company referred to in paragraph (4) of this Article.

No.	Original	Revised
55.	Article 161 The fiduciary duties of the directors, supervisors, president, and other senior management of the Company do not necessarily cease with the termination of their tenure. The duty of confidence in relation to trade secrets of the Company survives the termination of their tenure. Other duties may continue for such period as fairness may require depending on the time lapse between the termination of tenure and the occurrence of the event concerned and the circumstances under which the relationships between them and the Company are terminated.	Article 16147 The fiduciary duties of the directors, supervisors , president, and other senior management of the Company do not necessarily cease with the termination of their tenure. The duty of confidence in relation to trade secrets of the Company survives the termination of their tenure. Other duties may continue for such period as fairness may require depending on the time lapse between the termination of tenure and the occurrence of the event concerned and the circumstances under which the relationships between them and the Company are terminated.
56.	Article 162 A director, supervisor, president, and other senior management of the Company may be relieved of liability for specific breaches of his duty by the informed consent of shareholders given at a shareholders' meeting.	Article 16248 A director, supervisor , president, and other senior management of the Company may be relieved of liability for specific breaches of his duty by the informed consent of shareholders given at a shareholders' meeting.
57.	Chapter 16 Financial and Accounting System and Profit Distribution	Chapter 165 Financial and Accounting System and, Profit Distribution and Audit
58.	Newly added	<u>Section 1 Financial and Accounting System and Profit Distribution</u>
59.	Article 172 Where the Company distributes the profits to shareholders in breach of the provisions of the preceding paragraphs, the shareholder shall return to the Company such profits distributed in violation of the provisions. The shareholders and responsible directors, supervisors and senior management shall be liable for compensation if the Company suffers losses therefrom. Shares of the Company held by the Company shall not be entitled to any profit distribution.	Article 17258 Where the Company distributes the profits to shareholders in breach of the provisions of the preceding paragraphs, the shareholder shall return to the Company such profits distributed in violation of the provisions. The shareholders and responsible directors, supervisors and senior management shall be liable for compensation if the Company suffers losses therefrom. Shares of the Company held by the Company shall not be entitled to any profit distribution.

No.	Original	Revised
60.	Newly added	<u>Section 2 Internal Audit</u>
61.	Newly added	<u>Article 164 The Company shall adopt an internal audit system, which clarifies the leadership system, duties and powers and authorities, staffing, financial support, application of audit results and accountability for internal audit work. The Company's internal audit basic management system will be implemented after approval by the board of directors.</u>
62.	Newly added	<u>Article 165 The internal audit institution of the Company shall supervise and inspect matters such as the Company's business activities, risk management, internal control and financial information.</u>
63.	Newly added	<u>Article 166 The internal audit organization of the Company is accountable to the board of directors. During the supervision and inspection of the Company's business activities, risk management, internal control and financial information, the internal audit organization shall be subject to the oversight and guidance of the audit committee. If the internal audit organization discovers any significant issues or leads, it shall immediately report directly to the audit committee.</u>
64.	Newly added	<u>Article 167 The internal audit institution shall be responsible for the specific organization and implementation of the Company's internal control evaluation. The Company shall issue its annual internal control evaluation report based on the evaluation report and relevant information issued by the internal audit institution and considered by the audit committee.</u>

No.	Original	Revised
65.	Newly added	<u>Article 168 When the audit committee communicates with external auditors, the internal audit institution should actively cooperate and provide necessary support and collaboration.</u>
66.	Article 203 (3) Connected relationship refers to the relationship between the controlling shareholders, de facto controllers, directors, supervisors or senior management and enterprises under their direct or indirect control, and any other relationship that may lead to the transfer of any interests in the Company under the Listing Rules of the Hong Kong Stock Exchange. However, relationship between state-owned enterprises shall not be deemed as connected relationship solely because they are under common control of the government. 	Article 203194 (3) Connected relationship refers to the relationship between the controlling shareholders, de facto controllers, directors; supervisors or senior management and enterprises under their direct or indirect control, and any other relationship that may lead to the transfer of any interests in the Company under the Listing Rules of the Hong Kong Stock Exchange. However, relationship between state-owned enterprises shall not be deemed as connected relationship solely because they are under common control of the government.

The adjustments to the provisions numbers (including the provisions numbers of the provisions referenced in the specific provisions) and the margin notes of the provisions of the Articles of Association resulting from the adjustments to these Articles of Association apply uniformly throughout the entire text and are not presented individually in this table.

APPENDIX II: SPECIFIC PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE SHAREHOLDERS' MEETINGS

No.	Original	Revised
1.	Article 2 These Rules shall apply to the shareholders' meetings of the Company and shall be binding on the Company, all shareholders, shareholders' proxies, directors, supervisors and senior management of the Company and other relevant persons attending and present at the shareholders' meetings.	Article 2 These Rules shall apply to the shareholders' meetings of the Company and shall be binding on the Company, all shareholders, shareholders' proxies, directors; supervisors and senior management of the Company and other relevant persons attending and present at the shareholders' meetings.
2.	Article 3 The shareholders' meeting consists of all Shareholders of the Company which shall be the institution of authority of the Company and shall exercise lawful duties as follows: (1) to elect and replace directors and supervisors that are not staff representatives and decide on matters relating to their remuneration; (2) to consider and approve the reports of the board of directors of the Company; (3) to consider and approve the reports of the board of supervisors the Company; (4) to consider and approve the Company's profit distribution plans and plans for making up losses; (5) to resolve on the increase or reduction of the Company's registered capital; (6) to resolve on the issuance of debentures; (7) to pass resolutions on matters such as the merger, division, dissolution, liquidation or change of corporate form of the Company;	Article 3 The shareholders' meeting consists of all Shareholders of the Company which shall be the institution of authority of the Company and shall exercise lawful duties as follows: (1) to elect and replace directors and supervisors that are not staff representatives and decide on matters relating to their remuneration; (2) to consider and approve the reports of the board of directors of the Company; (3) to consider and approve the reports of the board of supervisors of the Company; (4) (3) to consider and approve the Company's profit distribution plans and plans for making up losses; (5) (4) to resolve on the increase or reduction of the Company's registered capital; (6) (5) to resolve on the issuance of debentures; (7) (6) to pass resolutions on matters such as the merger, division, dissolution, liquidation or change of corporate form of the Company;

No.	Original	Revised
	(8) to amend the Articles of Association; (9) to resolve on the engagement or termination of engagement o f the accountants’ firm of the Company which provides audit to the annual financial statements of the Company; (10) to consider and approve the guarantees required to be considered at general meetings under the Articles of Association; (11) to consider the acquisition or disposal of significant assets within one year which account for more than 30% of the latest audited total assets of the Company; (12) to consider and approve the share incentive scheme; (13) to consider and approve pledge of asset, external investment and commissioned financial matters which account for more than 50% of the latest audited net assets of the Company and connected transactions which account for more than 20% of the latest audited net assets of the Company; (14) to consider the motions raised by shareholders who represent more than 1% (inclusive) of the total number of voting shares of the Company; (15) to consider other matters which, according to the laws, administrative regulations and departmental rules and regulations or the Articles of Association, should be resolved by the shareholders of the Company at general meetings.	(87) to amend the Articles of Association; (98) to resolve on the engagement or termination of engagement of the accountants’ firm of the Company which provides audit to the annual financial statements of the Company; (109) to consider and approve the guarantees required to be considered at general meetings under the Articles of Association; (110) to consider the acquisition or disposal of significant assets within one year which account for more than 30% of the latest audited total assets of the Company; (1211) to consider and approve the share incentive scheme; (1312) to consider and approve pledge of asset, external investment and commissioned financial matters which account for more than 50% of the latest audited net assets of the Company and connected transactions which account for more than 20% of the latest audited net assets of the Company; (1413) to consider the motions raised by shareholders who represent more than 1% (inclusive) of the total number of voting shares of the Company; (1514) to consider other matters which, according to the laws, administrative regulations and departmental rules and regulations or the Articles of Association, should be resolved by the shareholders of the Company at general meetings.

No.	Original	Revised
3.	Article 4 The shareholders' meeting shall be convened by the board of directors, and if the board of directors is unable to perform or fails to perform its duty to convene the shareholders' meeting, the board of supervisors shall promptly convene the meeting; If the board of supervisors does not convene the meeting, shareholders who individually or collectively hold more than ten percent of the Company's shares for more than ninety consecutive days may convene the meeting on their own.	Article 4 The shareholders' meeting shall be convened by the board of directors, and if the board of directors is unable to perform or fails to perform its duty to convene the shareholders' meeting, the board of supervisors audit committee shall promptly convene the meeting; If the board of supervisors audit committee does not convene the meeting, shareholders who individually or collectively hold more than ten percent of the Company's shares for more than ninety consecutive days may convene the meeting on their own.
4.	Article 7 The board of directors shall convene an extraordinary shareholders' meeting within two months of the occurrence of any one of the following events: (1) when the number of directors is less than the statutory minimum number (i.e. three) stipulated in the Company Law or two-thirds of the number specified in the Articles of Association; (2) when the unrecovered losses of the Company amount to one third of the total amount of its paid-in share capital; (3) when any shareholder individually or jointly holding ten percent or more of the total voting shares of the Company requests in writing for the convocation of an extraordinary shareholders' meeting; (4) when deemed necessary by the board of directors; (5) when requested by the board of supervisors; 	Article 7 The board of directors shall convene an extraordinary shareholders' meeting within two months of the occurrence of any one of the following events: (1) when the number of directors is less than the statutory minimum number (i.e. three) stipulated in the Company Law or two-thirds of the number specified in the Articles of Association; (2) when the unrecovered losses of the Company amount to one third of the total amount of its paid-in share capital; (3) when any shareholder individually or jointly holding ten percent or more of the total voting shares of the Company requests in writing for the convocation of an extraordinary shareholders' meeting; (4) when deemed necessary by the board of directors; (5) when requested by the board of supervisors audit committee;

No.	Original	Revised
5.	Article 10 When shareholders or the board of supervisors request for the convening of an extraordinary shareholders' meeting or any class meeting, the following procedures shall be followed: (1) Shareholder(s) who individually or jointly hold 10% or more of the shares carrying the right to vote at the meeting or the board of supervisors can request the board of directors to convene an extraordinary shareholders' meeting or a class meeting by signing one or several copies of written request(s) in the same form and content, and stating the motions proposed. The amount of shares referred to above shall be calculated as at the date of making the request. The board of directors shall reply as specified in the request on whether or not the board of directors agrees to convene an extraordinary shareholders' meeting or a class meeting within ten days upon the receipt of such written requests. (2) In the event that the board of directors agrees to convene an extraordinary shareholders' meeting or a class meeting, the notice of the shareholders' meeting or a class meeting shall be issued within five days after the passing of the relevant resolution of the board of directors. Consent of the original proposer(s) shall be obtained in the event of any changes made to the original proposal in the notice.	Article 10 When shareholders or the board of supervisors <u>audit committee</u> request for the convening of an extraordinary shareholders' meeting or any class meeting, the following procedures shall be followed: (1) Shareholder(s) who individually or jointly hold 10% or more of the shares carrying the right to vote at the meeting or the board of supervisors <u>audit committee</u> can request the board of directors to convene an extraordinary shareholders' meeting or a class meeting by signing one or several copies of written request(s) in the same form and content, and stating the motions proposed. The amount of shares referred to above shall be calculated as at the date of making the request. The board of directors shall reply as specified in the request on whether or not the board of directors agrees to convene an extraordinary shareholders' meeting or a class meeting within ten days upon the receipt of such written requests. (2) In the event that the board of directors agrees to convene an extraordinary shareholders' meeting or a class meeting, the notice of the shareholders' meeting or a class meeting shall be issued within five days after the passing of the relevant resolution of the board of directors. Consent of the original proposer(s) shall be obtained in the event of any changes made to the original proposal in the notice.

No.	Original	Revised
	(3) If the board of directors disagrees with the board of supervisors' proposal to convene an extraordinary shareholders' meeting or a class meeting, or fails to provide feedback within 10 days of receiving the request, it shall be deemed that the board of directors is unable or unwilling to perform its duty to convene such meetings. In this case, the board of supervisors may convene and preside over the meeting itself. The procedures for convening the meeting should, as far as possible, be the same as those for meetings convened by the Board of Directors. (4) If the board of directors disagrees with the request of shareholders to convene an extraordinary shareholders' meeting or a class meeting, or fails to provide feedback within 10 days of receiving the request, the relevant shareholders shall have the right to propose in writing to the board of supervisors to convene an extraordinary shareholders' meeting or a class meeting. (5) If the board of supervisors agrees to convene an extraordinary shareholders' meeting or a class meeting, it shall issue a notice of the meeting within 5 days of receiving the request. Any changes to the original request in the notice must be approved by the original proposer.	(3) If the board of directors disagrees with the board of supervisors <u>audit committee</u>' proposal to convene an extraordinary shareholders' meeting or a class meeting, or fails to provide feedback within 10 days of receiving the request, it shall be deemed that the board of directors is unable or unwilling to perform its duty to convene such meetings. In this case, the board of supervisors <u>audit committee</u> may convene and preside over the meeting itself. The procedures for convening the meeting should, as far as possible, be the same as those for meetings convened by the Board of Directors. (4) If the board of directors disagrees with the request of shareholders to convene an extraordinary shareholders' meeting or a class meeting, or fails to provide feedback within 10 days of receiving the request, the relevant shareholders shall have the right to propose in writing to the board of supervisors <u>audit committee</u> to convene an extraordinary shareholders' meeting or a class meeting. (5) If the board of supervisors <u>audit committee</u> agrees to convene an extraordinary shareholders' meeting or a class meeting, it shall issue a notice of the meeting within 5 days of receiving the request. Any changes to the original request in the notice must be approved by the original proposer.

No.	Original	Revised
	(6) If the board of supervisors fails to issue a notice of the shareholders' meeting or a class meeting within the prescribed period, it shall be deemed that the board of supervisors is not convening or presiding over the shareholders' meeting or class meeting. In such a case, shareholders who individually or collectively hold more than 10% of the Company's voting shares for more than 90 consecutive days may convene and preside over the meeting themselves. The procedures for convening the meeting should, as far as possible, be the same as those for meetings convened by the board of directors. All reasonable expenses incurred for such meeting convened by the Shareholders or the board of supervisors as a result of the failure of the board of directors to convene a meeting as required by the above request(s) shall be borne by the Company and be set off against sums owed by the Company to the defaulting directors.	(6) If the board of supervisors <u>audit committee</u> fails to issue a notice of the shareholders' meeting or a class meeting within the prescribed period, it shall be deemed that the board of supervisors <u>audit committee</u> is not convening or presiding over the shareholders' meeting or class meeting. In such a case, shareholders who individually or collectively hold more than 10% of the Company's voting shares for more than 90 consecutive days may convene and preside over the meeting themselves. The procedures for convening the meeting should, as far as possible, be the same as those for meetings convened by the board of directors. All reasonable expenses incurred for such meeting convened by the Shareholders or the board of supervisors <u>audit committee</u> as a result of the failure of the board of directors to convene a meeting as required by the above request(s) shall be borne by the Company and be set off against sums owed by the Company to the defaulting directors.
6.	Article 11 In the event that the board of supervisors or the shareholders of the Company decide to convene a shareholders' meeting on its own, it or he shall notify the board of directors of the Company in writing and deliver the meeting notice. Before passing a resolution at the shareholders' meeting, the percentage of shareholding held by the convening shareholders shall not be less than ten percent.	Article 11 In the event that the board of supervisors <u>audit committee</u> or the shareholders of the Company decide to convene a shareholders' meeting on its own, it or he shall notify the board of directors of the Company in writing and deliver the meeting notice. Before passing a resolution at the shareholders' meeting, the percentage of shareholding held by the convening shareholders shall not be less than ten percent.

No.	Original	Revised
7.	Article 12 The board of directors and the secretary of the board of directors shall cooperate for the shareholders' meeting convened by the board of supervisors or shareholders. The board of directors shall provide the register of shareholders. The register of shareholders obtained by the convener shall not be used for purposes other than the convening of the shareholders' meeting.	Article 12 The board of directors and the secretary of the board of directors shall cooperate for the shareholders' meeting convened by the board of supervisors <u>audit committee</u> or shareholders. The board of directors shall provide the register of shareholders. The register of shareholders obtained by the convener shall not be used for purposes other than the convening of the shareholders' meeting.
8.	Article 14 Prior to the issuance of the notice for the convening of a shareholders' meeting by the Company, the following organisations and persons may submit proposals to the shareholders' meeting: (i) the board of directors; (ii) the board of supervisors; (iii) shareholders who individually or collectively hold more than 1% of the shares of the Company; (iv) more than half of the independent directors.	Article 14 Prior to the issuance of the notice for the convening of a shareholders' meeting by the Company, the following organisations and persons may submit proposals to the shareholders' meeting: (i) the board of directors; (ii) the board of supervisors <u>audit committee</u>; (iii) shareholders who individually or collectively hold more than 1% of the shares of the Company; (iv) more than half of the independent directors.

No.	Original	Revised
9.	Article 15 Shareholders individually or collectively holding 1% or more of the shares of the Company may submit any extraordinary proposals in writing to the convener of the meeting within 10 days prior to the date of the shareholders' meeting. The convener shall issue supplemental notice of shareholders' meeting within two days upon the receipt of the proposals and submit the interim proposal to the extraordinary shareholders' meeting for consideration. If the convener decides not to include the proposal in the agenda of the shareholders' meeting, he/she shall explain and justify the proposal at that shareholders' meeting.	Article 15 Shareholders individually or collectively holding 1% or more of the shares of the Company may submit any extraordinary proposals in writing to the convener of the meeting within 10 days prior to the date of the shareholders' meeting. The convener shall issue supplemental notice of shareholders' meeting within two days upon the receipt of the proposals and submit the interim proposal to the extraordinary shareholders' meeting for consideration, <u>unless the extraordinary proposals violate the provisions of the laws, administrative regulations and the Articles of Association, or do not fall within the scope of the shareholders' meeting.</u> If the convener decides not to include the proposal in the agenda of the shareholders' meeting, he/she shall explain and justify the proposal at that shareholders' meeting.
10.	Article 16 Proposals for elections of director and supervisor at the shareholders' meeting shall fully disclose the details of the candidates of directors and supervisors including the following particulars:	Article 16 Proposals for elections of director and supervisor at the shareholders' meeting shall fully disclose the details of the candidates of directors and supervisors including the following particulars:

No.	Original	Revised
11.	Article 20 The notice of a shareholders' meeting shall meet the following criteria: (5) it shall disclose the nature and degree of the material interest of any director, supervisor, the president and other senior management in the matters to be considered. In case that the impact of the matters to be considered on such director, supervisor, president and other senior management as a shareholder is different from that on other holders of the same class of shares, the difference shall be explained; 	Article 20 The notice of a shareholders' meeting shall meet the following criteria: (5) it shall disclose the nature and degree of the material interest of any director, supervisor, the president and other senior management in the matters to be considered. In case that the impact of the matters to be considered on such director, supervisor, president and other senior management as a shareholder is different from that on other holders of the same class of shares, the difference shall be explained;
12.	Article 29 Shareholders or proxies who have not signed the roll are deemed to be absent from the meeting and abstained from voting on the resolutions. The convener shall verify the legitimacy of Shareholders' qualification. The registration for the meeting shall be closed before the chairperson of the meeting announces the number of Shareholders and proxies attending the meeting and the total number of voting shares represented by them.	Article 29 Shareholders or proxies who have not signed the roll are deemed to be absent from the meeting and abstained from voting on the resolutions. The convener shall verify the legitimacy of Shareholders' qualification. The registration for the meeting shall be closed before the chairperson of the meeting announces the number of Shareholders and proxies attending at the meeting and the total number of voting shares represented by them.

No.	Original	Revised
13.	Article 31 The location for holding a shareholders' meeting of the Company shall be the domicile of the Company or such other place as specified in the notice of the shareholders' meeting in general. A venue shall be set aside for the convening of a physical shareholders' meeting. Provided that the legality and validity of the shareholders' meeting are ensured, the Company may convene and vote at shareholders' meetings through electronic communication means, in accordance with the provisions of laws, administrative regulations, the stock exchange where the Company's shares are listed, relevant regulatory authorities, and the Articles of Association, where technically feasible. The shareholders that have participated in the shareholders' meeting through access of any aforesaid means shall be deemed as having attended the meeting.	Article 31 The location for holding a shareholders' meeting of the Company shall be the domicile of the Company or such other place as specified in the notice of the shareholders' meeting in general. A venue shall be set aside for the convening of a physical shareholders' meeting. Provided that the legality and validity of the shareholders' meeting are ensured, <u>the Company may also facilitate shareholders to attend shareholders' meetings by electronic means.</u> the Company may convene and vote at shareholders' meetings through electronic communication means, in accordance with the provisions of laws, administrative regulations, the stock exchange where the Company's shares are listed, relevant regulatory authorities, and the Articles of Association, where technically feasible. The shareholders that have participated in the shareholders' meeting through access of any aforesaid means shall be deemed as having attended the meeting-, <u>they also have the right to speak and vote at shareholders' meetings.</u>
14.	Article 33 When a shareholders meeting is held, all directors, supervisors and the secretary to the board of directors of the Company shall attend the meeting, and the president and other senior management shall attend the meeting.	Article 33 When a shareholders meeting is held, all directors, supervisors and the secretary to the board of directors of the Company shall attend the meeting, and the president and other senior management shall attend the meeting.

No.	Original	Revised
15.	Article 34 The chairman of the board of supervisors shall preside over the shareholders’ meetings convened by the board of supervisors at its sole discretion. In the event that the chairman of the board of supervisors is unable to or fails to fulfill the required obligations, the meeting shall be presided over by a supervisor jointly elected by more than half of the supervisors. For the shareholders’ meetings convened by shareholders, the conveners shall nominate a representative to preside over the meeting. For the shareholders’ meetings convened by shareholders, the conveners shall nominate a representative to preside over the meeting. In the event that the chairman of the meeting violates the rules of procedures that results in the shareholders’ meeting being unable to continue, upon approval by the shareholders representing more than half of the voting rights present at the meeting, a person may be elected to chair the shareholders’ meeting and the meeting shall continue. If, for any reason, the shareholders fail to elect one to be the chairman, the attending shareholder (or his proxy) who holds the most voting shares shall be the chairman.	Article 34 The chairman of the board of supervisors <u>audit committee</u> shall preside over the shareholders’ meetings convened by the board of supervisors <u>audit committee</u> at its sole discretion. In the event that the chairman of the board of supervisors <u>audit committee</u> is unable to or fails to fulfill the required obligations, the meeting shall be presided over by a supervisor <u>member of audit committee</u> jointly elected by more than half of the supervisors <u>members of audit committee</u>. For the shareholders’ meetings convened by shareholders, the conveners shall nominate a representative to preside over the meeting. For the shareholders’ meetings convened by shareholders, the conveners shall nominate a representative to preside over the meeting. In the event that the chairman of the meeting violates the rules of procedures that results in the shareholders’ meeting being unable to continue, upon approval by the shareholders representing more than half of the voting rights present at the meeting, a person may be elected to chair the shareholders’ meeting and the meeting shall continue. If, for any reason, the shareholders fail to elect one to be the chairman, the attending shareholder (or his proxy) who holds the most voting shares shall be the chairman.

No.	Original	Revised
16.	Article 35 The chairman of the meeting shall announce the number of shareholders and proxies present at the meeting and the total number of voting shares held by them before voting. The record of the meeting which states the number of shareholders and proxies present at the meeting and the total number of voting shares held by them shall prevail.	Article 35 The chairman of the meeting shall announce the number of shareholders and proxies present at the meeting and the total number of voting shares held by them before voting. The record of the meeting which states the number of shareholders and proxies present at the meeting and the total number of voting shares held by them shall prevail.
17.	Article 36 At the annual general meeting, the board of directors and the board of supervisors shall report to the shareholders' meeting on its work in the past year.	Article 36 At the annual general meeting, the board of directors and the board of supervisors shall report to the shareholders' meeting on its work in the past year.
18.	Article 37 Except for those related to the trade secrets of the Company, the directors, supervisors and senior management members shall give elaborations and explanations to the queries raised and suggestions made by the shareholders at the general meetings.	Article 37 Except for those related to the trade secrets of the Company, the directors; supervisors and senior management members shall give elaborations and explanations to the queries raised and suggestions made by the shareholders at the general meetings.

No.	Original	Revised
19.	Article 44 Before voting takes place on a proposal at a shareholders' meeting, two shareholders' representatives shall be elected to participate in vote counting and scrutinizing. In the event that a shareholder has an interest in a matter to be considered, the relevant shareholder and his proxy shall not participate in the vote counting and scrutinizing. When voting takes place on a proposal at a shareholders' meeting, auditors, H share register or qualified external auditors, or a supervisor of the Company shall be responsible for vote counting and scrutinizing. The chairman of the meeting shall announce the results of the voting on the spot, and the results of the voting on the resolution shall be recorded in the meeting minutes. Shareholders of the Company or their proxies shall have the right to check the results of their votes through the corresponding voting system if they vote via the Internet or other means.	Article 44 Before voting takes place on a proposal at a shareholders' meeting, two shareholders' representatives shall be elected to participate in vote counting and scrutinizing. In the event that a shareholder has an interest in a matter to be considered, the relevant shareholder and his proxy shall not participate in the vote counting and scrutinizing. When voting takes place on a proposal at a shareholders' meeting, auditors, H share register or qualified external auditors; or a supervisor of the Company shall be responsible for vote counting and scrutinizing. The chairman of the meeting shall announce the results of the voting on the spot, and the results of the voting on the resolution shall be recorded in the meeting minutes. Shareholders of the Company or their proxies shall have the right to check the results of their votes through the corresponding voting system if they vote via the Internet electronic or other means.
20.	Article 46 The chairman of the meeting shall announce details and results of the voting on each proposal, and announce whether a proposal is passed according to the voting results. Before announcing the voting results officially, the Company, the vote counter, the voting scrutineer, shareholders, internet service providers and the Company providers involved in the voting at the shareholders' meeting, through the internet or other method shall assume confidentiality obligations.	Article 46 The chairman of the meeting shall announce details and results of the voting on each proposal, and announce whether a proposal is passed according to the voting results. Before announcing the voting results officially, the Company, the vote counter, the voting scrutineer, shareholders, internet service providers and the Company providers involved in the voting at the shareholders' meeting, through the internet electronic or other method shall assume confidentiality obligations.

No.	Original	Revised
21.	Article 48 The following resolutions shall be adopted as ordinary resolutions at a shareholders' meeting: (1) working reports of the board of directors and board of supervisors; (2) profit distribution proposals and plans for making up losses formulated by the board of directors; (3) election and dismissal of directors and non-employee representative supervisors, and their remuneration and payment method; (4) other matters unless otherwise required to be adopted as special resolutions in accordance with the applicable laws and regulations or these Articles.	Article 48 The following resolutions shall be adopted as ordinary resolutions at a shareholders' meeting: (1) working reports of the board of directors and board of supervisors; (2) profit distribution proposals and plans for making up losses formulated by the board of directors; (3) election and dismissal of directors <u>who are non-employee representatives</u> and non-employee representative supervisors, and their remuneration and payment method; (4) other matters unless otherwise required to be adopted as special resolutions in accordance with the applicable laws and regulations or these Articles.
22.	Article 52 Minutes The shareholders' meeting shall have minutes of meeting prepared by the secretary to the board of directors. The minutes of meeting shall state the following contents: (1) the time, venue of, and the agenda for, the meeting, and the name or title of the convener; (2) the names of the chairman of the meeting and the directors, supervisors and senior management in attendance or present at the meeting; 	Article 52 Minutes The shareholders' meeting shall have minutes prepared by the secretary to the board of directors. The minutes of meeting shall state the following: (1) the time, venue of, and the agenda for, the meeting, and the name or title of the convener; (2) the names of the chairman of the meeting and the directors, supervisors and senior management in attendance or present at the meeting;
23.	Article 54 The minutes of the meeting shall be signed by the directors, supervisors, the secretary to the board of directors, the conveners or their proxies and the presider of the meeting present at the meeting.	Article 54 The minutes of the meeting shall be signed by the directors, supervisors, <u>and</u> the secretary to the board of directors, the conveners or their proxies and the presider of the meeting present at the meeting.
The adjustments to the provisions numbers (including the provisions numbers of the provisions referenced in the specific provisions) (if any) of the Rules of Procedures for the Shareholders' Meetings resulting from the adjustments to these Rules of Procedures for the Shareholders' Meetings apply uniformly throughout the entire text and are not presented individually in this table.		

APPENDIX III: SPECIFIC PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD

No.	Original	Revised
1.	Article 2 These Rules shall apply to the board of the Company and shall be binding on the Company, all directors, supervisors and senior management of the Company and other relevant persons attending and present at the board meetings.	Article 2 These Rules shall apply to the board of the Company and shall be binding on the Company, all directors, supervisors and senior management of the Company and other relevant persons attending and present at the board meetings.
2.	Article 3 The Company shall have a board of directors. The board of directors consists of 15 directors, including one chairman and five independent directors.	Article 3 The Company shall have a board of directors. The board of directors consists of 15 directors, including one chairman and, five independent directors <u>and one employee representative director</u> .
3.	Article 10 Extraordinary Meeting An extraordinary board meeting may be convened upon the proposal of chairman of the board of directors, shareholders individually or jointly holding more than one tenth of the total number of shares carrying voting rights of the Company, more than one third of the directors, more than a half of the independent directors, president or the board of supervisors. Chairman of the board of directors shall convene and chair the board meeting within ten days after receiving such proposal.	Article 10 Extraordinary Meeting An extraordinary board meeting may be convened upon the proposal of chairman of the board of directors, shareholders individually or jointly holding more than one tenth of the total number of shares carrying voting rights of the Company, more than one third of the directors, more than a half of the independent directors, president or the board of supervisors <u>audit committee</u> . Chairman of the board of directors shall convene and chair the board meeting within ten days after receiving such proposal.

No.	Original	Revised
4.	Article 14 A proposal may be made to the board of directors by the following entities and persons: (1) the chairman of the board of directors; (2) shareholders individually or jointly holding one tenth of the total number of shares carrying voting rights; (3) more than one-third of the directors; (4) more than half of the independent directors; (5) the special committees of the board of directors; (6) the president; (7) the board of supervisors.	Article 14 A proposal may be made to the board of directors by the following entities and persons: (1) the chairman of the board of directors; (2) shareholders individually or jointly holding one tenth of the total number of shares carrying voting rights; (3) more than one-third of the directors; (4) more than half of the independent directors; (5) the special committees of the board of directors; (6) the president; (7) the board of supervisors.
5.	Article 15 When the Company intends to convene regular board meeting or special board meeting, the secretary to the Board shall send notice of board meeting to all the directors, supervisors and presidents 14 days and 5 days respectively before the proposed date of a regular board meeting and a special board meeting. 	Article 15 When the Company intends to convene regular board meeting or special board meeting, the secretary to the Board shall send notice of board meeting to all the directors, supervisors and presidents 14 days and 5 days respectively before the proposed date of a regular board meeting and a special board meeting.
6.	Article 18 Directors and supervisors shall request for filing of their correspondence in accordance with the requirements of the office of the board of directors. Any change of correspondence shall be notified to the office of the board of directors in a timely manner. Failure to notify such changes in a timely manner, delivery of the notice of meeting and meeting documents according to the correspondence filed with the Company shall be deemed to have served by the Company according to the procedures stated under these Rules.	Article 18 Directors and supervisors shall request for filing of their correspondence in accordance with the requirements of the office of the board of directors. Any change of correspondence shall be notified to the office of the board of directors in a timely manner. Failure to notify such changes in a timely manner, delivery of the notice of meeting and meeting documents according to the correspondence filed with the Company shall be deemed to have served by the Company according to the procedures stated under these Rules.

No.	Original	Revised
7.	Article 27 Board meetings shall be held only if more than half of the directors are present. The Secretary of the Board shall attend board meetings, the President shall attend board meetings, and Supervisors may attend board meetings. Depending on the needs of the work and the content of the meeting proposals, the convener may notify other relevant personnel to attend board meetings, but such attendees shall not participate in voting.	Article 27 Board meetings shall be held only if more than half of the directors are present. The Secretary of the Board shall attend board meetings, the President shall attend board meetings, and Supervisors may attend board meetings. Depending on the needs of the work and the content of the meeting proposals, the convener may notify other relevant personnel to attend board meetings, but such attendees shall not participate in voting.
The adjustments to the provisions numbers (including the provisions numbers of the provisions referenced in the specific provisions) (if any) of the Rules of Procedures for the Board resulting from the adjustments to these Rules of Procedures for the Board apply uniformly throughout the entire text and are not presented individually in this table.		