THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Sinopec Shanghai Petrochemical Company Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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

Sinopec Shanghai Petrochemical Company Limited

中國石化上海石油化工股份有限公司

(A joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 00338)

(1) CONTINUING CONNECTED TRANSACTIONS UNDER THE NEW FRAMEWORK AGREEMENTS
(2) REDUCTION OF REGISTERED CAPITAL, ABOLISHMENT OF SUPERVISORY COMMITTEE, ADJUSTMENT OF BUSINESS SCOPE AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES
(3) ELECTION OF MR. LU ZHIYONG AS THE NON-INDEPENDENT DIRECTOR OF THE ELEVENTH SESSION OF THE BOARD
AND
(4) NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING FOR 2025

Independent Financial Adviser

to the Independent Board Committee and the Independent Shareholders

Shenwan Hongyuan Capital (H.K.) Limited

Sinopec Shanghai Petrochemical Company Limited will convene the EGM at the North Building of Jinshan Hotel, No. 1, Jinyi East Road, Jinshan District, Shanghai, the PRC on Thursday, 11 December 2025 at 2:00 p.m. The notice convening the EGM is set out on pages V-1 to V-4 of this circular and was published on the websites of the Hong Kong Stock Exchange, the Shanghai Stock Exchange and the Company.

Whether or not you are able to attend the EGM in person, please complete the form of proxy of the Company in accordance with the instructions printed thereon and return it to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen ' s Road East, Wanchai, Hong Kong as soon as practicable and in any event not less than 24 hours before the time for holding the EGM (i.e., 2:00 p.m. on 10 December 2025 (HKT)) or any adjournment thereof (as the case may be).

Completion and return of the form of proxy of the Company will not preclude you from attending and voting in person at the EGM or any adjournment thereof (as the case may be) as you wish.

24 November 2025

CONTENTS

Page

Letter from the Board 5

I INTRODUCTION . . . 6

II CONTINUING CONNECTED TRANSACTIONS UNDER THE NEW FRAMEWORK AGREEMENTS . . . 6

1. Introduction . . . 6

2. Continuing Connected Transactions under the New Framework Agreements . . . 6

3. Implications under the Hong Kong Listing Rules and the Shanghai Listing Rules . . . 33

4. Approval of the Board and the Independent Shareholders . . . 34

5. General Information . . . 35

III REDUCTION OF REGISTERED CAPITAL, ABOLISHMENT OF SUPERVISORY COMMITTEE, ADJUSTMENT OF BUSINESS SCOPE AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES . . . 36

IV ELECTION OF MR. LU ZHIYONG AS THE NON-INDEPENDENT DIRECTOR OF THE ELEVENTH SESSION OF THE BOARD . . . 37

V EGM . . . 38

VI RECOMMENDATIONS . . . 39

LETTER FROM THE INDEPENDENT BOARD COMMITTEE . . . 40

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER . . . 41

APPENDIX I – GENERAL INFORMATION . . . I-1

APPENDIX II – COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION . . . II-1

APPENDIX III – COMPARISON TABLE OF AMENDMENTS TO RULES OF PROCEDURE FOR THE GENERAL MEETINGS . . . III-1

APPENDIX IV – COMPARISON TABLE OF AMENDMENTS TO RULES OF PROCEDURE FOR THE BOARD MEETINGS . . . IV-1

APPENDIX V – NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING FOR 2025 . . . V-1

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

"associate(s)"	has the meaning given to it by the Hong Kong Listing Rules
"Articles of Association"	the Articles of Association of Sinopec Shanghai Petrochemical Company Limited
"Board"	the board of Directors of the Company
"Company" or "SPC"	Sinopec Shanghai Petrochemical Company Limited, a joint stock limited company incorporated in the PRC and listed on the Main Board of the Hong Kong Stock Exchange (stock code: 00338) as well as in Shanghai (stock code: 600688)
"Continuing Connected Transactions"	the continuing connected transactions among the Company, Sinopec Group, Sinopec Corp. and their associates in respect of (i) purchase of raw materials; (ii) sale of petroleum products, petrochemical products and utility materials; (iii) agency sale of petrochemical products; (iv) provision of construction, installation and engineering design services; (v) petrochemical industry insurance services; (vi) property lease; (vii) comprehensive service; and (viii) provision of financial services; the terms of which are set out in the New Framework Agreements
"Company Law"	the Company Law of the People's Republic of China (revised in 2023)
"Director(s)"	the director(s) of the Company, including independent non-executive directors
"EGM"	the second extraordinary general meeting for 2025 to be held by the Company, for the purpose of, among other things, approving the Major Continuing Connected Transactions and their applicable Proposed Annual Caps
"Existing Comprehensive Services Framework Agreement"	the comprehensive services framework agreement entered into among the Company, Sinopec Group and Sinopec Corp. on 10 November 2022 in relation to the provision by Sinopec Group, Sinopec Corp. and their associates of construction, installation and engineering design services, petrochemical industry insurance services, property leasing and comprehensive services to the Company, respectively

"Existing Framework Agreements"	the Existing Mutual Product Supply and Sale Services Framework Agreement, the Existing Comprehensive Services Framework Agreement and the Existing Financial Services Framework Agreement
"Existing Mutual Product Supply and Sale Services Framework Agreement"	the mutual product supply and sale services framework agreement entered into among the Company, Sinopec Group and Sinopec Corp. on 10 November 2022 in relation to the purchase of raw materials, the sale of petroleum products, petrochemical products, and utility materials and the agency sale of petrochemical products
"2022 Financial Services Framework Agreement"	the financial services framework agreement entered into between the Company and Sinopec Group in relation to financial services such as loan, collection and payment, discount, settlement and entrusted loan, which the Board resolved to approve on 20 November 2022
"Existing Financial Services Framework Agreement"	the financial services framework agreement entered into between the Company and Sinopec Group in relation to financial services such as loan, collection and payment, discount, settlement and entrusted loan, which the Board resolved to approve on 25 October 2023
"New Financial Services Framework Agreement"	the financial services framework agreement proposed to be entered into between the Company and Sinopec Group in relation to financial services such as loan, collection and payment, discount, settlement and entrusted loan, which the Board resolved to approve on 22 October 2025
"Group"	the Company and its subsidiaries
"Hong Kong"	Hong Kong Special Administrative Region of the PRC
"Hong Kong Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"H Shareholder(s)"	the Shareholders who/which hold H shares of the Company
"IFA", "Independent Financial Adviser" or "Shenwan Hongyuan"	Shenwan Hongyuan Capital (H.K.) Limited, acting as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the Major Continuing Connected Transactions and the relevant Proposed Annual Caps

"Independent Board Committee"	the committee of independent Directors, consisting of independent non-executive Directors, Mr. Tang Song, Mr. Chen Haifeng, Mr. Yang Jun, Ms. Zhou Ying and Mr. Huang Jiangdong, which has been formed to advise the Independent Shareholders in respect of the terms of the Major Continuing Connected Transactions and the relevant Proposed Annual Caps
"Independent Shareholders"	Shareholders other than Sinopec Corp. and its associates
"Latest Practicable Date"	17 November 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
"Major Continuing Connected Transactions"	the continuing connected transactions that need to be reported and announced by the Company, as well as approved by Independent Shareholders according to the requirements of Chapter 14A of the Hong Kong Listing Rules and the Shanghai Listing Rules, specifically, the purchase of raw materials and the sale of petroleum products, petrochemical products and utility materials under the New Mutual Product Supply and Sale Services Framework Agreement and the construction, installation and engineering design services under the New Comprehensive Services Framework Agreement
"New Comprehensive Services Framework Agreement"	the comprehensive services framework agreement proposed to be entered into among the Company, Sinopec Group and Sinopec Corp. in relation to the provision of construction, installation and engineering design services, petrochemical industry insurance services, property leasing and comprehensive services to the Company, which the Board resolved to approve on 22 October 2025
"New Framework Agreements"	the New Mutual Product Supply and Sale Services Framework Agreement, the New Comprehensive Services Framework Agreement and the New Financial Services Framework Agreement
"New Mutual Product Supply and Sale Services Framework Agreement"	the mutual product supply and sale services framework agreement proposed to be entered into among the Company, Sinopec Group and Sinopec Corp. in relation to the purchase of raw materials, the sale of petroleum products, petrochemical products and utility materials and the sales agency of petrochemical products, which the Board resolved to approve on 22 October 2025
"PBOC"	People's Bank of China

"PRC" or "China"	the People's Republic of China and, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
"Proposed Amendments"	the proposed amendments to the Articles of Association and its appendices
"Proposed Annual Cap(s)"	In terms of the New Mutual Product Supply and Sale Services Framework Agreement, the New Comprehensive Services Framework Agreement and the New Financial Services Framework Agreement, it refers to the proposed maximum total amount of Continuing Connected Transactions hereunder for each of the three years ending 31 December 2026, 2027 and 2028, respectively
"RMB"	Renminbi, the lawful currency of the PRC
"Rules of Procedure for the General Meetings"	the Rules of Procedure for the General Meetings of Sinopec Shanghai Petrochemical Company Limited
"Rules of Procedure for the Board Meetings"	the Rules of Procedure for the Board Meetings of Sinopec Shanghai Petrochemical Company Limited
"Shanghai Listing Rules"	Rules Governing the Listing of Stocks on Shanghai Stock Exchange
"Shareholder(s)"	the shareholder(s) of the Company
"Sinopec Corp."	China Petroleum & Chemical Corporation, a joint stock limited company incorporated in the PRC with limited liability and listed on the Main Board of the Hong Kong Stock Exchange (stock code: 00386) as well as in Shanghai (stock code: 600028)
"Sinopec Finance"	Sinopec Finance Company Limited, a company incorporated in the PRC with limited liability and a subsidiary of Sinopec Group
"Sinopec Group"	China Petrochemical Corporation, a limited liability company (state-owned enterprise) incorporated in the PRC

Sinopec Shanghai Petrochemical Company Limited
中國石化上海石油化工股份有限公司

(A joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 00338)

Executive Directors:
Guo Xiaojun
Du Jun
Huang Xiangyu

Non-executive Directors:
Xie Zhenglin
Qin Zhaohui

Independent Non-executive Directors:
Tang Song
Chen Haifeng
Yang Jun
Zhou Ying
Huang Jiangdong

Registered Office:
No. 48 Jinyi Road
Jinshan District
Shanghai, PRC

Principal Place of Business in Hong Kong:
Room 605,
Island Place Tower
510 King's Road
North Point
Hong Kong

24 November 2025

To the H Shareholders

Dear Sirs,

(1) CONTINUING CONNECTED TRANSACTIONS UNDER THE NEW FRAMEWORK AGREEMENTS
(2) REDUCTION OF REGISTERED CAPITAL, ABOLISHMENT OF SUPERVISORY COMMITTEE, ADJUSTMENT OF BUSINESS SCOPE AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES
(3) ELECTION OF MR. LU ZHIYONG AS THE NON-INDEPENDENT DIRECTOR OF THE ELEVENTH SESSION OF THE BOARD
AND
(4) NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING FOR 2025

I INTRODUCTION

References are made to the announcements of the Company dated 22 October 2025 and 11 November 2025, in relation to (1) the Continuing Connected Transactions under the New Framework Agreements; (2) the reduction of registered capital, abolishment of supervisory committee, adjustment of business scope and amendments to the Articles of Association and its appendices; and (3) the election of Mr. Lu Zhiyong as the non-independent Director of the eleventh session of the Board. The purpose of this circular is to provide you with, among other things, (1) details of the resolutions submitted for consideration and approval at the EGM; (2) the letter from the Independent Board Committee containing its recommendations to the Independent Shareholders; (3) the letter from the IFA containing its advice to the Independent Board Committee and the Independent Shareholders; and (4) the notice of EGM for the H Shareholders, for you to make an informed decision and vote for or against the relevant resolutions.

II CONTINUING CONNECTED TRANSACTIONS UNDER THE NEW FRAMEWORK AGREEMENTS

1. Introduction

References are made to the announcements and circular concerning the Existing Framework Agreements published by the Company on 10 November 2022, 30 November 2022 and 25 October 2023 respectively, in relation to the Existing Framework Agreements signed by the Company, Sinopec Group and Sinopec Corp. The Continuing Connected Transactions under the Existing Framework Agreements and the relevant annual caps for the three years ending 31 December 2025, have been duly approved by the Company's general meeting and/or Board procedures.

2. Continuing Connected Transactions under the New Framework Agreements

2.1 Background

As the Existing Framework Agreements will expire on 31 December 2025, in order to ensure the normal operation of the Company, the Board resolved on 22 October 2025 to approve the New Framework Agreements entered into by the Company, Sinopec Group and Sinopec Corp. for a term of three years expiring on 31 December 2028.

Due to the special nature of the industry and the Company's business needs, the Company has, since its initial public offering on 6 July 1993, been conducting various transactions with Sinopec Group, Sinopec Corp. and their associates for, among other things, the purchase of raw materials, the sale of petroleum products, petrochemical products, utility materials and other products, and the provision of sales agency services for petrochemical products, etc. The Company has also from time to time obtained, in its ordinary and usual course of business, various non-core business services from service providers (including Sinopec Group and its associates) to support and supplement the Company's core business. These services include construction, installation and engineering design services, petrochemical industry insurance

services, comprehensive services and financial services. As the Existing Framework Agreements will expire on 31 December 2025 and the Company intends to continue to conduct similar transactions in the future, the Board resolved on 22 October 2025 to approve the New Framework Agreements to be entered into by the Company, Sinopec Group and Sinopec Corp., so as to continue such services. The effectiveness of the transactions under the New Mutual Product Supply and Sale Services Framework Agreement and the New Comprehensive Services Framework Agreement, including the Proposed Annual Caps, is conditional upon the passing of the relevant resolutions at the EGM. The New Financial Services Framework Agreement and the transactions under it, including the Proposed Annual Caps, shall comply with the reporting and announcement requirements, but are exempt from the circular and Independent Shareholders' approval requirements.

2.2 Historical figures and annual caps of the Existing Framework Agreements

			Historical figure			Annual caps		
Connected transactions	Products or services	Connected parties	For the year ended 31 December		For the six months ended 30 June	For the year ended 31 December		
			(RMB in millions)			(RMB in millions)		
			2023	2024	2025	2023	2024	2025
Existing Mutual Product Supply and Sale Services Framework Agreement								
Purchase of raw materials	Crude oil, petrochemical feedstocks (e.g. naphtha, ethylene, etc.), other raw materials and goods	Provided to the Group by Sinopec Group, Sinopec Corp. and their associates	64,083	55,238	24,914	121,171	124,513	119,847
	Utilization rate of the existing annual caps		52.9%	44.4%	20.8%			
Sale of petroleum products and petrochemical products	Petroleum products (including gasoline, diesel, jet fuel, and liquefied petroleum gas, etc.) and petrochemical products (e.g. butadiene, benzene, ethylene oxide ("EO"), etc.)	Provided to Sinopec Corp. and its associates by the Group	69,523	67,365	29,623	91,003	93,169	93,873
	Utilization rate of the existing annual caps		76.4%	72.3%	31.6%			
Agency sale of petrochemical products	Resins, synthetic fiber monomers and polymers, synthetic fibers, intermediate petrochemicals, by-products of ethylene crackers and aromatics complex, as well as off-spec products and defectives related to the aforementioned five types of products	Provided to the Group by Sinopec Corp. and its associates	99	48	21	212	216	219
	Utilization rate of the existing annual caps		46.7%	22.2%	9.6%			

Connected transactions	Products or services	Connected parties	Historical figure For the year ended 31 December (RMB in millions) 2023	2024	For the six months ended 30 June 2025	Annual caps For the year ended 31 December (RMB in millions) 2023	2024	2025
Existing Comprehensive Services Framework Agreement								
Construction, installation and engineering design services	Construction, installation and engineering design services regarding petrochemical plant	Provided to the Group by Sinopec Group, Sinopec Corp. and their associates	214	117	16	1,548	1,542	1,549
	Utilization rate of the existing annual caps		13.8%	7.6%	1.0%			
Petrochemical industry insurance services	The provision of property insurance cover on the operations of the Group	Provided to the Group by Sinopec Group	114	125	61	120	130	140
	Utilization rate of the existing annual caps		95.0%	96.2%	43.6%			
Property leasing	Mainly included leasing of certain housing units at Huamin Empire Plaza, No. 728, Yan'an Road West, Shanghai	Provided to Sinopec Corp. and its associates by the Group	34	30	1	42	43	44
	Utilization rate of the existing annual caps		81.0%	69.8%	2.3%			
Comprehensive services	Training services and other related or similar services; infrastructure, application software and other information systems as well as necessary support and services related thereto; financial, human resources and information technology sharing services	Provided to the Group by Sinopec Group and its associates	33	16	9	58	49	52
	Utilization rate of the existing annual caps		56.9%	32.7%	17.3%			
The 2022 Financial Services Framework Agreement and the Existing Financial Services Framework Agreement								
Financial services	The provision of loan, collection and payment, discount, settlement, entrusted loan and other services	Provided to the Group by an associate of Sinopec Group - Sinopec Finance	8	5	0.1	200	200	200
	Utilization rate of the existing annual caps		4.0%	2.5%	0.1%			

As at the Latest Practicable Date, the Company has not exceeded the above annual caps. According to current estimates, the Company believes that the annual caps in 2025 will not be exceeded.

2.3 Details of the New Framework Agreements and the Proposed Annual Caps

The New Framework Agreements are valid for a term of three years expiring on 31 December 2028:

Connected transactions	Products or services	Contracting parties	Transaction parties	Proposed Annual Caps For the year ending 31 December (RMB in millions)		
				2026	2027	2028
New Mutual Product Supply and Sale Services Framework Agreement						
Purchase of raw materials	Crude oil, petrochemical feedstocks (e.g. naphtha, ethylene, etc.), other raw materials and goods	The Company, Sinopec Group and Sinopec Corp.	Provided to the Group by Sinopec Group, Sinopec Corp. and their associates	86,894	90,830	98,319
Sale of petroleum products, petrochemical products and utility materials	Petroleum products (including gasoline, diesel, jet fuel, liquefied petroleum gas, etc.), petrochemical products (e.g. butadiene, benzene, EO, etc.), and utility materials (including steam, nitrogen, industrial water, etc.)		Provided to Sinopec Corp. and its associates by the Group	74,046	81,103	83,571
Agency sale of petrochemical products	Resins, synthetic fiber monomers and polymers, synthetic fibers, intermediate petrochemicals, by-products of ethylene crackers and aromatics complex, as well as off-spec products and defectives related to the aforementioned five types of products		Provided to the Group by Sinopec Corp. and its associates	128	128	128

Connected transactions	Products or services	Contracting parties	Transaction parties	Proposed Annual Caps For the year ending 31 December (RMB in millions)		
				2026	2027	2028
New Comprehensive Services Framework Agreement						
Construction, installation and engineering design services	Construction, installation and engineering design services regarding petrochemical plant	The Company, Sinopec Group and Sinopec Corp.	Provided to the Group by Sinopec Group, Sinopec Corp. and their associates	6,752	10,747	8,147
Petrochemical industry insurance services	The provision of property insurance cover on the operations of the Group		Provided to the Group by Sinopec Group	130	135	190
Property leasing	Mainly included leasing of certain housing units at Huamin Empire Plaza, No. 728, Yan'an Road West, Shanghai		Provided to Sinopec Group, Sinopec Corp. and their associates by the Group	27	27	27
Comprehensive services	Training services and other related or similar services; infrastructure, application software and other information systems as well as necessary support and services related thereto; financial, human resources and information technology sharing service; fire protection and other services		Provided to the Group by Sinopec Group, Sinopec Corp. and their associates	109	108	110
New Financial Services Framework Agreement						
Financial services	The provision of loan, collection and payment, discount, settlement, entrusted loan and other services	The Company and Sinopec Group	Provided to the Group by an associate of Sinopec Group – Sinopec Finance	500	500	500

Payment Terms

There are no payment terms in the New Mutual Product Supply and Sale Services Framework Agreement and the New Comprehensive Services Framework Agreement the Material Continuing Connected Transaction thereunder.

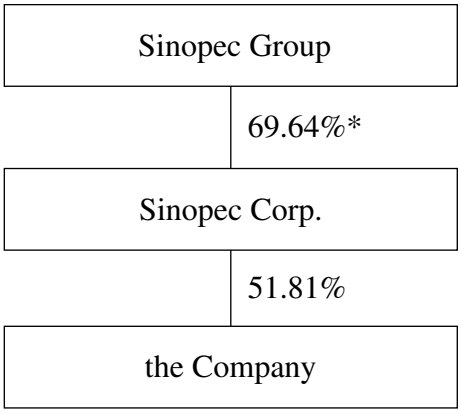
The specific parties in the Group and in Sinopec Group, Sinopec Corp. and their associates will, in accordance with the principles set out in the New Mutual Product Supply and Sale Services Framework Agreement and the New Comprehensive Services Framework Agreement, enter into separate specific contracts with detailed terms and conditions for particular raw materials, products or engineering projects, and the payment methods will be agreed in those respective underline contracts.

For specific contracts entered into in the past three years, the payment terms in the crude oil procurement agency agreements and sales contracts are generally that the Company or connected persons will pay the counterparty the purchase price by wire transfer, bank acceptance draft or cash within a specified payment period. For construction services, payments are generally made by the Group to the connected party based on the confirmed actual work completed for the project at the contract price, after the project has passed completion acceptance.

2.4 The connected persons and their relationships

As at the Latest Practicable Date, Sinopec Corp. holds 5,462,155,000 A shares of the Company, representing approximately 51.81% of the Company's issued share capital, and it is therefore the controlling Shareholder of the Company. Sinopec Group is the controlling shareholder of Sinopec Corp., directly and indirectly holding 69.64% equity interest of its issued share capital and is the de facto controller of the Company. Therefore, according to the Hong Kong Listing Rules and the Shanghai Listing Rules, Sinopec Group, Sinopec Corp. and their respective associates are all connected persons of the Company.

The shareholding relationship among the Company, Sinopec Group, and Sinopec Corp. are set out below:



* Includes 1,344,668,000 H shares of Sinopec Corp. held by Sinopec Century Bright Capital Investment Limited, a wholly-owned subsidiary of Sinopec Group, through HKSCC (Nominees) Limited.

In addition, an associate of Sinopec Corp. holds 22.67% equity interest in the Company's subsidiary, China Jinshan Associated Trading Corporation ("**Jinshan Associated Trading**") and holds 50% equity interest in the Company's subsidiary, Shanghai Jinshan Baling New Material Co., Ltd. ("**Baling New Materials**"), Therefore, Jinshan Associated Trading and Baling New Materials are connected subsidiaries of the Company pursuant to Rule 14A.16 of the Hong Kong Listing Rules.

2.5 Reasons for and benefits of the Continuing Connected Transactions, pricing policies and the calculation basis of the Proposed Annual Caps

2.5.1 Purchase of raw materials

Reasons and benefits: The Group produces over 60 different types of products representing a broad range of synthetic fibers, resins and plastics, intermediate petrochemicals and petroleum products. Each of these products is created from the chemical processing of crude oil, naphtha, ethylene, propylene, aromatics and other intermediate petrochemicals. In order to ensure a steady, orderly, continuing and efficient operation of the Group, since the Company's initial public offering on 6 July 1993, the Company has been purchasing and will continue to purchase most of petrochemical raw materials (such as crude oil, naphtha, ethylene, etc.) and other raw materials and goods (such as spare parts) from or via Sinopec Corp. and its associates at market prices, for producing various types of products. The Company has also been utilising the crude oil reserves of Sinopec Group by borrowing and purchasing crude oil from Sinopec Commercial Reserve Co., Ltd. ("**Sinopec Reserve**") according to the Company's production plans, stocks of crude oil and predictions on the market.

As the Group does not possess reserves of crude oil and other raw materials, it is necessary for the Group to continue to purchase raw materials to ensure continuing operation of its business. The oil and petrochemical industry in the PRC has always been subject to extensive regulations by the PRC government which implements a regulation on issuing licences to qualified crude oil business operators. The Group may only purchase crude oil from licensed crude oil suppliers. Sinopec Group, Sinopec Corp. and their associates (e.g. China International United Petroleum & Chemicals Co., Ltd. and Sinopec Reserve) are licensed crude oil suppliers. In addition, Sinopec Group, Sinopec Corp. and their associates have large crude oil storage tanks and pipeline transportation facilities which are close to the Group's production site. The Company considers that using the pipelines and facilities of Sinopec Group, Sinopec Corp. and their associates to import crude oil ensures a stable and secure supply of crude oil and reduces storage and transportation costs of crude oil.

The Group has been purchasing petrochemical raw materials (such as crude oil, naphtha, ethylene, etc.) and other materials and goods at market prices from or via Sinopec Corp. and its associates (including China International United Petroleum & Chemicals Co., Ltd., Shanghai SECCO Petrochemical Company Limited, etc.). The Company considers that an interruption of raw materials supply from Sinopec Corp. would cause difficulties to and increase costs of the operation of the Group, and therefore have a material adverse impact on the Group's production of its petroleum products and petrochemical products. The Group has also been utilising the crude oil reserves of Sinopec Reserve by purchasing and borrowing crude oil from Sinopec Reserve, which allows the

Group to reduce its stock of crude oil, and to adjust and optimise timely its stock of crude oil according to production plans, stock status of crude oil and predictions on market demand.

Accordingly, the Board is of the view that reliability and stability of supply of raw materials are crucial to the safe, steady, long-term, fully-loaded and optimised operation of the Company and it is in the interest of the Company and its Shareholders as a whole to continue the purchase and borrowing of raw materials from or via Sinopec Group, Sinopec Corp. and their associates.

Pricing Policies: Pursuant to the New Mutual Product Supply and Sale Services Framework Agreement, the purchase of petrochemical raw materials (such as crude oil, naphtha, ethylene, etc.) and other raw materials and goods from or via Sinopec Group, Sinopec Corp. and their associates are priced in accordance with the following pricing policies:

(a) if there are applicable State (central and local governments) tariffs, the pricing of the Company's purchases shall follow the State tariffs;

(b) if there are no State tariffs, but if there are applicable State's guidance prices, the pricing of the Company's purchases shall follow the State's guidance prices; or

(c) if there are no applicable State tariffs or State's guidance prices, the pricing of the Company's purchases shall be determined in accordance with the prevailing market prices (including any bidding prices).

In particular:

As of the Latest Practicable Date, there are no applicable State (central and local governments) tariffs or guidance prices in relation to the raw materials purchased from or via Sinopec Group, Sinopec Corp. and their associates. The price of raw materials shall therefore be determined in accordance with the prevailing market prices.

The price of crude oil purchased from Sinopec Corp. and its associates are determined on the basis of prevailing market prices at which Sinopec Corp. and its associates acquire crude oil from the open market plus an agency fee. The price for crude oil purchased on the open market is, in principle, determined by referencing the benchmark crudes commonly used in international practice for each regional market, such as Dated Brent, Dubai, Dubai & Oman, or DME Oman. The agency fee is determined in accordance with prevailing market commission rates for agency purchases of crude oil from the open market and the actual transaction amounts. The Company closely tracks the market and chooses the type and quantity of crude oil on its own, leaving the price to be decided by

the market. The Company has established procedures and internal control mechanisms related to the pricing and terms of Continuing Connected Transactions. For details, please refer to pages 31 to 33 of this circular.

The FOB of crude oil purchased from Sinopec Group and its associates (such as Sinopec Reserve) is determined by the average import FOB of that type of crude oil one month before crude oil is planned for delivery from stocks (pricing month); the freight is determined by the average freight of Sinopec Group and its associates in the pricing month; and the exchange rate is calculated at the exchange rate on the first trading day of the month in which crude oil is planned for delivery from stocks. The fee of usage of crude oil borrowed by the Company is calculated on the basis of the costs of purchase such as CIF, miscellaneous delivery expenses, insurance expenses and taxes for the same type of the borrowed crude oil in the month of borrowing the crude oil (borrowing month), and the interest of the fee is calculated on the basis of the interest rate for a six-month loan as announced by the PBOC during the borrowing month.

The price of other petrochemical raw materials (other than crude oil) purchased from Sinopec Group, Sinopec Corp. and their associates is determined in accordance with the order price or contract price of external sales, taking into account of factors, such as freight rate and quality.

The price of other raw materials and goods (such as spare parts) is determined through price enquiry and comparison on the relevant price websites or by referring to the prices of similar transactions in surrounding markets or by tender through the e-commerce system.

The Company will settle the payment for its raw material purchases by way of cash in accordance with the payment terms set out in each of the individual contracts for the purchase of such raw materials.

The calculation basis of the Proposed Annual Caps:

The Proposed Annual Caps for the three years ending 31 December 2028 are determined with reference to:

(a) in 2023 and 2024, crude oil accounted for 75.80% and 73.96%, respectively, of the Company's raw material purchases. Therefore, the Proposed Annual Cap for raw material procurement primarily reflects the Group's crude oil purchasing requirements.

(b) based on the crude oil prices in recent years (the average price of Brent crude oil on the Inter Continental Exchange for 2022-2024 was USD101/barrel, USD82/barrel and USD80/barrel, respectively) and with reference to the projections by various professional institutions, the Company has estimated the Proposed Annual Caps for the three years ending 31

December 2028 using assumed Brent crude oil prices of USD74/barrel, USD78/barrel, and USD86/barrel for 2026, 2027, and 2028, respectively; and the estimated exchange rate of USD1: RMB7.2;

(c) the estimates made by the Company for its own business development. The Company's actual crude oil processing volume in 2024 was 13.35 million tonnes. Based on the actual crude oil processing volume in 2024, and considering that certain key production facilities in the Company's operations (such as the ethylene and ethylene glycol units) were shut down during 2023 and 2024 and were restarted in mid 2025, and that certain production facilities underwent major overhauls in 2023 and 2024 while the Company's principal production facilities will have completed major overhauls over the next three years and will ramp up capacity in line with market demand, the Company expects crude oil processing volume for 2026 to 2028 will reach maximum 15.40 million tonnes/year;

(d) given the significant fluctuations in the prices of key raw materials such as crude oil in recent years, factors including geopolitics, exchange rate volatility, and speculation in international capital markets have had unforeseen impacts on these prices. For example, the average daily price of Brent crude oil on the Inter Continental Exchange for 2022 was USD101/barrel and it reached a high of USD127.98/barrel. The Company considered that the purchase of raw materials by the Company from the Sinopec Group, Sinopec Corp., and their associates under the New Mutual Product Supply and Sale Services Framework Agreement is essential for its continuing operations. Therefore, the Company is of the view that the caps for the transactions should be set with due regard to the fluctuation of the prices of the raw materials and the products and with flexibility to cover various possibilities to the largest extent;

(e) the Company's estimates of the potential fluctuations in the RMB exchange rate against the US dollar; and

(f) the Group's utilization of the annual caps for purchases of raw materials from or through Sinopec Group, Sinopec Corp. and their associates for 2023 and 2024 was approximately 52.9% and 44.4%, respectively. The historically low utilization rates were mainly due to: (i) lower actual crude oil prices during the historical period. When setting the existing annual caps, the Company used a crude oil price of USD104/barrel (the "**previous estimated oil price**"), whereas the average daily prices of Brent crude oil on the Inter Continental Exchange were about USD82/barrel in 2023 and USD80/barrel in 2024, which accounted for approximately 78.9% and 76.9% of the previous estimated oil price; and (ii) a decline in actual crude oil purchase volumes. In the Company's actual operations, certain key units, such as the ethylene and ethylene glycol units, were shut down, and certain production facilities underwent

major overhauls in 2023 and 2024. Although the Proposed Annual Caps represent a substantial increase over historical transaction amounts, they are based on the Company's reasonable estimate of oil prices and the expected increase in crude processing volumes over the next three years compared with 2023 and 2024, given that all the production facilities were restarted in mid 2025 and the Company's main production facilities have completed their overhauls, and production capacity will be fully realized in line with market demand.

2.5.2 Sale of petroleum products, petrochemical products and utility materials

Reasons and benefits: Transactions involving sale and purchase of petroleum products including gasoline, diesel, jet fuel and liquefied petroleum gas, etc., are subject to regulations by the PRC government which implements a regulation on issuing licences to qualified petroleum products business operators. The Group is only allowed to sell petroleum products to companies with the licenses to sell and purchase petroleum products including gasoline, diesel, jet fuel and liquefied petroleum gas, etc. Sinopec Corp. and its associates (e.g. Sinopec Huadong Sales Company Limited) are licensed petroleum products business operators. Hence, since the Company's initial public offering on 6 July 1993, the Company has been selling and will continue to sell petroleum products to Sinopec Corp. and its associates. In addition, Sinopec Corp. and its associates own widespread sales network for refined oil products and possess a fairly high market share in domestic refined oil product market. Therefore, selling petroleum products to Sinopec Corp. and its associates would help the Company benefit from their solid commercial network and improve the Company's market competitiveness. In addition to sale of petroleum products, the Company had in the past in the ordinary and usual course of its business sold certain petrochemical products, including butadiene, benzene EO, etc., and utility materials, including steam, nitrogen, industrial water, etc., to Sinopec Corp. and its associates.

The Company is of the view that the sale of petrochemical products to Sinopec Corp. and its associates at market price reduces the needs for a prolonged storage of its petrochemical products in its inventory, optimises its operation, largely reduces impact of fluctuation of market demand and ensures stable profits. In addition, as the Company has already established an amicable customer-supplier relationship with Sinopec Corp., it believes that an alliance with a reputable international petrochemical corporation such as Sinopec Corp. can promote the retention of the existing product users and the development and market expansion for the products of the Group. The sale of utility materials to Sinopec Corp. and its associates (e.g. Baling New Materials) by the Company also enables the Company to fully utilise its existing utility capacities and reduces the production costs of the utility works.

Therefore, the Board is of the view that it is in the overall interests of the Company and its Shareholders as a whole to sell petroleum products, petrochemical products and utility materials to Sinopec Corp. and its associates at market prices.

Pricing Policies: Pursuant to the New Mutual Product Supply and Sale Services Framework Agreement, the prices for the Company's sales of petroleum products, petrochemical products and utility materials to Sinopec Corp. and its associates are determined in accordance with the following pricing policies:

(a) if there are applicable State (central and local governments) tariffs, the pricing of the Company's sales shall follow the State tariffs;

(b) if there are no State tariffs, but if there are applicable State's guidance prices, the pricing of the Company's sales shall follow the State's guidance prices; or

(c) if there are no applicable State tariffs or State's guidance prices, the pricing of the Company's sales shall be determined in accordance with the prevailing market prices (including any bidding prices).

In particular:

(i) State tariffs and State's guidance prices

The price charged by the Company in relation to the sale of petroleum products to Sinopec Corp. and its associates are constrained by the relevant pricing requirements stipulated by the relevant government authorities, and the State tariffs and State's guidance prices provide pricing references to the price charged by the Company.

The government pricing for different products is determined based on the following:

Types of product with State tariffs or State's guidance prices	**Primary basis for pricing**
Petroleum products (Gasoline, diesel)	According to the "Notice of Further Improving the Pricing Mechanism of Refined Oil" (Fa Gai Jia Ge [2016] No.64) (《進一步完善成品油價格形成機制有關問題的通知》(發改價格[2016]64號)) issued by the National Development and Reform Commission on 13 January 2016 and the Rules for Pricing of Petroleum Management Method (《石油價格管理辦法》) issued on the same day, and the Notice on the Implementation of Periodic Price Subsidies after the International Oil Price Reaches the Upper Control

Types of product with State tariffs or State's guidance prices	Primary basis for pricing
	Limit (Cai Jian [2022] No. 185) (《關於做好國際油價觸及調控上限後實施階段性價格補貼有關工作的通知》(財建[2022]185號)) issued by the Ministry of Finance and the National Development and Reform Commission on 14 June 2022, the retail price and wholesale price of gasoline and diesel, as well as the supply price of gasoline and diesel to special users such as social wholesale enterprises, railway and transportation, etc., shall be State's guidance prices; the supply price of gasoline and diesel to the national reserve and Xinjiang Production and Construction Corps, shall be State tariffs. The price of gasoline and diesel may be adjusted every ten working days with reference to the changes in the international market price of crude oil. The National Development and Reform Commission publishes the information on adjustments by information release.
Jet fuel	According to the Circular of the National Development and Reform Commission on the Market Price of Jet Fuel (Fa Gai Jia Ge [2015] No.329) (《國家發展改革委關於航空煤油出廠價格市場化改革有關問題的通知》(發改價格[2015]329號)) issued by the National Development and Reform Commission on 15 February 2015, the price of jet fuel is determined in accordance with the CIF cum tax price for jet fuel imports from the Singapore market.

(ii) Prevailing market prices

As of the Latest Practicable Date, there are no applicable State (central and local governments) tariffs or guidance prices in relation to the petrochemical products sold by the Company. The price of petrochemical products sold by the Company shall therefore be determined in accordance with the order price or contract price of external sales, taking into account of factors, such as freight rate and quality. The market prices of utility materials (e.g. steam, nitrogen, industrial water, etc.) are determined by reference to the market prices of surrounding comparable utility materials, such as the prices of centrally supplied utility materials in industrial parks.

The Company has established procedures and internal control mechanism in relation to the pricing and terms of the Continuing Connected Transactions. For details, please refer to pages 31 to 33 of this circular.

Sinopec Corp. and its associates will pay in cash for the purchase of the relevant products and materials of the Company in accordance with the payment terms of each of the individual contracts relating to the procurement of such petroleum products, petrochemical products and utility materials.

The calculation basis of the Proposed Annual Caps:

The Proposed Annual Caps for the three years ending 31 December 2028 are determined with reference to:

(a) In 2023 and 2024, the revenue of Continuing Connected Transactions in respect of the Company's sales of – petroleum products (including gasoline, diesel and jet fuel) accounted for 80% and 84% of the annual revenue generated from sales of petroleum products, respectively. The Proposed Annual Caps for the sales of petroleum products, petrochemical products and utility materials primarily take into account the sales demand for petroleum products.

(b) Under the relevant pricing policies, gasoline and diesel prices are mainly set by the state, which makes periodic adjustments in response to market fluctuations such as changes in crude oil prices. The relevant market price of jet fuel is determined in accordance with the CIF cum tax price for jet fuel imports from the Singapore market. As of the end of October 2025, the national maximum retail guidance prices in the Shanghai area for gasoline and diesel were RMB 8,840/tonne and RMB7,825/tonne, respectively, and the price for jet fuel was RMB5,612/tonne. Petrochemical products are primarily adopted the prevailing market prices. As of 31 October 2025, the prices of the Company's key petrochemical products, such as pure benzene was RMB5,350/tonne, and low-density polyethylene Q281 was RMB9,650/tonne.

(c) The estimates made by the Company based on its business development and additional sales of utility materials. The Company's sales amount of petroleum and petrochemical products in 2024 was approximately RMB79.5 billion. Considering that certain key production facilities in the Company's operations (such as the ethylene and ethylene glycol units) were shut down during 2023 to 2024 and were restarted in mid 2025, and that certain production facilities underwent major overhauls in 2023 and 2024

while the Company's principal production facilities will have completed major overhauls over the next three years and will ramp up capacity in line with market demand, and results in a expected increasing revenue from sales of petroleum and petrochemical products in the future three years of the Company.

(d) In setting the annual caps, considering i) the importance of sales of petroleum products, petrochemical products and utility materials to Sinopec Corp. and its associates by the Company under the New Mutual Product Supply and Sale Services Framework Agreement to its revenue; and ii) the significant fluctuations in the prices of key raw materials such as crude oil in recent years. For example, the average daily price of Brent crude oil on the Inter Continental Exchange for 2022 was USD101/barrel and it reached a high of USD127.98/barrel. If crude oil prices were to reach those levels again in the future, the increased price range would be fully passed to the prices of petroleum and petrochemical products and such cost fluctuations for petroleum and petrochemical products are expected to create pricing uncertainties in related transactions. Therefore, the Company believes that the caps for the transactions should be set with due regard to the fluctuation of the prices of the involved raw materials and the aforementioned products and with flexibility to cover various possibilities to the largest extent.

(e) The utilization rates of the annual caps for the Group's sales of petroleum products, petrochemical products and utility materials to Sinopec Corp. and its associates for 2023 and 2024 were 76.4% and 72.3%, respectively. As the selling prices of petroleum and petrochemical products for the relevant years are mainly based on crude oil prices, and the actual average crude oil prices for the years ended 31 December 2023 and 31 December 2024 were approximately 78.9% and 76.9% of the previous estimated oil price, respectively. Thus the utilization rate fairly reflected the actual price decrease of the crude oil prices. Although the Proposed Annual Caps represent an increase compared with historical transaction amounts, they are based on the Company's reasonable estimates of prices for petroleum and petrochemical products and estimated increases in the relevant products' production capacity over the next three years compared with 2023 and 2024.

The Board is of the view that the transactions under the New Mutual Product Supply and Sale Services Framework Agreement do not constitute a material reliance of the Company on Sinopec Group and Sinopec Corp., primarily for the following reasons:

1. Due to the special nature of the industry and the Company's business needs, the Company has been purchasing petrochemical raw materials (such as crude oil, etc.) and other raw materials and goods from or via Sinopec Corp. The oil and petrochemical industry in the PRC has always been subject to extensive regulations by the PRC government which implements a regulation on issuing licences to qualified crude oil business operators. The Group can only purchase crude oil from a few licensed crude oil suppliers (currently no more than six licensed crude oil suppliers). Among these, China International United Petroleum & Chemicals Co., Ltd., a subsidiary of Sinopec Corp., as China's largest crude oil supplier, is able to offer the Company more favourable commercial terms. Concurrently, the Company is one of the significant crude oil purchasers for Sinopec Corp. and its associates, the procurement relationship is unlikely to undergo any material adverse changes or termination.

2. In 2023 and 2024, connected transactions accounted for 82.09% and 78.67% respectively of the total value of the purchase of raw materials. Provided that if the suppers can provide equal commercial term and satisfy the Company's production plan and needs, the Company will further increase the proportion of purchasing other raw materials from independent third parties. Furthermore, through established pricing mechanisms and internal controls for Continuing Connected Transactions, the Company ensures that prices of raw material procured from Sinopec Corp. and Sinopec Group are no less favourable than terms offered by independent third-party suppliers. The Company is of the view that using the pipelines and facilities of Sinopec Group, Sinopec Corp. and their associates to import crude oil ensures a stable and secure supply of crude oil, serving the overall interests of the Company and its shareholders.

3. Due to the special nature of the industry and its longstanding relationship with Sinopec Group and Sinopec Corp., the Company has consistently served as one of the principal suppliers of petroleum products and petrochemical products to Sinopec Group and its associates for decades. It shoulders the social responsibility of ensuring the supply of gasoline, diesel, jet fuel to the East China

region. Therefore, it is unlikely that these relationships concerning the sales of petroleum products and petrochemical products will undergo any material adverse changes or termination.

4. In 2023 and 2024, connected transactions accounted for 74.49% and 77.38% respectively of the total revenue of the sales of petroleum products and petrochemical products. Historical data indicates that there is no material reliance between the Company and Sinopec Group or Sinopec Corp. regarding the sales of petroleum products, petrochemical products and utility materials.

5. Although purchase of raw materials and sales of petroleum products, petrochemical products and utility materials under the New Mutual Product Supply and Sale Services Framework Agreement accounted for approximately 113% and 96% of the Company's revenue for the year ended 31 December 2024, respectively, such proportion is primarily attributable to the Company's lower revenue in 2024 due to the shutdown and major overhaul of certain key production facilities. Furthermore, the Continuing Connected Transactions under the New Mutual Product Supply and Sale Services Framework Agreement are crucial to the safe, steady, long-term, fully-loaded and optimised operation of the Group. Considering that those key production facilities resumed operations in mid-2025 and the Company's main production facilities have completed major overhauls over the past three years, production capacity will be fully utilized based on market demand. The Company anticipates that its annual revenue will further increase from 2026 to 2028, thereby reducing the proportion of the amount of relevant Continuing Connected Transaction to the Group's annual revenue.

2.5.3 Agency sale of petrochemical products

Reasons and benefits: In the ordinary and usual course of the Company's business, the Company has in the past entered into sale arrangements with its agents pursuant to which the agents will, on behalf of the Company, procure purchasers for the Company's petrochemical products, including resins, synthetic fiber monomers and polymers, synthetic fibers, intermediate petrochemicals, by-products of ethylene crackers and aromatics complex, as well as off-spec products related to the aforementioned five types of products, on a commission basis. Trading, distribution and marketing of the Group's products are important elements in the success of the business of the Group. Sinopec Corp. is one of the largest petrochemical companies in the world and has a strong global trading, distribution and marketing network. The Company considers that by appointing Sinopec Corp. and its associates as its sales agents, it will benefit from Sinopec

Corp.'s experience, expertise and strong global network, increase the sales of its petrochemical products, avoid peer competition and further improve the Company's bargaining position with customers.

Pricing Policies: Pursuant to the New Mutual Product Supply and Sale Services Framework Agreement, the commissions payable to Sinopec Corp. and its associates for the agency sale of the Company's petrochemical products are based on the number of products for agency sale with reference to the prevailing market commission rates. The market commission rate of petrochemical products generally will not exceed 0.7%. The Company has established procedures and internal control mechanisms related to the pricing and terms of Continuing Connected Transactions. For details, please refer to pages 31 to 33 of this circular.

The Company will pay the commissions by cash generally on a monthly basis.

The calculation basis of the Proposed Annual Caps:

The Proposed Annual Caps for the three years ending 31 December 2028 are determined with reference to:

(a) the historical transactions, transaction amounts, and the utilisation rates of the annual caps for the year 2023-2024 in respect of agency sale of petrochemical products through Sinopec Corp. and its associates. Since the agency rates are determined based on product sales revenue, and due to excessive fluctuations in raw material and product prices, the average utilisation rate of the caps for the year 2023-2024 was approximately 34%. However, in setting the annual caps, the Company considered the agency sales of petrochemical products through Sinopec Corp. and its associates to be essential to its continuing operations. Therefore, the Company believes that the caps for the transactions should be set with due regard to the fluctuations in product prices and sales income and with flexibility to cover various possibilities to the largest extent; and

(b) based on the Company's estimate of the change in the production volume of products, the Group anticipates a decrease in the volume of products sold through the agency model.

2.5.4 Construction, installation and engineering design services

Reasons and benefits: In order to upgrade and optimise existing products and processes and to develop and improve new technology, products, processes and equipment relating to its business, the Company maintains several technology development centers and research institutes. The detailed designs and implementation of such designs are carried out by external service providers. Since the Company's initial public offering on 6 July 1993, the Group has from

time to time obtained, in the ordinary and usual course of its business, construction, installation and engineering design services from external service providers including Ningbo Engineering Company of Sinopec and Sinopec Shanghai Engineering Co., Ltd., most of which are subsidiaries of Sinopec Engineering (Group) Co., Ltd.

The Company is of the view that Sinopec Group and its associates have consistently been able to meet the Company's stringent demands for highly technical design as well as construction and installation specifications, and timely delivery of services. As the Company considers that having reliable and co-operative service providers is important and beneficial to the Company, obtaining services from Sinopec Group and its associates allows the Company to ensure timely completion of its future projects while maintaining the requisite quality. In addition, obtaining construction, installation and engineering design services from Sinopec Group and its associates will minimise the risk of leakage of intellectual property and trade secrets to third parties in the process of providing such services.

Pricing Policies: Pursuant to the New Comprehensive Services Framework Agreement, the fees payable to Sinopec Group and its associates in relation to the provision of construction, installation and engineering design services are priced with reference to the prevailing market prices. In determining whether the consideration is in line with prevailing market prices, the Company will refer to the bidding prices quoted by at least two independent third parties providing services with comparable scale where such services were provided under normal trading conditions. Due to the unique nature of engineering design services, it may not be feasible to obtain quotations from more than two independent service providers. The Group will adopt an open tender pricing method that allows participation by independent third parties, and will compare at least two quotations in such transaction as reference prices. Following receipt of the quotation, the Group will compare and negotiate the price and terms of the quotation on an arm's length basis, and select service providers by taking into account of factors such as price quotations, quality of the products and services, particular needs of the project, technical advantages of the service providers, ability of the service providers in meeting delivery schedules and to continuously provide the services, and qualifications and relevant experiences of the service providers.

The Company will settle the fees by cash in accordance with the payment terms set out in each of the individual service contracts for the provision of such services.

The calculation basis of the Proposed Annual Caps:

The Proposed Annual Caps for the three years ending 31 December 2028 are determined with reference to:

(a) the Company's estimate of the construction, installation and engineering design services costs which are required to satisfy its existing and future development. The Company is currently preparing the Comprehensive Technological Transformation and Quality Upgrading Project, Construction Project of the Large-Tow Carbon Fiber Outside of Shanghai, and a clean energy upgrade project for its thermal power/ cogeneration units. The total investment budgets for those projects is RMB27.9 billion, and they are scheduled to be delivered and paid for in accordance with construction progress during 2025 to 2028. The Large-Tow project has been awarded by tender to a connected party. Moreover, based on past tendering experience and analysis of contractors' qualifications, connected parties also have a relatively high probability of winning bids for the construction, installation and engineering design contracts under the Comprehensive Technological Transformation and Quality Upgrading Project; and

(b) the Company's utilisation rates of the caps for 2023 and 2024 were approximately 13.8% and 7.2%, respectively, mainly because certain capital expenditure projects (for example, the Comprehensive Technological Transformation and Quality Upgrading Project) originally planned by the Company were not implemented as scheduled due to adjustments to the capital expenditure plan and other reasons. Although the Proposed Annual Caps represent a significant increase compared with historical transaction amounts, they are based on the Group's consideration of the construction schedules and total budgeted investment for those projects, under which the amounts spend on procuring construction, installation, and engineering design services from Sinopec Group and its associates for the aforementioned projects will increase significantly from 2026. In addition, the Company expects these projects to reach a construction and delivery peak in 2027 and therefore to incur the highest expenditures in 2027 over the next three years.

2.5.5 Petrochemical industry insurance agency services

Reasons and benefits: Since the Company's initial public offering on 6 July 1993, the Company has been, in the ordinary and usual course of its business, using insurance services provided by Sinopec Group for the property insurance cover on the operation of the Company. Captive insurance has been widely adopted in the petrochemical industry. The Ministry of Finance has already granted approval for Sinopec Group to provide captive insurance services to its affiliates. The Company is of the view that maintaining a suitable insurance

coverage for the Company's operation is important and will minimise the Company's risk exposure. Obtaining insurance services from Sinopec Group allows the Company to secure essential insurance coverage for its operation and is therefore beneficial to the Company.

Pricing policy: The production safety guarantee funds (the "**Safety Guarantee Funds**") are internal property guarantee funds that are extracted from production costs by the enterprises affiliated to Sinopec Group and paid to Sinopec Group in accordance with the Notice of the Administrative Measures for the Production Safety Guarantee Fund of the China Petrochemical Corporation* (《中國石油化工總公司安全生產保證基金管理辦法》) (Cai Gong Zi [1997] No. 268), issued by the Ministry of Finance of the PRC. Assets covered by the Safety Guarantee Funds should not be insured with social insurance companies. Different withdrawal rates are set for various asset categories based on their risk levels. The Safety Guarantee Funds are extracted twice a year, based on the original value of fixed assets at the period-end and the average book balance of inventory over the preceding six months (after deducting assets that are not within the scope of payment to the Safety Guarantee Funds).

The calculation basis of the Proposed Annual Caps:

The Proposed Annual Caps for the three years ending 31 December 2026, 2027 and 2028 are determined with reference to:

(a) the previous transactions and transaction amounts in respect of the provision of petrochemical industry insurance services by Sinopec Group and the utilisation rate of annual caps for 2023-2024 of around 95%; and

(b) the Company's estimate of the change in the value of its facilities in view of the Company's existing and future development. The amount of the Safety Guarantee Funds is mainly based on the original value of assets owned by the Group. Considering the assets to be newly added from several key projects, namely, the Construction Project of the Large-Tow Carbon Fiber Outside of Shanghai of the Company, and the Comprehensive Technological Transformation and Quality Upgrading Project of SPC, the amount of insurance services for 2026-2028 is expected to increase.

2.5.6 Property leasing

Reasons and benefits: In 2004, the Company purchased the property rights of the 16th to 28th floors of Huamin Empire Plaza, No. 728 Yan'an Road West, Shanghai, to be used as the Company's city office while part of the property was leased out. In 2007, the Company decided to lease the property to Sinopec Corp. and its associates considering their strong financial background.

Part of the property is leased to Sinopec Corp. and its associates. Taking into account of (i) the solid financial background and reputation of Sinopec Corp. and (ii) the fact that Sinopec Corp. has a long-term stable demand for property leasing services, the Board proposed that the Company should continue to lease the property to Sinopec Corp. and its associates in the future.

Pricing Policies: Pursuant to the New Comprehensive Services Framework Agreement, the leasing of property to Sinopec Corp. and its associates is priced with reference to the then prevailing market prices and at a rate that is no less favourable than the rental of other similar or comparable spaces and/or units in Huamin Empire Plaza that the Company charges to independent third parties. Where the similar or comparable spaces and/or units are not available, the Company will refer to the rental of commercial properties that are of the same grade as and are close to Huamin Empire Plaza in the same district. The Company's business department will conduct market research on the rents of office buildings surrounding Huamin Empire Plaza, and obtain rent quotations from two or more independent third parties to ensure that the price charged by the Company for leasing properties to Sinopec Corp. and its associates is not lower than the price charged to independent third parties.

The Company will generally receive rent by cash in accordance with the payment terms set out in the individual lease agreement.

The calculation basis of the Proposed Annual Caps:

The Proposed Annual Caps for the three years ending 31 December 2026, 2027 and 2028 are determined with reference to:

(a) the market prices of similar properties in Shanghai in the past three years; and

(b) based on the Company's estimate of declining office property rental prices and insufficient market leasing demand in Shanghai.

2.5.7 Comprehensive services

Reasons and benefits: Since establishment, the Company has been receiving cultural and educational training services from Sinopec Group, including training courses for vocational skills and training seminars for management skills. The Company is of the view that this will benefit the professional development of employees. Sinopec Group has a huge global supplier network and an advanced informatization platform, which is of great significance for the Company to find excellent suppliers and save procurement costs. In addition, the Company will accept professional support services related to finance, human resources and information technology sharing services provided by Sinopec Shared Services Co., Ltd., which will help the Company further improve management refinement

and operational efficiency. In accordance with Article 39 of the Fire Protection Law of the People's Republic of China, which mandates that large enterprises producing and storing flammable and explosive hazardous materials shall establish professional fire brigades, SPC, as a large-scale petrochemical enterprise, is required to do so. Sinopec Corp. and its associates provide fire protection services that are supported by professional equipment and expertise in handling petrochemical fires, and the Company is of the view that the fire protection services provided by Sinopec Corp. and its associates can improve the Company's intrinsic safety level and reduce related expenses.

Pricing Policies:

(a) The agreement price is applicable to culture, education, training services and other related or similar services; infrastructure, application software and other information systems as well as necessary support and services related to them. The agreement price shall be determined by reasonable cost plus reasonable profit. The supplier shall provide the cost list determined by the actual cost of services provided by Sinopec Group. The buyer shall negotiate and verify the reasonable cost through the comparable average cost of similar enterprises in adjacent areas to determine the price of connected transactions. When determining the reasonable profit of any comprehensive service under this agreement, the management shall refer to at least two comparable transactions with independent third parties in the same period. Once the price of connected transaction is signed, it shall not be changed unilaterally without authorization;

(b) The agreement price is applicable to financial, human resources, information technology sharing and fire protection services. The agreement price shall be determined by reasonable cost plus reasonable profit. The reasonable cost of financial, human resources and information technology sharing services is determined on the basis of FTE (full-time employment equivalent). At the current stage, the cost and taxes are taken as the benchmark, and the profit margin is controlled within a range of 6% to determine the price of shared services. When determining the reasonable profit of any comprehensive service under this agreement, the management shall refer to at least two comparable transactions with independent third parties in the same period. Once the price of connected transaction is signed, it shall not be changed unilaterally without authorization; and

(c) In view of the fact that the fire protection services required by the Company are based on fire protection services for petrochemical projects, which are non-standard businesses with no public bidding or other market price reference standards. The Company's fire protection services adopt agreement price. Fire protection service fees are determined based on

reasonable costs and applicable taxes and fees, plus a reasonable profit not exceeding 6%. Reasonable costs mainly refer to labour costs for fire protection services in the same industry, taking into account the average income level of full-time firefighters recruited in Shanghai (approximately RMB 135,000-185,000 per firefighter per year). The reasonable profit margin is primarily determined with reference to bank loan interest rates, and the final agreed price for the fire protection service fees will be determined through negotiation at arms length basis between relevant parties.

The calculation basis of the Proposed Annual Caps:

The Proposed Annual Caps for the three years ending 31 December 2026, 2027 and 2028 are determined with reference to:

(a) The audited actual costs of culture, education and training in 2024 provided by Sinopec Group;

(b) The annual fees to be paid for miscellaneous services such as information system services provided by Sinopec Group, including ERP system maintenance fees, OA office system fees, contract management system fees, archives and web portal service fees, infrastructure (including servers) maintenance fees, etc. Such fees are based on the market price of such services; and

(c) According to the Company's future development plan, project planning and newly added fire protection services, the costs related to financial, human resources, information technology sharing and other services are expected to further increase.

2.5.8 Financial services

Reasons and benefits: Sinopec Finance is a non-bank finance company approved and regulated by the PBOC and the National Financial Regulatory Administration (the "NFRA") and is an associate of Sinopec Group. The Company has been obtaining from Sinopec Finance certain financial services including loan, collection and payment, discount, settlement and entrusted loan and any other services provided by Sinopec Finance as approved by the NFRA.

The Company considers that having reliable and co-operative financial services are important to its business as the nature of the Company's business means that transactions often involve payment of large sums of money. Through this transaction, the Company is able to obtain timely financial services, such as loan facilities, discounted notes, settlement services and so forth. In addition, the customized preferential policies save financial expenses of the Company and increase the settlement efficiency among Sinopec companies, thereby ensuring

fund security within the system and reducing risks posed to the fund of the Company. The financial services provided by Sinopec Finance have always been for the benefit of the Company and are, in the Company's opinion, generally on no less favourable terms as compared to the terms offered by other financial institutions. Such financial services following the pricing principles of fairness, impartiality and openness, which will not have an adverse impact on the Company's financial status and operating results in the future, will hardly create dependence on connected persons, nor will it compromise the Company's independence.

Pricing Policies: The fees payable by the Company to Sinopec Finance under the Financial Services Framework Agreement will be no more than the applicable fees specified by the PBOC and the NFRA for the relevant services from time to time. If neither the PBOC nor the NFRA has specified a fee or charge for a particular service, the services will be provided by Sinopec Finance on terms no less favorable than terms available from the major commercial banks or financial institutions in China. Meanwhile, when Sinopec Finance provides settlement, entrusted loan and other financial services to the Company, the service fees charged shall not be more than that charged by independent commercial banks or financial institutions or that charged by Sinopec Group to other group companies for similar services. In determining whether the terms offered by Sinopec Finance is no less favourable, the Company will compare with at least two comparable transaction in the same period from major commercial banks or financial institutions which are independent third parties. The Company will ensure that the Company's interests are fully protected by controlling and examining the cost of financial services provided to the Company.

Sinopec Finance and the Company can sign specific financial service agreements based on the terms of the New Financial Services Framework Agreement as necessary for actual transactions. The Company will settle the fees by cash in accordance with the payment terms set out in each of the individual financial agreements to be entered into with Sinopec Finance for the provision of such financial services.

The calculation basis of the Proposed Annual Caps:

The Proposed Annual Caps for the three year ending 31 December 2026, 2027 and 2028 are determined with reference to:

(a) the previous transactions and transaction amounts in respect of the provision of financial services by Sinopec Finance. The Company may obtain financial services from Sinopec Finance and other third-party financial institutions. Based on financial costs considerations, historical utilisation rate for caps in relation to financial services obtained by the Company from Sinopec Finance has been relatively low. However, given uncertainties in maintaining the Company's financing channels and

products, capital market conditions, and the development progress of related businesses, the Company is of the view that caps for the transactions should be flexible to cover various possibilities to the largest extent;

(b) the Company's estimate of its business scale and its volume of transactions involving the use of financial services. The Company is constructing the Comprehensive Technological Transformation and Quality Upgrading Project and the Construction Project of the Large-Tow Carbon Fiber Outside of Shanghai of SPC and concurrently plans to construct other environmentally friendly and energy-saving technological upgrade projects. Completion of such projects will further increase the production scale of the Company and increase demand of working capital of the Company;

(c) the Company obtained a number of loans (such as short-term loans and project loans) and continued to obtain discounted notes from Sinopec Finance; and

(d) the Company has taken into account of the initial working capital of the projects that may be put into operation in the next three years, as well as the additional working capital required for the expansion of the Company's production scale. In determining the Proposed Annual Caps, the Company has considered its working capital and external financing to meet the funding needs. The Company expects to obtain approximately RMB3 billion of project loans and approximately RMB3 billion of ordinary loans and discounted notes from Sinopec Finance for the years ending 31 December 2026, 2027 and 2028, respectively. In determining the Proposed Annual Caps, the Company has estimated the interest rate on such loans to be 90% of the prevailing loan rate issued by the PBOC.

2.6 Internal control mechanisms for the pricing of Continuing Connected Transactions

The Company has implemented the following pricing procedures and internal control mechanisms in order to ensure that the pricing policies and terms of Continuing Connected Transactions are fair and reasonable and no less favourable than the terms provided by any other independent third party:

(a) Where the pricing for Continuing Connected Transactions is determined with reference to the prevailing market prices or market commission rates, the Company has set up a Price Management Committee that is responsible for the overall pricing management. The sales department of the Company is responsible for collecting and compiling price information. It compares and analyses market prices for the same types of transactions in the same industry and provides a forecast on the trend of market prices. The Company actively obtains market price information through various channels, such as referring to the comparable

transaction prices for the same period between the Company and independent third parties (at least two or more), the comparable transaction prices for the same period among independent third parties, conducting price research through industry websites and other independent providers of industry information, and participating in activities organized by leading industry associations. The market price information is also provided to other departments and subsidiaries of the Company to assist in the pricing of the Continuing Connected Transactions. In the second half of every month, the finance department holds a meeting with sales department and other related departments to analyse and discuss the market conditions and propose a price adjustment draft plan for the next month. This plan will be further reviewed and summarized by the sales department and submitted to the Price Management Committee of the Company for review and approval. The final price shall be determined by both parties of the agreement (i.e. the Company, Sinopec Group, Sinopec Corp. and their associates) on normal commercial terms with reference to the above price information. The finance department will be responsible for issuing and implementing the approved plan;

(b) In terms of the Company's procurement process of relevant products or services, the Company requires suppliers, including Sinopec Group, Sinopec Corp. and their associates, to provide quotations for the required services or products. In addition to public bidding, the Company generally adopts comprehensive price comparison method and price inquiry and comparison method, through which the Company will, at a minimum, refer to quotations from at least two independent third-party suppliers. After receiving the quotation, the Company will compare the quotations and discuss the quotation terms with the supplier. Under the comprehensive price comparison, the supplier shall be determined after considering factors such as price quotations, quality of products or services, specific needs of both parties involved, professional and technical advantages of the supplier, ability of the supplier in performing the contracts and providing subsequent services, as well as the qualifications and relevant experience of the supplier. Under the price inquiry and comparison method, the Company will select the supplier with the lowest price quotation if other conditions are the same. By implementing the above pricing procedures for connected transactions, the Board is of the view that the Company has adequate internal controls to ensure that the terms of Continuing Connected Transactions are fair and reasonable and no less favourable than those offered by other independent third-party service providers or supplier;

(c) The Company's internal control department regularly conducts internal assessments on the completeness and effectiveness of the internal control measures of the Company in relation to the Continuing Connected Transactions throughout the year. The legal and contract management department of the Company reviews and examines the contracts in relation to the Continuing Connected Transactions stringently, and the contract execution department monitors the transaction amounts of the Continuing Connected Transactions in a timely manner;

(d) The Company implements the Continuing Connected Transactions in accordance with its internal control procedures. The files and ledgers for the Continuing Connected Transactions are set up by designated accounting personnel. The files and ledgers are checked and verified by the relevant personnel responsible for monitoring Continuing Connected Transactions at least once every quarter. Such personnel review and analyse the Continuing Connected Transactions' statements and implementation of pricing policies at least once every quarter and prepare reports on the findings regularly to ensure that the transactions are conducted in accordance with the pricing policies. The transaction prices for Continuing Connected Transactions shall be compared with and analysed against the prevailing market prices for the same period in order to identify and rectify any existing problems as well as providing suggestions for improvement;

(e) The Board and Audit and Compliance Committee of the Company review the annual financial report, annual report and interim financial report which contain the information on the implementation of the Continuing Connected Transactions on an annual basis. The independent non-executive Directors provide their opinions on the Continuing Connected Transactions during the periods of the reports, mainly including whether the Continuing Connected Transactions are fair and reasonable, and whether the actual transaction amounts incurred by the Continuing Connected Transactions are within the Proposed Annual Caps; and

(f) The external auditor of the Company conducts an annual audit each year and issues its opinions as to the implementation of the Continuing Connected Transactions by the Company and whether the amounts incurred by the Continuing Connected Transactions are within the Proposed Annual Caps during the year pursuant to the requirements of the Hong Kong Listing Rules.

By implementing the above pricing procedures and internal control measures and procedures, the Directors are of the view that the Company has established sufficient internal control measures to ensure the pricing basis of the New Framework Agreements will be on market terms and on normal commercial terms or better and will be fair and reasonable to the Company and the Shareholders as a whole.

3. Implications under the Hong Kong Listing Rules and the Shanghai Listing Rules

As at the Latest Practicable Date, Sinopec Corp. and its associates directly and indirectly hold about 51.81% of the issued share capital of the Company and are the controlling Shareholders of the Company. Sinopec Group is the controlling shareholder of Sinopec Corp., directly and indirectly holding 69.64% equity interest of its issued share capital and is the de facto controller of the Company. According to Chapter 14A of the Hong Kong Listing Rules and the Shanghai Listing Rules, Sinopec Group, Sinopec Corp. and their associates are connected persons of the Company. Therefore, the transactions among the Group, Sinopec Group and Sinopec Corp. constitute Continuing Connected Transactions of the Company. The Company must comply with the requirements of reporting, announcement and independent shareholders' approval (if necessary) for such transactions.

As for the Major Continuing Connected Transactions contemplated under the New Mutual Product Supply and Sale Services Framework Agreement and the New Comprehensive Services Framework Agreement, the relevant applicable ratios exceed 5%. Therefore, they are subject to reporting, announcement and independent shareholders' approval requirements at the EGM under Chapter 14A of the Hong Kong Listing Rules.

In terms of the Continuing Connected Transactions contemplated under the New Financial Services Framework Agreement, since the unsecured loan service in the financial services are based on normal commercial terms, they shall be exempted from the requirements of reporting, announcement and independent shareholders' approval requirements under Rule 14A.90 of the Hong Kong Listing Rules. As the relevant applicable ratios of other Continuing Connected Transactions exceed 0.1% but do not reach 5%, it shall comply with the reporting and announcement requirements, but are exempt from Independent Shareholders' approval requirements under Chapter 14A of the Hong Kong Listing Rules.

In addition, the New Framework Agreements and the Continuing Connected Transactions thereunder must comply with the requirements of non-related directors' approval and/or independent shareholders' approval, as well as applicable information disclosure procedures under the Shanghai Listing Rules.

4. Approval of the Board and the Independent Shareholders

Prior to submitting to the Board for consideration, the Company had convened the 14th special meeting of Independent Directors of the eleventh session of the Board on 21 October 2025, at which all independent non-executive Directors unanimously agreed and approved the resolution on the New Framework Agreements and the Continuing Connected Transactions (including the relevant Proposed Annual Caps) thereunder. At the 20th meeting of the eleventh session of the Board on 22 October 2025, the Board approved the terms of the New Framework Agreements and the Continuing Connected Transactions contemplated thereunder. It agreed to submit the Major Continuing Connected Transactions (including the relevant Proposed Annual Caps) at the EGM for approval. Directors, Mr. Guo Xiaojun, Mr. Du Jun and Mr. Xie Zhenglin, due to their positions held in the connected persons of the Company, are deemed to have an interest in such transactions and therefore abstained from voting at the meeting of the Board.

The Board (including the members of the Independent Board Committee) is of the view that the New Framework Agreements and the Continuing Connected Transactions contemplated thereunder (including the relevant Proposed Annual Caps) are fair and reasonable, on normal commercial terms, are entered into in the usual and ordinary course of business and in the interests of the Company and its Shareholders as a whole.

The Independent Board Committee has been established by the Company to advise the Independent Shareholders as to the Major Continuing Connected Transactions and the relevant Proposed Annual Caps. The Directors, having made all reasonable inquiries, confirm that to the best of their knowledge and belief, none of the members of the Independent Board Committee has any significant interest in the Major Continuing Connected Transactions. In

addition, the Company shall comply with other relevant requirements under the Shanghai Listing Rules and Chapter 14A of the Hong Kong Listing Rules in relation to the Continuing Connected Transactions.

5. General Information

The Company

Located at Jinshanwei in the southwest of Shanghai of the PRC, the Company is a highly integrated petrochemical enterprise which mainly processes crude oil into a broad range of petroleum products and chemical products.

Sinopec Corp.

Sinopec Corp. is a joint stock company established in China, which are mainly engaged in the exploration and production, pipeline transportation and sale of petroleum and natural gas; the production, sale, storage and transportation of refinery products, petrochemical products, coal chemical products, synthetic fibre, and other chemical products; the import and export, including an import and export agency business, of petroleum, natural gas, petroleum products, petrochemical and chemical products, and other chemical commodities and technologies; and research, development and application of technologies and information; hydrogen energy business and related services such as hydrogen production, storage, transportation and sales; battery charging and swapping of the new energy vehicles, solar energy, wind energy and other new energy business and related services.

Sinopec Group

Sinopec Group is a limited liability company established in China, which are mainly engaged in the exploration, production, storage and transportation (including pipeline transportation), sales and comprehensive utilisation of oil and natural gas; oil refining; wholesale and retail of refined oil products; production, sales, storage and transportation of petrochemical, natural gas chemical, coal chemical and other chemical products; industrial investment and investment management; production, sales, storage and transportation of energy products such as new energy and geothermal energy; exploration, design, consultation, construction and installation of petroleum and petrochemical engineering; repairing and maintenance of petroleum and petrochemical equipment; R&D, manufacture and sales of mechanical and electrical equipment; production and sales of electricity, steam, water supplies and industrial gas; research, development, application and consulting services of technology, e-commerce, information and alternative energy products; self-operating and acting as agent for import and export of relevant products and technology; foreign project contracting, bidding and purchasing, and labour export; international storage and logistics business etc.

III REDUCTION OF REGISTERED CAPITAL, ABOLISHMENT OF SUPERVISORY COMMITTEE, ADJUSTMENT OF BUSINESS SCOPE AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES

The Company convened the 20th meeting of the eleventh session of the Board on 22 October 2025, at which the Resolution Regarding the Reduction of Registered Capital, Abolishment of Supervisor Committee, Adjustment of Business Scope and Amendments to the Articles of Association and its Appendices was considered and approved. Pursuant to the relevant laws and regulations, and in order to standardize the corporate governance systems and facilitate the Company's strategic development, the Company proposes to amend the Articles of Association and its appendices based on its actual circumstances.

1. Background and Summery of the Proposed Amendments

The Company Law officially came into effect on 1 July 2024. On 27 December 2024, the China Securities Regulatory Commission (the "**CSRC**") promulgated the Transitional Arrangements for the Implementation of New Supporting Rules under the Revised Company Law (《關於新<公司法>配套制度規則實施相關過渡期安排》), requiring listed companies to provide for in their articles of association the establishment of an audit committee under the board of directors to exercise the duties of the supervisory committee stipulated in the Company Law, and to abolish the supervisory committee or supervisors by 1 January 2026, in accordance with the Company Law, the Provisions of the State Council on the Implementation of the Registration Management System for Registered Capital under the Company Law of the People's Republic of China (《國務院關於實施<中華人民共和國公司法>註冊資本登記管理制度的規定》), and the supporting rules of the CSRC. On 28 March 2025, the CSRC also published the revised Guidelines for the Articles of Association of Listed Companies and the Rules for General Meetings of Listed Companies.

The Company proposes to undertake comprehensive adaptive amendments to its Articles of Association and its appendices, namely the Rules of Procedure for the General Meetings and the Rules of Procedure for the Board Meetings, in accordance with the Company Law, the Guidelines on the Articles of Association of Listed Companies, the Rules for General Meetings of Listed Companies, and the relevant regulatory rules issued by the Shanghai Stock Exchange and the Hong Kong Stock Exchange as well as in light of the Company's actual circumstances. These revisions will involve an adjustment to the Company's organizational framework, the supervisors and the supervisory committee, as well as the addition of one employee representative director. Furthermore, given that the Company has cancelled an aggregate of 256,668,000 overseas-listed foreign shares (H shares) repurchased as of 17 June 2024, 3 March 2025 and 12 June 2025, respectively, the total number of issued shares has been reduced from 10,799,285,500 to 10,542,617,500, the Company proposes to reduce its registered capital in line with such change in the total number of issued shares. The Company also proposes to adjust its business scope and add certain permitted items in light of its actual operational needs.

For details of the Proposed Amendments, please see Appendices II-IV to this circular.

2. Impact of the Proposed Amendments

Upon completion of the Proposed Amendments, the Company will no longer have the supervisory committee or any supervisor positions, with the audit and compliance committee of the eleventh session of the board of directors exercising the functions and powers of the supervisory committee as stipulated under the Company Law. The Rules of Procedure for the Supervisory Committee of Sinopec Shanghai Petrochemical Company Limited and other relevant policies of the supervisory committee will be repealed accordingly.

The Proposed Amendments shall be subject to the consideration and approval at the EGM. At the same time, the Company proposes that the shareholders at the general meeting to authorize the secretary to the board to handle, on behalf of the Company, all relevant procedures regarding any applications, approvals, disclosures, registrations and filings (including wording amendments as requested by the regulatory authorities) arising from the amendments to the Articles of Association and its appendices. The final adjusted business scope of the Company shall be subject to the approval and registration by the market supervision and administration authority.

IV ELECTION OF MR. LU ZHIYONG AS THE NON-INDEPENDENT DIRECTOR OF THE ELEVENTH SESSION OF THE BOARD

On 11 November 2025, the Company held the 21st meeting of the eleventh session of the Board and considered and approved the Resolution in relation to the Election of Mr. Lu Zhiyong as the Non-independent Director of the Eleventh Session of the Board of the Company. The resolution in relation to proposed election of Mr. Lu Zhiyong as the non-independent Director shall take effect upon approval by the EGM.

The biography of Mr. Lu Zhiyong is set out below:

Lu Zhiyong, born in May 1978, is Deputy Secretary of the Communist Party Committee of the Company. Mr. Lu Zhiyong joined Zhenhai Refining & Chemical Branch of China Petroleum & Chemical Corporation ("**Zhenhai Refining & Chemical**") in 2001. He served as deputy head engineer, head engineer chief safety officer, deputy head of Development Planning Department, deputy head of Development and Technology Department of refining division I of Zhenhai Refining & Chemical, the director of the Design Management Department within the Management Office for the refining old area structure adjustment and quality upgrading project and the Zhenhai Base Project, secretary of the Party General Branch, the general manager, and manager of Safety and Environmental Protection Department of refining division I. From May 2022 to August 2022, he served as chief safety officer and manager of the Safety and Environmental Protection Department of Zhenhai Refining & Chemical. Since August 2022, he served as the deputy general manager, Party Committee member and chief safety officer of Zhenhai Refining & Chemical. Since May 2023, he concurrently served as deputy general manager of Management Office for the Zhenhai Base Project. Mr. Lu Zhiyong has long been engaged in production operations, safety and environmental protection, project construction and technical management. He led the production preparation and commissioning of the Zhenhai Base Project Phase II, efficiently organized the integrated operation of production units, and contributed to Zhenhai Refining & Chemical's continued recognition as a "Energy

Efficiency Leader Benchmarking Enterprise". Mr. Lu Zhiyong graduated from Nanjing Tech University in 2001 with a bachelor degree in engineering, majoring in chemical engineering and technology. He is a senior engineer by professional title.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lu Zhiyong (i) has not held any directorships in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not have relationships with any director, supervisor, senior management, controlling shareholder, substantial shareholder or de facto controller of the Company; and (iii) does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Lu Zhiyong has not faced any disciplinary action by the China Securities Regulatory Commission or other relevant authorities, nor has been sanctioned by any stock exchange.

If the ordinary resolution in respect of the proposed election of Mr. Lu Zhiyong as a non-independent Director of eleventh session of the Board is approved at the EGM, Mr. Lu Zhiyong will enter into a director's service contract with the Company. The term of office of Mr. Lu Zhiyong will commence on the date of approval at the EGM and expire at the expiration of the eleventh session of the Board. The remuneration of Mr. Lu Zhiyong will be determined in accordance with the Remuneration System for Directors, Supervisors and Senior Management of the Company. The Company will disclose the amount of remuneration of received by Mr. Lu Zhiyong for the relevant years in its annual reports. Mr. Lu Zhiyong's remuneration will not be included in the director's service contract.

Save as disclosed above, the Company was not aware of any information in respect of Mr. Lu Zhiyong that needs to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Hong Kong Listing Rules, nor was the Company aware of any matters that need to be brought to the attention of the shareholders of the Company.

V EGM

The Company will convene the EGM at the North Building of Jinshan Hotel, No. 1, Jinyi East Road, Jinshan District, Shanghai, the PRC on Thursday, 11 December 2025 at 2:00 p.m. The notice convening the EGM was published on the websites of the Hong Kong Stock Exchange, the Shanghai Stock Exchange and the Company and is set out on pages V-1 to V-4 of this circular. Whether or not you are able to attend the EGM in person, please complete the form of proxy of the Company in accordance with the instructions printed thereon and return it to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event not less than 24 hours before the time for holding the EGM (That is, at or before 10 December 2025 at 2:00 p.m. (HKT)) or any adjournment thereof (as the case may be).

Completion and return of the form of proxy of the Company will not preclude you from attending and voting in person at the EGM or any adjournment thereof (as the case may be) as you wish.

As at the Latest Practicable Date, Sinopec Corp. and its associates hold 5,462,155,000 A shares of the Company, representing 51.81% of the Company's issued share capital. In accordance with the Hong Kong Listing Rules (Rule 14A.36 of the Hong Kong Listing Rules stipulates that any connected

person and any shareholder and their associates with a material interest in relevant continuing connected transactions are required to abstain from voting on the relevant resolutions at the general meeting) and the Shanghai Listing Rules, Sinopec Corp. and its associates will abstain from voting on the resolutions approving the New Framework Agreements and the Continuing Connected Transactions at the EGM. As at the Latest Practicable Date, to the best of the Company's knowledge, information and belief, save for Sinopec Corp. and its associates who are required to abstain from voting on the relevant resolutions, no other Shareholders are required to abstain from voting on relevant resolutions to be proposed at the EGM.

Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, all votes at the EGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Hong Kong Listing Rules.

VI RECOMMENDATIONS

The Directors believe that all resolutions to be proposed at the EGM are fair and reasonable, and in the best interests of the Company and its Shareholders as a whole. Therefore, the Directors (including the Independent Directors) recommend that the Independent Shareholders vote in favour of all resolutions at the EGM.

Your attention is drawn to the letter from the Independent Board Committee to the Independent Shareholders containing their opinions and recommendations, which is set out on page 40 of this circular.

The letter from Shenwan Hongyuan, being the IFA to the Independent Board Committee and the Independent Shareholders, containing its advice on the fairness and reasonableness of the terms of the Major Continuing Connected Transactions and the Proposed Annual Caps, which is set out on pages 41 to 63 of this circular.

By Order of the Board
Sinopec Shanghai Petrochemical Company Limited
Liu Gang
Joint Company Secretary

Sinopec Shanghai Petrochemical Company Limited
中國石化上海石油化工股份有限公司
(A joint stock limited company incorporated in the People's Republic of China)
(Stock Code: 00338)

24 November 2025

To the Independent Shareholders of Sinopec Shanghai Petrochemical Company Limited

CONTINUING CONNECTED TRANSACTIONS UNDER THE NEW FRAMEWORK AGREEMENTS

We refer to the circular dated 24 November 2025 (the "**Circular**") issued by the Company, of which this letter forms a part. Terms defined in the Circular shall have the same meanings herein.

We have been appointed to constitute the Independent Board Committee to make recommendations to the Independent Shareholders as to whether, in our view, the terms of the Major Continuing Connected Transactions and the Proposed Annual Caps, as set out on pages 6 to 35 of the Circular, are fair and reasonable so far as the Independent Shareholders are concerned.

Shenwan Hongyuan has been appointed as the IFA to advise us and the Independent Shareholders on the fairness and reasonableness of the terms of the Major Continuing Connected Transactions and the Proposed Annual Caps.

Having considered the information set out in the letter from the Board, and the principal factors, reasons and recommendations set out in the letter of advice from IFA, we are of the opinion that the terms of the Major Continuing Connected Transactions and the Proposed Annual Caps are on normal commercial terms or better, in the ordinary and usual course of business, and fair and reasonable, so far as the Independent Shareholders are concerned. We consider that the terms of the Major Continuing Connected Transactions and the Proposed Annual Caps are in the interests of the Company as well as the Shareholders as a whole.

Accordingly, we recommend that the Independent Shareholders vote in favour of the resolutions to approve the terms of the Major Continuing Connected Transactions and the Proposed Annual Caps at the EGM to be held at the North Building of Jinshan Hotel, No. 1, Jinyi East Road, Jinshan District, Shanghai, the PRC on Thursday, 11 December 2025 at 2:00 p.m.

Yours faithfully,
For and on behalf of
the Independent Board Committee

Tang Song	**Chen Haifeng**	**Yang Jun**	**Zhou Ying**	**Huang Jiangdong**
Independent Non-executive Director	*Independent Non-executive Director*	*Independent Non-executive Director*	*Independent Non-executive Director*	*Independent Non-executive Director*

Shenwan Hongyuan Capital (H. K.) Limited
Level 6, Three Pacific Place
1 Queen's Road East
Hong Kong

24 November 2025

To: Independent Board Committee and the Independent Shareholders

Dear Sirs or Madams,

CONTINUING CONNECTED TRANSACTIONS UNDER THE NEW FRAMEWORK AGREEMENTS

I. INTRODUCTION

We refer to our appointment as the independent financial adviser of the Company to advise the Independent Board Committee and the Independent Shareholders on the terms of the Major Continuing Connected Transactions under the New Framework Agreements and the associated Proposed Annual Caps in relation to the same for the three years ending 31 December 2028, details of which are set out in the circular of the Company dated 24 November 2025 to the Shareholders (the "**Circular**"), of which this letter forms part. Terms used in this letter shall have the same meanings as those defined in the Circular unless the context otherwise specifies.

As the Existing Framework Agreements will expire on 31 December 2025, in order to ensure the normal operation of the Company, the Board resolved on 22 October 2025 to approve the New Framework Agreements entered into by the Company, Sinopec Group and Sinopec Corp. for a term of three years expiring on 31 December 2028.

As stated in the letter from the Board contained in the Circular (the "**Letter from the Board**"), as at the Latest Practicable Date, Sinopec Corp. and its associates directly and indirectly hold about 51.81% of the issued share capital of the Company and are the controlling Shareholders (as defined under the Listing Rules) of the Company. Sinopec Group is the controlling shareholder (as defined under the Listing Rules) of Sinopec Corp., directly and indirectly holding 69.64% equity interest of its issued share capital and is the de facto controller of the Company.

According to Chapter 14A of the Hong Kong Listing Rules and the Shanghai Listing Rules, Sinopec Group, Sinopec Corp. and their associates are connected persons of the Company. As for the Major Continuing Connected Transactions contemplated under the New Mutual Product Supply and Sale Services Framework Agreement and the New Comprehensive Services Framework Agreement, the relevant applicable ratios exceed 5%. Therefore, they are subject to reporting, announcement and independent shareholders' approval requirements under the provisions of Chapter 14A of the Hong Kong Listing Rules. Sinopec Corp. and its associates have interests in the Major Continuing Connected Transactions and will abstain from voting at the EGM.

The Independent Board Committee comprising all the independent non-executive Directors, namely Directors Mr. Tang Song, Mr. Chen Haifeng, Mr. Yang Jun, Ms. Zhou Ying and Mr. Huang Jiangdong, has been established to advise the Independent Shareholders in respect of the Major Continuing Connected Transactions and the associated Proposed Annual Caps. We have been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders on the same.

II. INDEPENDENCE

We, Shenwan Hongyuan Capital (H.K.) Limited, did not act as the independent financial adviser to the Company during the two years preceding the date hereof. Apart from normal professional fee receivable by us for opining on the Major Continuing Connected Transactions and the associated Proposed Annual Caps, no other arrangement existed or remained in existence whereby we had received or will receive any fees or benefits from the Company or any other party. Therefore, we consider that we are independent pursuant to Rule 13.84 of the Hong Kong Listing Rules.

III. BASIS OF OUR OPINION

In formulating our opinion to the Independent Board Committee and the Independent Shareholders, we have discussed with management of the Group (the "**Management**") and reviewed, inter alia, the relevant information contained in (i) the New Mutual Product Supply and Sale Services Framework Agreement and the New Comprehensive Services Framework Agreement, (ii) the Company's announcement(s) and circular(s), (iii) the Company's annual reports for the two years ended 31 December 2023 and 2024, and (iv) the Company's interim report for the six months ended 30 June 2025. We have also relied on the information and facts contained in the Circular and all information supplied to us by the Company, the information and representations expressed by the Management and the research results performed by us. We have assumed that all information, facts and representations that have been provided by the Management, for which they are fully responsible, in all material aspects, are true and accurate at the time when they were made and continue to be so as at the Latest Practicable Date. We have also assumed that all statements of belief, opinion, expectation and intention made by the Management in the Circular were reasonably made after due enquiry and careful consideration. We have no reason to suspect that any material facts or information have been withheld or to doubt the truth, accuracy and completeness of the information and facts contained in the Circular, or the reasonableness of the opinions and representations expressed by the Company and its advisers, which have been provided to us.

The Directors have collectively and individually accepted full responsibility for the accuracy of the information contained in the Circular and have confirmed, having made all reasonable enquiries, which to the best of their knowledge and belief, that the information contained in the Circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in the Circular or the Circular misleading. We, as the Independent Financial Adviser, take no responsibility for the contents of any part of the Circular, save and except for this letter of advice.

Having completed the abovementioned work done, we consider that we have taken sufficient and necessary steps on which to form a reasonable basis and an informed view for our opinion in compliance with Rule 13.80 of the Listing Rules. We have not, however, conducted any independent verification and in-depth investigation into the information and documents provided by the Company as well as the business and affairs of the Group or its subsidiaries or associates. Our opinion is necessarily based on the financial, economic, market and other conditions in effect and the information made available to us as at the Latest Practicable Date. Shareholders should note that subsequent developments (including any material change in market and economic conditions) may affect and/or change our opinion and we have no obligation to update this opinion to take into account events occurring after the Latest Practicable Date or to update, revise or reaffirm our opinion. In addition, nothing contained in this letter should be construed as a recommendation to hold, sell or buy any Shares or any other securities of the Company.

Lastly, where information in this letter has been extracted from published or otherwise publicly available sources, it is our responsibility to ensure that such information has been correctly extracted from the relevant sources while we are not obligated to conduct any independent verification and in-depth investigation or into the accuracy and completeness of those information.

IV. PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion in respect of the terms of the Continuing Connected Transactions and the respective associated Proposed Annual Caps, we have taken the following factors and reasons into consideration:

1. Principal business of the Company, Sinopec Group and Sinopec Corp.

(1) The Company

Located at Jinshanwei in the southwest of Shanghai, the Company is a highly integrated petrochemical enterprise which mainly processes crude oil into a broad range of synthetic fibres, resins, plastics, intermediate petrochemical products and petroleum products.

(2) Sinopec Corp.

Sinopec Corp. is a limited liability company established in China, whose main business is the exploration and exploitation, pipeline transportation and sales of crude oil and natural gas; petroleum refining, petrochemical, chemical fiber, fertilizer and other chemical production and product sales, storage and transportation; import and export of petroleum, natural gas, petroleum products, petrochemical and other chemical products and other commodities and technologies, and import and export agency business; research, development and application of technology and information.

(3) Sinopec Group

Sinopec Group is a limited liability company established in China, whose main business is drilling service, logging service, downhole operation service, production equipment manufacturing and maintenance, engineering construction service, water, electricity and other public engineering services and social services.

2. The Continuing Connected Transactions contemplated under the New Mutual Product Supply and Sale Services Framework Agreement

The table below sets out a brief description of each category of the Continuing Connected Transactions contemplated under the New Mutual Product Supply and Sale Services Framework Agreement:

Categories of Continuing Connected Transactions	**Description**
(i) Purchase of raw materials	Crude oil, petrochemical feedstocks (e.g. naphtha, ethylene, etc.), other raw materials and goods, and provided to the Group by Sinopec Group, Sinopec Corp. and their associates.
(ii) Sale of petroleum products and petrochemical products	Petroleum products (including gasoline, diesel, jet fuel, and liquefied petroleum gas, etc.) and petrochemical products (e.g. butadiene, benzene, ethylene oxide ("**EO**"), etc.), and provided to Sinopec Corp. and its associates by the Group.

We noted that the types of products and services contemplated under the New Mutual Product Supply and Sale Services Framework Agreement are substantially the same as those in the Existing Mutual Product Supply and Sale Services Framework Agreement. Having considered the principal business of the Company and the nature of the transactions contemplated under the New Mutual Product Supply and Sale Services Framework Agreement as set out above, we are of the view that the transactions contemplated under the New Mutual Product Supply and Sale Services Framework Agreement are carried out in the ordinary and usual course of business of the Company.

(1) Purchase of raw materials

(i) Reasons for and benefit of the transactions

According to the Letter from the Board, the Group produces over 60 different types of petroleum and petrochemical products representing a broad range of synthetic fibers, resins and plastics, intermediate petrochemicals and petroleum

products. Each of these products is created from the chemical processing of crude oil, naphtha, ethylene, propylene, aromatics and other intermediate petrochemicals. In order to ensure a steady, orderly, continuing and efficient operation of the Company, the Company has been, since its initial public offering on 6 July 1993, purchasing and will continue to purchase most of petrochemical raw materials (such as crude oil, naphtha, ethylene, etc.) and other materials and goods (such as spare parts) from or via Sinopec Corp. and its associates at prevailing market prices. The Company has also been utilising the crude oil reserves of Sinopec Group by borrowing and purchasing crude oil from Sinopec Commercial Reserve Co., Ltd. ("**Sinopec Reserve**") according to the Company's own production plans, stocks of crude oil and predictions on the market trends.

As the Group does not possess upstream reserves of crude oil and other raw materials, it is necessary for the Group to purchase raw materials externally to ensure continuing operation of its business. The oil and petrochemical industry in the PRC has always been subject to extensive regulations by the PRC government on issuing licences to qualified crude oil business operators. The Group may only purchase crude oil from licensed crude oil suppliers. Sinopec Group, Sinopec Corp. and their associates (e.g. China International United Petroleum & Chemicals Co., Ltd. and Sinopec Reserve) are licensed crude oil suppliers. In addition, Sinopec Group, Sinopec Corp. and their associates have large crude oil storage tanks and pipeline transportation facilities which are in close proximity to the Group's production site. The Company considers that using the pipelines and facilities of Sinopec Group, Sinopec Corp. and their associates to import crude oil ensures a stable and secure supply along with a reduction in storage and transportation costs.

The Group has been purchasing petrochemical raw materials (such as crude oil, naphtha, ethylene, etc.) and other materials and goods with reference to prevailing market prices from or via Sinopec Corp. and its associates (including China International United Petroleum & Chemicals Co., Ltd., Shanghai SECCO Petrochemical Company Limited, etc.). The Company considers that an interruption of raw materials supply from Sinopec Corp. would cause difficulties to and increase costs of the operation of the Group, and therefore have a material adverse impact on the Group's production of its petroleum products and petrochemical products. The Group has also been utilising the crude oil reserves of Sinopec Reserve through inventory purchasing and borrowing, which allows the Group to reduce its own stock of crude oil, and to adjust and optimise its stock of crude oil according to production plans, stock status of crude oil and predictions on market demand.

Having considered the above, we are of the view that the purchase and borrowing of petrochemical raw materials (such as crude oil, naphtha, ethylene, etc.) and other materials and goods (such as spare parts) from or via Sinopec Group, Sinopec Corp. and their associates as contemplated under the New Mutual Product Supply and Sale Services Framework Agreement are carried out in the

ordinary and usual course of business of the Company, and are mission-critical to the Company as they allow the Company to secure a stable and reliable supply of raw materials required to support its continuous production activities, and thus are in the interest of the Company and the Shareholders as a whole.

(ii) Pricing and payment terms

As stated in the Letter from the Board, pursuant to the New Mutual Product Supply and Sale Services Framework Agreement, the purchase of petrochemical raw materials (such as crude oil, naphtha, ethylene, etc.) and other materials and goods from or via Sinopec Group, Sinopec Corp. and their associates are priced in accordance with the following pricing policies:

(a) if there are applicable state (PRC central and local governments) tariffs, the pricing of the Company's purchases shall follow the State tariffs;

(b) if there are no State tariffs, but if there are applicable State's guidance prices, the pricing of the Company's purchases shall follow the State's guidance prices; or

(c) if there are no applicable State tariffs or State' s guidance prices, the pricing of the Company' s purchases shall be determined in accordance with the prevailing market prices (including any bidding prices).

According to the above pricing policy, the purchase prices of raw materials will be set in the priority order from (a) to (c) as stated above. As set out in the Letter from the Board, as at the Latest Practicable Date, there are no applicable state (PRC central and local governments) tariffs or guidance prices in relation to the raw materials purchased from or via Sinopec Group, Sinopec Corp. and their associates. The price of raw materials shall therefore be determined in accordance with the prevailing market prices.

As advised by the Management, the price of crude oil purchased from Sinopec Corp. and its associates is determined on the basis of prevailing market prices that Sinopec Corp. and its associates acquire crude oil from the open market at the prevailing market prices plus an agency fee. In principle, the prevailing market price of crude oil is determined on the price of benchmark crude oil quoted by the international common practice on each regional market, namely Dated Brent, Dubai, Dubai & Oman, DME Oman, etc. The agency fee is determined in accordance with prevailing market commission rates for agency purchases of crude oil from the open market and the actual transaction amounts. We have obtained and reviewed the crude oil purchase contracts entered into with Sinopec Group, Sinopec Corp. and their associates and noted that the purchase price for crude oil from the connected persons was based on the then prevailing market price of crude oil as quoted by global energy and commodities information providers.

In addition, we understand from the Management that the Group purchases crude oil from Sinopec Group and its associates (such as Sinopec Reserve) out of their inventory maintained for sale to customers, which is generally sourced over a period of time. Therefore, Sinopec Group and its associates use a pricing mechanism to determine the crude oil selling price different from that of Sinopec Corp. and its associates. The Free on Board (FOB) price of crude oil purchased from Sinopec Group and its associates (such as Sinopec Reserve) is determined by the average import FOB of that type of crude oil one month before crude oil is planned for delivery from stocks (pricing month); the freight is determined by the average freight of Sinopec Group and its associates in the pricing month; and the exchange rate is calculated at the exchange rate on the first trading day of the month in which crude oil is planned for delivery from stocks.

As confirmed by the Management, the above pricing mechanism complies with 石油價格管理辦法 (the Administrative Measures for Oil Prices*) issued by the National Development and Reform Commission of the PRC ("**NDRC**") in January 2016 that the sale price of crude oil can be determined at the selling entity's discretion with reference to the prevailing international market price, and thus we are of the view that the pricing arrangements under the New Mutual Product Supply and Sale Services Framework Agreement in relation to purchases of crude oil from Sinopec Group and its associates with reference to the average market price comply with the government's administrative measures.

The Letter from the Board further states that the fee of usage of crude oil borrowed by the Company is calculated on the basis of the costs of purchase such as CIF (i.e. cost, insurance and freight), miscellaneous delivery expenses, insurance expenses and taxes for the same type of the borrowed crude oil in the month of borrowing the crude oil (borrowing month), and the interest of the fee is calculated on the basis of the interest rate for a six-month loan as announced by the PBOC during the borrowing month. As advised by the Management, it is crucial for the Group to borrow crude oil when there is short-term crude oil supply shortage in the market in order to ensure production continuity and safety. We have been advised by the Management that Sinopec Reserve does not serve any external customers on loan of crude oil apart from group companies of China Petrochemical Corporation. Sinopec Reserve charges the same usage fee to all such crude oil borrowers, including the Company based on the above pricing mechanism for borrowing crude oil. Therefore, we are of the view that the pricing terms offered to the Company by Sinopec Reserve on the borrowing of crude oil are comparable to those offered by Sinopec Reserve to its other customers. Furthermore, we consider that the above fee arrangement for crude oil borrowing from Sinopec Reserve is in effect similar to charging an interest on the implied principal borrowed by the Company from Sinopec Reserve based on the CIF-based costs of purchase of the borrowed crude oil at the interest rate for a six-month loan published by the PBOC from time to time, which makes sense since both capital cost and logistics costs of the stock has been accounted for. Furthermore, considering the importance of crude oil borrowing to the Group's

production continuity and safety and the above factors as a whole, we are of the view that such costs of borrowing is reasonable. As confirmed by the Management, there was no crude oil borrowed during the two years ended 31 December 2023 and 2024 and the six months ended 30 June 2025.

According to the Letter from the Board, the Company also purchases other petrochemical raw materials (other than crude oil) as well as other materials and goods (such as spare parts) from Sinopec Group, Sinopec Corp. and their respective associates. The price of other petrochemical raw materials (other than crude oil) purchased from Sinopec Group, Sinopec Corp. and their associates is determined in accordance with the order price or contract price of external sales, taking into account other factors, such as freight rate and quality. The price of other raw materials and goods (such as spare parts) is determined through price enquiry and comparison on the relevant price websites or by referring to the prices of similar transactions in surrounding markets or by tender through the e-commerce system. We have obtained and reviewed the sample purchase contracts for other petrochemical raw materials (other than crude oil) entered into with Sinopec Group, Sinopec Corp. and their associates and noted that the purchase price was based on the then prevailing market price of petrochemical raw materials as quoted by global energy and commodities information providers or domestic industry price portals such as China Chemical Fiber Group (www.ccfgroup.com).

As stated in the Letter from the Board, there are no payment terms in the New Mutual Product Supply and Sale Services Framework Agreement and the New Comprehensive Services Framework Agreement for the Material Continuing Connected Transaction thereunder. The specific parties in the Group and in Sinopec Group, Sinopec Corp. and their associates will, in accordance with the principles set out in the New Mutual Product Supply and Sale Services Framework Agreement and the New Comprehensive Services Framework Agreement, enter into separate specific contracts with detailed terms and conditions for particular raw materials, products or engineering projects, and the payment methods will be agreed in those respective underline contracts. For specific contracts entered into in the past three years, the payment terms in the crude oil procurement agency agreements and sales contracts are generally that the Company or connected persons will pay the counterparty the purchase price by telegraphic transfer, bank acceptance draft or cash within a specified payment period.

Furthermore, as detailed in the paragraph headed “Internal control mechanisms for the pricing of Continuing Connected Transactions” in the Letter from the Board, the Company has implemented internal control measures and procedures to ensure the pricing policies of the continuing connected transactions with Sinopec Group, Sinopec Corp. and their respective associates is properly followed.

Based on the above, we are of the view that the aforesaid terms of the purchases of raw materials contemplated under the New Mutual Product Supply and Sale Services Framework Agreement are on normal commercial basis and are fair and reasonable so far as the Independent Shareholders are concerned.

(iii) Proposed Annual Caps

The table below sets forth (i) the historical transaction amounts and the existing annual caps for the purchase of raw materials under the Existing Mutual Product Supply and Sale Services Framework Agreement; and (ii) the Proposed Annual Caps for the three years ending 31 December 2026, 2027 and 2028:

	For the year ended 31 December 2023	**For the year ended 31 December 2024**	**For the six months ended 30 June 2025**
	RMB million	*RMB million*	*RMB million*
Historical transaction amount	64,083	55,238	24,914
Existing annual cap	121,171	124,513	119,847
Utilisation rate	*52.9%*	*44.4%*	*20.8%*

	For the year ending 31 December 2026	**For the year ending 31 December 2027**	**For the year ending 31 December 2028**
	RMB million	*RMB million*	*RMB million*
Proposed Annual Cap	86,894	90,830	98,319

We have obtained and reviewed the historical transaction summary for the purchase of raw materials and noted that crude oil purchase constitutes more than 80% of the historical purchase of raw materials from the connected parties in 2023 and 2024, and therefore, the historical transaction amount was closely linked to the purchase of crude oil.

We noted that the historical utilisation rate of the existing annual caps was approximately 52.9% and 44.4% for the two years ended 31 December 2023 and 2024. We have enquired the reasons with the Management and we are given to understand that the gap was mainly caused by the drop in actual price and purchase volume of crude oil. When determining the existing annual caps, the Company adopted the crude oil price of USD104/barrel (the "**Previous Estimated Oil Price**"). According to S&P Capital IQ, the daily average price of Brent crude oil on the Inter-Continental Exchange for the three years ended 31 December 2022, 2023, 2024 and for the six months ended 30 June 2025 was approximately USD101/barrel, USD82/barrel, USD80/barrel and USD72/barrel respectively. The actual average crude oil price for the two years ended 31 December 2023 and 2024 and for the six months ended 30 June 2025 represented approximately 78.9%, 76.9% and 69.2% of the Previous Estimated Oil Price.

As disclosed in the annual reports of the Company for the two years ended 31 December 2023 and 2024, the Group's annual processing capacity ("**Annual Production Capacity**") of crude oil was 16 million tons, which as confirmed by the Management, will remain the same for the three years ending 31 December 2028. Nevertheless, the actual annual processing volume of crude oil was 14.1193 million tons (including 1.0802 million tons of processing on order) and 13.3458 million tons (including 1.4863 million tons of processing on order) for each of the two years ended 31 December 2023 and 2024. Therefore, the actual purchase volume of crude oil was 13.3230 million tons and 11.8986 million tons for each of the two years ended 31 December 2023 and 2024, representing approximately 83.3% and 74.4% of the Annual Production Capacity. We discussed with the Management and noted that the drop in utilisation rate above was mainly due to the implementation of the major overhaul of production facilities in 2023 and 2024. Therefore, the combined effect of the drop in actual price and purchase volume of crude oil largely explained the underutilisation of the existing annual caps.

To assess the fairness and reasonableness of the proposed Annual Caps, we have obtained and reviewed the forecasts of the Proposed Annual Caps prepared by the Management to derive the proposed Annual Caps. Based on our review of the Company's calculations, we noted that crude oil purchase constitutes more than 80% of the Annual Caps for the purchase of raw materials, and therefore, the proposed Annual Caps are closely linked to the purchase of crude oil.

With reference to the Letter from the Board and as advised by the Management, in setting the proposed Annual Caps, the Company considered that the purchase of raw materials by the Company under the New Mutual Product Supply and Sale Services Framework Agreement is essential for its continuing operations. Therefore, the Company is of the view that proposed Annual Caps should be set (i) with due regard to the fluctuation of the prices of the raw materials and the products, which was affected by the price and exchange rate; and (ii) with flexibility to cover various possibilities to the largest extent, including the Annual Production Capacity of crude oil of 16 million tons.

Based on the crude oil prices in recent years (the daily average price of Brent crude oil on the Inter-Continental Exchange for the three years ended 31 December 2022, 2023, 2024 and for the six months ended 30 June 2025 of approximately USD101/barrel, USD82/barrel, USD80/barrel and USD72/barrel respectively) and with reference to the projections by various professional institutions, the Company has estimated the Proposed Annual Caps for the three years ending 31 December 2028 using assumed Brent crude oil prices of USD74/barrel, USD78/barrel, and USD86/barrel (the "**Estimated Crude Oil Prices**") for 2026, 2027, and 2028, respectively, and the estimated exchange rate of USD1: RMB7.20 (the "**Estimated Exchange Rate**"). The Estimated Crude Oil Prices and the Estimated Exchange Rate are generally in line with the historical average prices and the exchange rates for the two years ended 31 December 2023, 2024

and for the six months ended 30 June 2025. Nevertheless, the crude oil prices were very volatile in recent years, with the range ratio (calculated as the difference between the maximum and the minimum value, to be divided by the average value) of approximately 56.7%, 31.6%, 28.3% and 32.3% for the three years ended 31 December 2022, 2023, 2024 and for the six months ended 30 June 2025.

Given the significant fluctuations in the prices of key raw materials such as crude oil in recent years, the Company has assessed the potential unforeseen impacts on these prices stemming from factors including geopolitics, exchange rate volatility, and speculation in international capital markets. Assuming the future crude oil price reached the recent yearly average price of USD101/barrel in 2022 again, the Proposed Annual Caps would increase by approximately 36.5%, 29.5% and 17.4% for each of 2026, 2027 and 2028.

As advised by the Management, the Proposed Annual Caps have also considered into the estimates made by the Company for its own business development with reference to the Annual Production Capacity of 16 million tons per year, which represents an increase of approximately 20.1% and 34.5% to the actual annual processing volume for the two years ended 31 December 2023 and 2024. Given that all the production facilities underwent major overhauls in 2023 and 2024 were restarted in mid-2025, the Company expected that the production capacity will be fully realized in line with market demand in the coming three years, therefore increasing the expected demand for crude oil and other raw materials.

Taking into the account the above factors, we consider that the Proposed Annual Caps of RMB86.894 billion, RMB90.830 billion and RMB98.319 billion for the purchase of raw materials and goods under the New Mutual Product Supply and Sale Services Framework Agreement for the three years ending 31 December 2028 respectively are reasonable.

(2) Sale of petroleum products and petrochemical products

(i) Reasons for and benefit of the transactions

Transactions involving sale and purchase of petroleum products including gasoline, diesel, jet fuel, liquefied petroleum gas, etc., are subject to extensive regulations by the PRC government on issuing licences to qualified petroleum products business operators. The Group is only allowed to sell petroleum products to companies with the licenses to sell and purchase petroleum products including gasoline, diesel, jet fuel, liquefied petroleum gas, etc., and Sinopec Corp. and its associates (e.g. Sinopec Huadong Sales Company Limited) are licensed petroleum products business operators. Hence, since the Company's initial public offering on 6 July 1993, it has been selling and will continue to sell petroleum products to Sinopec Corp. and its associates. In addition, Sinopec Corp. and its associates own a widespread sales network in the PRC for

petroleum products and possess a fairly high market share in domestic petroleum product market. Therefore, selling petroleum products to Sinopec Corp. and its associates would help the Company benefit from their solid commercial network and improve the Company's competitiveness. In addition to sale of petroleum products, the Company had in the past in the ordinary and usual course of its business sold certain petrochemical products, including butadiene, benzene, EO, etc., to Sinopec Corp. and its associates.

Based on the above, we consider that the sale of petroleum products to Sinopec Corp. and its associates under the New Mutual Product Supply and Sale Services Framework Agreement is carried out in the ordinary and usual course of business of the Company and is mission-critical to the Company as it will generate revenue for the Company and thus is in the interest of the Company and the Shareholders as a whole.

As stated in the Letter from the Board, the Company is of the view that the sale of petrochemical products to Sinopec Corp. and its associates at market price reduces the needs for prolonged storage of its petrochemical products in its inventory, optimises its operation, largely reduces impact of fluctuation of market demand and ensures stable profits. In addition, as the Company has already established an amicable customer-supplier relationship with Sinopec Corp., it believes that an alliance with a reputable international petrochemical corporation such as Sinopec Corp. can promote the retention of the existing product users and the development and market expansion for the products of the Group. Having considered the established business relationship between the Company and Sinopec Corp., we are of the view that the sale of petrochemical products under the New Mutual Product Supply and Sale Services Framework Agreement is beneficial to the Company as it will increase the overall revenue of the Company as well as assist the business development and market expansion for the Company's products, and thus is in the interest of the Company and the Shareholders as a whole.

(ii) Pricing and payment terms

Pursuant to the New Mutual Product Supply and Sale Services Framework Agreement, the sale of petroleum products and petrochemical products to Sinopec Corp. and its associates is determined in accordance with the following pricing policies:

(a) if there are applicable State (central and local governments) tariffs, the pricing of the Company's sales shall follow the State tariffs;

(b) if there are no State tariffs, but if there are applicable State's guidance prices, the pricing of the Company's sales shall follow the State's guidance prices; or

(c) if there are no applicable State tariffs or State's guidance prices, the pricing of the Company's sales shall be determined in accordance with the prevailing market prices (including any bidding prices).

Based on the above pricing policy, the price of petroleum products and petrochemical products sold by the Company to Sinopec Corp. and its associates will be set in the priority order from (a) to (c).

The Company advised that the prices charged by the Company in relation to the sale of petroleum products to Sinopec Corp. and its associates are constrained by the relevant pricing requirements stipulated by the government authorities, details of which is set out in sub-paragraph headed "Pricing Policies" under the paragraph headed "Sale of petroleum products and petrochemical products" in the Letter from the Board. We consider that State tariffs and guidance prices provide fair pricing references as they are set by the NDRC under government directions. We have obtained and reviewed the sample contracts for sales of major petroleum products including gasoline, diesel and jet fuel, and noted that the sales prices were based on state tariffs (for the case of gasoline and diesel) or state's guidance prices (for the case of jet fuel).

As for sale of the petrochemical products, the Company advised that as at the Latest Practicable Date, there are no applicable state (PRC central and local governments) tariffs or guidance prices. Hence the price of petrochemical products sold by the Company shall therefore be determined in accordance with the order price or contract price of external sales, taking into account other factors such as freight rate and quality. We have obtained and reviewed the sample sales contracts for petrochemical products entered into with the connected persons and independent third parties, and noted that the sales price for the same petrochemical products to the connected persons was not less favourable than those to the independent third parties.

Furthermore, according to the Letter from the Board, Sinopec Corp. and its associates will settle payment for their purchases of the Company's petroleum products and petrochemical products by way of cash in accordance with the payment terms as set out in each of the individual sales contracts. We note that the payment terms remain the same as those set out in the Existing Mutual Product Supply and Sale Services Framework Agreement.

Based on the above, we are of the view that the aforesaid terms of the sale of petroleum products and petrochemical products contemplated under the New Mutual Product Supply and Sale Services Framework Agreement are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned.

(iii) Proposed Annual Caps

The table below sets forth (i) the historical transaction amount and the existing annual caps for the sale of petroleum products and petrochemical products under the Existing Mutual Product Supply and Sale Services Framework Agreement; and (ii) the Proposed Annual Caps for the three years ending 31 December 2026, 2027 and 2028:

	For the year ended 31 December 2023	**For the year ended 31 December 2024**	**For the six months ended 30 June 2025**
	RMB million	*RMB million*	*RMB million*
Historical transaction amount	69,523	67,365	29,623
Existing annual cap	91,003	93,169	93,873
Utilisation rate	*76.4%*	*72.3%*	*31.6%*

	For the year ending 31 December 2026	**For the year ending 31 December 2027**	**For the year ending 31 December 2028**
	RMB million	*RMB million*	*RMB million*
Proposed Annual Cap	74,046	81,103	83,571

We have obtained and analysed the historical transaction summary for the two years ended 31 December 2023 and 2024 and for the six months ended 30 June 2025 and the forecast of the Proposed Annual Caps for the sale of petroleum products, petrochemical products and utility materials for the three years ended 31 December 2028. We noted that more than 80% of the connected sales were/ are contributed by petroleum products.

The historical utilisation rates of the existing annual caps was approximately 76.4%, 72.3% and 31.6% for the two years ended 31 December 2023 and 2024 and for the six months ended 30 June 2025. The actual average crude oil price for the two years ended 31 December 2023 and 2024 and for the six months ended 30 June 2025 represented approximately 78.9%, 76.9% and 69.2% of the Previous Estimated Oil Price. As advised by the Management, as the crude oil prices were usually fully transferred to the prices of downstream petroleum products and petrochemical products, the ratio of the actual crude oil price over the Previous Estimated Oil Price was generally in line with the utilisation rate of the existing annual caps.

With reference to the Letter from the Board, in setting the Proposed Annual Caps, the Company considered (i) the importance of its sales of petroleum products, petrochemical products and utility materials to Sinopec Corp. and its associates by the Company under the New Mutual Product Supply and Sale Services Framework Agreement to its revenue; and (ii) the significant fluctuations in the prices of key raw materials such as crude oil in recent

years. For example, the average daily price of Brent crude oil on the Inter Continental Exchange for 2022 was USD101/barrel and it reached a high of USD127.98/barrel. If crude oil prices were to reach those levels again in the future, the increased price range would be fully passed to the prices of petroleum and petrochemical products and such cost fluctuations for petroleum and petrochemical products are expected to create pricing uncertainties in related transactions. Therefore, the Company believes that the caps for the transactions should be set with due regard to the fluctuation of the prices of the involved raw materials and the aforementioned products and with flexibility to cover various possibilities to the largest extent.

Given the significant fluctuations in the prices of key raw materials such as crude oil in recent years, the Company has assessed the potential unforeseen impacts on these prices stemming from factors including geopolitics, exchange rate volatility, and speculation in international capital markets. As mentioned above, assuming the future crude oil price reached the recent yearly average price of USD101/barrel in 2022 again, the Proposed Annual Caps would increase by approximately 36.5%, 29.5% and 17.4% for each of 2026, 2027 and 2028 assuming the price of the crude oil price would fully transferred to the price of the petroleum products, petrochemical products and utility materials.

In addition, the Proposed Annual Caps were also set by the Company based on its business development and additional sales of petrochemical products, which include the expected increase in sales of RMB3.5 billion, RMB3.9 billion and RMB3.9 billion for the coming three years arising from the newly built TPE (Thermoplastic Elastomer, a type of petrochemical products) production lines (the "**TPE Production Lines**") started operation in November 2025. We have reviewed the design documents of the TPE Production Lines and noted that the annual production capacity of the TPE Productions Line is 250,000 tons. Besides, we have also independently researched for the recent market prices of the TPE products through public domain, which ranged from RMB12,200/ton to RMB16,500/ton and was in line with the Management's forecasted price.

Taking into the account the above factors, we consider that the Proposed Annual Caps of RMB74.046 billion, RMB81.103 billion and RMB83.571 billion for the sale of petroleum products and petrochemical products under the New Mutual Product Supply and Sale Services Framework Agreement for the three years ending 31 December 2028 respectively are reasonable.

(3) Discussions on material reliance issue

With reference to the Letter from the Board, the transactions under the New Mutual Product Supply and Sale Services Framework Agreement do not constitute a material reliance of the Company on Sinopec Group and Sinopec Corp, primarily for the following reasons:

(a) Due to the special nature of the industry and the Company's business needs, the Company has been purchasing petrochemical raw materials (such as crude oil, etc.) and other raw materials and goods from or via Sinopec Corp. The oil and petrochemical industry in the PRC has always been subject to extensive regulations by the PRC government which implements a regulation on issuing licences to qualified crude oil business operators. The Group can only purchase crude oil from a few licensed crude oil suppliers (currently no more than six licensed crude oil suppliers). Among these, China International United Petroleum & Chemicals Co., Ltd., a subsidiary of Sinopec Group, as China's largest crude oil supplier, is able to offer the Company more favourable commercial terms. Concurrently, the Company is one of the significant crude oil purchasers for Sinopec Corp and its associates, the procurement relationship is unlikely to undergo any material adverse changes or termination;

(b) In 2023 and 2024, connected transactions accounted for 82.09% and 78.67% respectively of the total value of the purchase of raw materials. Provided that if the suppers can provide equal commercial term and satisfy the Company's production plan and needs, the Company will further increase the proportion of purchasing other raw materials from independent third parties. Furthermore, through established pricing mechanisms and internal controls for continuing connected transactions, the Company ensures that prices of raw material procured from Sinopec Corp and Sinopec Group are no less favourable than terms offered by independent third-party suppliers. The Company is of the view that using the pipelines and facilities of Sinopec Group, Sinopec Corp. and their associates to import crude oil ensures a stable and secure supply of crude oil, serving the overall interests of the Company and its shareholders;

(c) Due to the special nature of the industry and its longstanding relationship with Sinopec Group and Sinopec Corp, the Company has consistently served as one of the principal suppliers of petroleum products and petrochemical products to Sinopec Group and its associates for decades. It shoulders the social responsibility of ensuring the supply of gasoline, diesel, jet fuel to the East China region. Therefore, it is unlikely that these relationships concerning the sales of petroleum products and petrochemical products will undergo any material adverse changes or termination;

(d) In 2023 and 2024, connected transactions accounted for 82.09% and 78.67% respectively of the total revenue of the sales of petroleum products and petrochemical products. Historical data indicates that there is no material reliance between the Company and Sinopec Group or Sinopec Corp. regarding the sales of petroleum products, petrochemical products and utility materials; and

(e) Although purchase of raw materials and sales of petroleum products, petrochemical products and utility materials under the New Mutual Product Supply and Sale Services Framework Agreement accounted for approximately 113% and 96% of the Company's revenue for the year ended 31 December 2024, respectively, such proportion is primarily attributable to the Company's lower revenue in 2024 due to the shutdown and major overhaul of certain key production facilities. Furthermore, the Continuing Connected Transactions under the New Mutual Product Supply and Sale Services Framework Agreement are crucial to the safe, steady, long-term, fully-loaded and optimised operation of the Group. Considering that those key production facilities resumed operations in mid-2025 and the Company's main production facilities have completed major overhauls over the past three years, production capacity will be fully utilized based on market demand. The Company anticipates that its annual revenue will further increase from 2026 to 2028, thereby reducing the proportion of the amount of relevant Continuing Connected Transaction to the Group's annual revenue.

Given that (i) the Company and Sinopec Group/Sinopec Corp are mutually dependent for the counterparty's products; (ii) the established business relationship among the parties has lasted for decades and risk that any party terminate the relationship is low; and (iii) the oil and petrochemical industry in the PRC, where the Company and Sinopec Group/Sinopec Corp operate, is highly regulated and it is an industry norm to purchase the raw materials from and sell the products to the connected persons, we concur with the Directors' view that the transactions under the New Mutual Product Supply and Sale Services Framework Agreement do not constitute a material reliance of the Company on Sinopec Group and Sinopec Corp.

3. Construction, installation and engineering design services under the New Comprehensive Services Framework Agreement

The construction, installation and engineering design services under the New Comprehensive Services Framework Agreement involves construction, installation and engineering design services regarding petrochemical plant provided to the Group by Sinopec Group, Sinopec Corp. and their associates.

We noted that the construction, installation and engineering design services contemplated under the New Comprehensive Services Framework Agreement are substantially the same as those in the Existing Comprehensive Services Framework Agreement. Having considered the principal business of the Company and the nature of the transactions contemplated under the New Comprehensive Services Framework Agreement as set out above, we are of the view that

the construction, installation and engineering design services contemplated under the New Comprehensive Services Framework Agreement are carried out in the ordinary and usual course of business of the Company.

(i) Reasons for and benefit of the transactions

As stated in the Letter from the Board, in order to upgrade and optimise existing products and processes and to develop and improve new technology, products, processes and equipment relating to its business, the Company maintains several technology development centers and research institutes. The detailed designs and implementation of such designs are carried out by external service providers. Since the Company's initial public offering on 6 July 1993, the Group has from time to time obtained, in the ordinary and usual course of its business, construction, installation and engineering design services from external service providers including Ningbo Engineering Company of Sinopec and Sinopec Shanghai Engineering Co., Ltd., most of which are subsidiaries of Sinopec Engineering (Group) Co., Ltd.

Furthermore, the Company is of the view that Sinopec Group and its associates have consistently been able to meet the Company's stringent demands for highly technical design as well as construction and installation specifications, and timely delivery of services. As the Company considers that having reliable and co-operative service providers is important and beneficial to the Company, obtaining services from Sinopec Group and its associates allows the Company to ensure timely completion of its future projects while maintaining the requisite quality. In addition, obtaining construction, installation and engineering design services from Sinopec Group and its associates will minimise the risk of leakage of intellectual property and trade secrets to third parties in the process of providing such services.

Based on the above, we consider that the procurement of construction, installation and engineering design services from Sinopec Corp. and its associates under the New Comprehensive Services Framework Agreement is in the interest of the Company and the Shareholders as a whole.

(ii) Pricing and payment terms

Pursuant to the New Comprehensive Services Framework Agreement, the fees payable to Sinopec Group and its associates in relation to the provision of construction, installation and engineering design services are priced with reference to the prevailing market prices. In determining whether the consideration is in line with prevailing market prices, the Company will refer to the bidding prices quoted by at least two independent third parties providing services with comparable scale where such services were provided under normal trading conditions. Due to the unique nature of engineering design services, it may not be feasible to obtain quotations from more than two independent service providers and the Group will refer to the prices of at least two transactions of similar nature. The Group will adopt an open tender pricing method that allows participation by independent third parties, and will compare at least two

quotations in such transaction as reference prices. Following receipt of the quotation, the Group will compare and negotiate the price and terms of the quotation on an arm's length basis, and select service providers by taking into account of factors such as price quotations, quality of the products and services, particular needs of the project, technical advantages of the service providers, ability of the service providers in meeting delivery schedules and to continuously provide the services, and qualifications and relevant experiences of the service providers.

We have obtained and reviewed the sample historical bidding documents such as public bidding invitation announcement, information of the connected bidder and at least two independent bidders, and the detailed independent assessments by the members of the bidding assessment committee in respect of the quotation and relevant experience of the bidders. We noted that the bidder with the highest comprehensive assessment score was selected.

As stated in the Letter from the Board, the Company will settle the fees by cash in accordance with the payment terms set out in each of the individual service contracts for the provision of such services.

In view of the above, we consider that the bases for determining the fees payable by the Company to Sinopec Group and its associates for the relevant services and terms of the transactions are on normal commercial terms and fair and reasonable so far as the Company and Independent Shareholders are concerned.

(iii) Proposed Annual Caps

The table below sets forth (i) the historical transaction amount and the existing annual caps for the construction, installation and engineering design services under the Existing Comprehensive Services Framework Agreement; and (ii) the Proposed Annual Caps for the three years ending 31 December 2026, 2027 and 2028:

	For the year ended 31 December 2023	**For the year ended 31 December 2024**	**For the six months ended 30 June 2025**
	RMB million	*RMB million*	*RMB million*
Historical transaction amount	214	117	16
Existing annual cap	1,548	1,542	1,549
Utilisation rate	*13.8%*	*7.6%*	*1.0%*

	For the year ending 31 December 2026	**For the year ending 31 December 2027**	**For the year ending 31 December 2028**
	RMB million	*RMB million*	*RMB million*
Proposed Annual Cap	6,752	10,747	8,147

According to current estimates, the Company believes that the annual caps in 2025 will not be exceeded.

As explained in the Letter from the Board, the Company's utilisation rates of the caps for 2023 and 2024 were approximately 13.8% and 7.2%, respectively, mainly because certain capital expenditure projects (for example, the Comprehensive Technological Transformation and Quality Upgrading Project) originally planned by the Company were not implemented as scheduled due to adjustments to the capital expenditure plan and other reasons.

As disclosed in the Letter from the Board, the Proposed Annual Caps for the three years ending 31 December 2028 are determined mainly with reference to the constructions of (i) the Comprehensive Technological Transformation and Quality Upgrading Project ("**Project A**"); and (ii) the Construction Project of the Large-Tow Carbon Fiber Outside of Shanghai of SPC ("**Project B**").

We noted from the circular of the Company dated 26 January 2025 that the investment amount of Project A and Project B is estimated to be RMB21.307 billion and RMB3.196 billion respectively, totalling RMB24.503 billion. We were further advised by the Management that phase I of both Project A and Project B were awarded to the connected persons of the Company through public tender process. We have reviewed the bidding documents and noted that the final awarded bidding price for phase I of Project A and Project B were approximately RMB19.6 and RMB2.2 billion, totalling RMB21.8 billion. Moreover, as disclosed in the Letter from the Board, based on past tendering experience and analysis of the qualifications of the contractors, connected parties also have a relatively high probability of winning bids for the construction, installation and engineering design contracts. The construction periods for both Project A (the main entity) and Project B are planned to be 3 years, and therefore the Company expected the amount the Group spends on procuring construction, installation, and engineering design services from Sinopec Group and its associates for the aforementioned projects will increase significantly commencing in 2026. In addition, the Company expected that both Project A and Project B will reach the peak of constructions in the year ending 31 December 2027, therefore incurring the highest cost among the three coming years.

Taking into the account the above factors, we consider that the Proposed Annual Caps of RMB6.752 billion, RMB10.747 billion and RMB8.147 billion for the construction, installation and engineering design services under the New Comprehensive Services Framework Agreement for the three years ending 31 December 2028 respectively are reasonable.

4. Pricing Procedures and Internal Control

We have discussed with the Management and reviewed the pricing procedure and internal control measures in place of the Major Continuing Connected Transactions.

To ensure that the pricing policies and terms of Continuing Connected Transactions are fair and reasonable, the Group has implemented the following internal control mechanisms:

(a) Where the pricing for Continuing Connected Transactions is determined with reference to the prevailing market prices or market commission rates, the Company has set up a Price Management Committee that is responsible for the overall pricing management. The sales department of the Company is responsible for collecting and compiling price information. It compares and analyses prevailing market prices for the same types of transactions in the same industry and provides a forecast on the trend of market prices. The Company actively obtains market price information through various channels, such as referring to the comparable transaction prices for the same period between the Company and independent third parties (at least two or more), the comparable transaction prices for the same period among independent third parties, conducting price research through industry websites and other independent providers of industry information, and participating in activities organized by leading industry associations. The market price information is also provided to other departments and subsidiaries of the Company to assist in the pricing of the Continuing Connected Transactions. In the second half of every month, the finance department holds a meeting with sales department and other related departments to analyse and discuss the market conditions and propose a price adjustment draft plan for the next month. This plan will be further reviewed and summarized by the sales department and submitted to the Price Management Committee of the Company for review and approval. The final price shall be determined by both parties of the agreement (i.e. the Company, Sinopec Group, Sinopec Corp. and their associates) on normal commercial terms with reference to the above price information. The finance department will be responsible for issuing and implementing the approved plan;

(b) In terms of the Company's procurement process of relevant products or services, the Company requires suppliers, including Sinopec Group, Sinopec Corp. and their associates, to provide quotations for the required services or products. In addition to public bidding, the Company generally adopts comprehensive price comparison method and price inquiry and comparison method through which the Company will, at a minimum, refer to quotations from at least two independent third-party suppliers. After receiving the quotation, the Company will compare the quotations and discuss the quotation terms with the supplier. Under the comprehensive price comparison, the supplier shall be determined after considering factors such as price quotations, quality of products or services, specific needs of both parties involved, professional and technical advantages of the supplier, ability of the supplier in performing the contracts and providing subsequent services, as well as the qualifications and relevant experience of the supplier. Under the price inquiry and comparison method, the Company will select the supplier with the lowest price quotation if other conditions are the same. By implementing the above pricing procedures for connected transactions, the Board is of the view that the Company has adequate internal controls to ensure that the terms of continuing connected transactions are fair and reasonable and no less favourable than those offered by other independent third-party service providers or suppliers;

(c) The Company's internal control department regularly conducts internal assessments on the completeness and effectiveness of the internal control measures of the Company in relation to the Continuing Connected Transactions throughout the year. The legal and contract management department of the Company reviews and examines the contracts in relation to the Continuing Connected Transactions stringently, and the contract execution department monitors the transaction amounts of the Continuing Connected Transactions in a timely manner;

(d) The Company implements the Continuing Connected Transactions in accordance with its internal control procedures. The files and ledgers for the Continuing Connected Transactions are set up by designated accounting personnel. The files and ledgers are checked and verified by the relevant personnel responsible for monitoring Continuing Connected Transactions at least once every quarter. Such personnel review and analyse the Continuing Connected Transactions' statements and implementation of pricing policies at least once every quarter and prepare reports on the findings regularly to ensure that the transactions are conducted in accordance with the pricing policies. The transaction prices for Continuing Connected Transactions shall be compared with and analysed against the prevailing market prices for the same period in order to identify and rectify any existing problems as well as providing suggestions for improvement;

(e) The Board and Audit and Compliance Committee of the Company review the annual financial report, annual report and interim financial report which contain the information on the implementation of the Continuing Connected Transactions on an annual basis. The independent non-executive Directors provide their opinions on the Continuing Connected Transactions during the periods of the reports, mainly including whether the Continuing Connected Transactions are fair and reasonable, and whether the actual transaction amounts incurred by the Continuing Connected Transactions are within the Proposed Annual Caps; and

(f) The external auditor of the Company conducts an annual audit each year and issues its opinions as to the implementation of the Continuing Connected Transactions by the Company and whether the amounts incurred by the Continuing Connected Transactions are within the Proposed Annual Caps during the year pursuant to the requirements of the Hong Kong Listing Rules.

We have obtained and reviewed the sample historical internal control documents including but not limited to ongoing market price monitoring, ongoing connected transactions filing and monitoring, periodic review by the Price Management Committee, and periodic internal control test on the connected transactions, and noted the above internal control procedures are in place. In view of the existence of the above pricing procedures and internal control policies adopted by the Company, especially (i) the overall pricing management by the Price Management Committee and it will review and approve the price adjustment draft plan for the next moth prepared by the finance department after meeting with sales department and other related departments; (ii) the internal control department's regular internal assessment on the completeness and effectiveness of the internal control measures in relation to the Major Continuing Connected Transactions throughout the year; (iii) the legal and contract

management department of the Company stringent reviews and examinations of the contracts in relation to the Major Continuing Connected Transactions; and (iv) the contract execution department's timely monitoring of the transaction amounts of the Major Continuing Connected Transactions, we concur with the Directors' view that the Company has established sufficient internal control measures to ensure the pricing bases of the New Mutual Product Supply and Sale Services Framework Agreement and the New Comprehensive Services Framework Agreement will be in line with market terms and on normal commercial terms or better and will be fair and reasonable to the Company and the Shareholders as a whole.

V. RECOMMENDATION

Having taken into account the principal factors and reasons set out above, we are of the view that (i) the Major Continuing Connected Transactions under the New Mutual Product Supply and Sale Services Framework Agreement and the New Comprehensive Services Framework Agreement are entered into in the ordinary and usual course of business of the Group and the terms of the Major Continuing Connected Transaction are on normal commercial terms and the associated Proposed Annual Caps are fair and reasonable so far as the Independent Shareholders are concerned; and (ii) the entering into the New Mutual Product Supply and Sale Services Framework Agreement and the New Comprehensive Services Framework Agreement in relation to the Major Continuing Connected Transactions is in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Board Committee to advise the Independent Shareholders to vote in favour of the resolution(s) to be proposed at the EGM to approve the Major Continuing Connected Transactions under the New Mutual Product Supply and Sale Services Framework Agreement and the New Comprehensive Services Framework Agreement and we recommend the Independent Shareholders to vote in favour of the resolution(s) in this regard.

Yours faithfully
For and on behalf of
Shenwan Hongyuan Capital (H. K.) Limited

Donald Leung	**Henry Li**
Executive Director	*Senior Vice President*
	Corporate Finance

Mr. Leung is a licensed person registered with the Securities and Futures Commission and a responsible officer of Shenwan Hongyuan Capital (H.K.) Limited to carry out Type 6 (advising on corporate finance) regulated activity under the SFO. He has more than 19 years of experience in corporate finance advisory industry.

Mr. Li is a licensed person registered with the Securities and Futures Commission and a responsible officer of Shenwan Hongyuan Capital (H.K.) Limited to carry out Type 6 (advising on corporate finance) regulated activity under the SFO. He has more than 12 years of experience in corporate finance advisory industry.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTERESTS

(a) Interests of the Directors, the supervisors and the senior management of the Company in competing business

As at the Latest Practicable Date, none of the Directors, the supervisors or the senior management of the Company and so far as is known to them, none of their respective close associates was interested in any business (apart from the Group ' s business) which competes or is likely to compete either directly or indirectly with the Group's business.

(b) Interests and short positions of the Directors, the supervisors and the chief executive of the Company in its shares, underlying shares and debentures

As at the Latest Practicable Date, interests or short positions of the Directors, the supervisors or the chief executive of the Company in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were deemed or taken to have under such provisions of the SFO), or which were required to be recorded in the register to be kept in the Company under section 352 of the SFO or as notified

to the Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Hong Kong Listing Rules were as follows:

Name of Directors/ Supervisors/ Chief Executive	Position	Capacity	Class of shares	Number of shares of the Company held (shares)	Approximate shareholdings as a percentage (%) of: The relevant class of shares	The total issued shares of the Company
Huang Xiangyu	Executive Director and Vice President	Beneficial owner	A Shares	140,000 (L)	0.0019	0.0013
Zhang Feng	Supervisor	Beneficial owner	A Shares	10,000 (L)	0.0001	0.0001
Chen Hongjun	Supervisor	Beneficial owner	A Shares	31,400 (L)	0.0004	0.0003

(L) – long position

Save as disclosed above, as of the Latest Practicable Date, none of the Directors, the supervisors or the chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were deemed or taken to have under such provisions of the SFO), or which were required to be recorded in the register to be kept in the Company under section 352 of the SFO or as notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Hong Kong Listing Rules.

As of the Latest Practicable Date, none of the Directors, the supervisors or the chief executive of the Company and their respective spouses and children under 18 years of age had been granted by the Company or had exercised any right to subscribe for shares or debentures of the Company or any of its associated corporations.

(c) Interests and short positions of substantial Shareholders and other persons in the shares and the underlying shares of the Company

As of the Latest Practicable Date, the interests and short positions of substantial Shareholders (being persons who are entitled to exercise, or control the exercise of, 5% or more of the voting power at any general meeting of the Company) and other persons who have an interest or short position in the shares and the underlying shares of the Company which would fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO, or who is,

directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group or holds any option in respect of such capital were as set out in the tables below:

(i) Interests in the shares of the Company

Name of Shareholders	Capacity	*Note*	Class of shares	Interests held or deemed as held (shares)	Approximate shareholdings as a percentage (%) of: The relevant class of shares	The total issued shares of the Company
Sinopec Corp.	Beneficial owner	*(1)*	A Shares	5,462,155,000 (L)	74.53	51.81
Corn Capital Company Limited	Beneficial owner	*(2)*	H Shares	200,020,000(L)	6.22	1.90
				200,020,000(S)	6.22	1.90
Hung Hin Fai	Interest of controlled corporation	*(2)*	H Shares	200,020,000(L)	6.22	1.90
				200,020,000(S)	6.22	1.90
Yardley Finance Limited	Secured equity holder	*(3)*	H Shares	200,020,000(L)	6.22	1.90
Chan Kin Sun	Interest of controlled corporation	*(3)*	H Shares	200,020,000(L)	6.22	1.90

(L) – long position; (S) – short position; (P) – lending pool

Notes:

(1) Based on the information available to the Directors on the website of the Hong Kong Stock Exchange and so far as the Directors are aware of, as of the Latest Practicable Date, Sinopec Group directly and indirectly holds 69.64% of the total issued share capital of Sinopec Corp. By virtue of such relationship, Sinopec Group is deemed to be interested in the 5,462,155,000 A Shares of the Company directly held by Sinopec Corp.

(2) These shares are held by Corn Capital Company Limited. Hung Hin Fai holds 100% interests in Corn Capital Company Limited. Pursuant to the SFO, Hung Hin Fai is deemed to be interested in the shares held by Corn Capital Company Limited.

(3) These shares are held by Yardley Finance Limited. Chan Kin Sun holds 100% interests in Yardley Finance Limited. Pursuant to the SFO, Chan Kin Sun is deemed to be interested in the shares held by Yardley Finance Limited.

Save as disclosed above, as of the Latest Practicable Date, so far as the Directors are aware of, no person (not being a Director or chief executive of the Company) had an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 under Part XV of the SFO, or, who is directly or indirectly, interested in 5% of the nominal value of any class of share capital carrying rights to vote in all circumstances at the general meeting of any other member of the Group or held any option in respect of such capital.

As at the Latest Practicable Date, none of the Directors are directors or employees of a company having an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO.

As of the Latest Practicable Date, none of the Directors or experts had any direct or indirect interest in any asset which had since 31 December 2024, being the date to which the latest published and audited financial statements of the Company were made up, been acquired, disposed of by or leased to any member of the Group, or are proposed to be acquired, disposed of by or leased to any member of the Group.

As of the Latest Practicable Date, none of the Directors was materially interested in any contract or arrangement entered into by any member of the Group since 31 December 2024, being the date to which the latest published and audited financial statements of the Company were made up, and which was significant in relation to the business of the Group.

3. EXPERT'S QUALIFICATION, DISCLOSURE OF INTERESTS AND CONSENT

Shenwan Hongyuan is a licensed corporation under the SFO to carry on type 1 (dealing in securities), type 4 (advising on securities), and type 6 (advising on corporate finance) regulated activities under the SFO. As of the Latest Practicable Date, Shenwan Hongyuan did not have any direct or indirect shareholding in any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

As of the Latest Practicable Date, Shenwan Hongyuan did not have any direct or indirect interests in any assets which had since 31 December 2024 (being the date to which the latest published audited consolidated accounts of the Company were made up) been acquired, disposed of by or leased to any member of the Group, or were proposed to be acquired, disposed of by or leased to any member of the Group.

Shenwan Hongyuan issued a letter dated 24 November 2025 for the purpose of incorporation in this circular in connection with their advice to the Independent Board Committee and the Independent Shareholders in respect of the terms of the Major Continuing Connected Transactions and the associated Proposed Annual Caps. Shenwan Hongyuan has given and has not withdrawn its written consent to the issue of this circular with the inclusion therein of its letter and references to its name in the form and context in which they respectively appear.

4. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors or supervisors had any existing or proposed service contract with any member of the Group (excluding contracts that will expire within one year or is determinable by the employer within one year without payment of compensation (other than statutory compensation)).

5. MATERIAL ADVERSE CHANGES

As at the Latest Practicable Date, except for the profit warning announcement issued by the Company on 14 July 2025, there has been no material adverse change in the financial or trading position of the Company since 31 December 2024, the date on which the latest published and audited accounts of the Company were made up.

6. MISCELLANEOUS

(a) The joint company secretaries of the Company are Liu Gang and Xu Haiyan.

(b) The registered office of the Company is at No. 48 Jinyi Road, Jinshan District, Shanghai, the PRC, Postal code: 200540.

(c) Company's H shares share registrar is Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen Road East, Wanchai, Hong Kong.

(d) The English text of this circular shall prevail over the Chinese text.

7. DOCUMENTS ON DISPLAY

The following documents will be published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.spc.com.cn) for 14 days after the date of this circular:

(a) the New Framework Agreements.

COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Amended Articles
CHAPTER 1 GENERAL PROVISIONS	**CHAPTER 1 GENERAL PROVISIONS**
Article 1 These Articles of Association are formulated in accordance with "The Company Law of the People's Republic of China" (the "Company Law"), "The Securities Law of the People's Republic of China" (the "Securities Law"), "The State Council Special Regulations Relating to Issue of Shares and Overseas Listing of Joint Stock Limited Companies" (the "Special Regulations"), "The Mandatory Provisions for Companies Listing Overseas" (the "Mandatory Provisions"), the "Listed Companies Articles of Association Guidelines", the "Listed Companies Corporate Governance Principles" and other relevant regulations, in order to protect the lawful rights and interests of Sinopec Shanghai Petrochemical Company Limited (the "Company"), its shareholders and creditors, and to regulate its organisation and behaviour. The Company is a joint stock limited company established pursuant to the Company Law, the Special Regulations and other laws and regulations. The establishment of the Company was approved by the State Commission for Restructuring the Economic System of the PRC pursuant to the document Ti Gai Sheng (1993) No. 95 by the promoter method. The Company was registered at the Shanghai Administration for Industry and Commerce and was issued an enterprise legal person business licence on 29 June 1993. The number of the enterprise legal person business licence is 310000000021453.	**Article 1** The Articles of Association of Sinopec Shanghai Petrochemical Company Limited ("these Articles", or the "Articles of Association") are formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Securities Law of the People's Republic of China (the "Securities Law"), the Guidelines on the Articles of Association of Listed Companies and the Standards for the Governance of Listed Companies issued by the China Securities Regulatory Commission (the "CSRC"), and other laws, administrative regulations, department rules, other relevant normative documents, and provisions of the securities regulatory rules of the places where the shares of the Company are listed (hereinafter referred to as the "relevant regulatory rules"), as well as the actual situation of the Company, with an aim to protect the lawful rights and interests of Sinopec Shanghai Petrochemical Company Limited (the "Company"), its shareholders, employees and creditors and regulate the organization and conduct of the Company. The Company is a joint stock limited company established pursuant to the Company Law, the "State Council Special Regulations Relating to Issue of Shares and Overseas Listing of Joint Stock Limited Companies" and other laws and administrative regulations.

Original Articles	Amended Articles
The promoter of the Company is Shanghai Petrochemical Complex.	The establishment of the Company was approved by the State Commission for Restructuring the Economic System of the People's Republic of China pursuant to the document Ti Gai Sheng (1993) No. 95 by the promoter method. The Company was registered at the Shanghai Administration for Industry and Commerce and was issued an enterprise legal person business licence on 29 June 1993. At present, the Company is registered with the Shanghai Municipal Administration for Market Regulation with its unified social credit code is: 91310000132212291W. The promoter of the Company is Shanghai Petrochemical Complex.
Article 4 The legal representative of the Company is the chairman of the Company.	**Article 4** The legal representative of the Company is the chairman of the board of the Company. If the chairman of the board resigns, he/she shall be deemed to have resigned as the legal representative at the same time, and the Company shall appoint a new legal representative within thirty (30) days from the date of the resignation of the legal representative. The methods for the appointment and change of the legal representative of the Company are as follows: (1) When the board of directors elects the chairman of the board, the chairman of the board shall concurrently serve as the legal representative of the Company. (2) If the chairman of the board resigns, the general manager shall perform the duties of legal representative until the board of directors elects a new chairman of the board to assume such role. In the event of the resignation of the general manager or other circumstances that make it impossible for him/her to perform the duties, a director elected by a majority of the directors shall perform the duties of legal representative.

Original Articles	Amended Articles
/	**Article 5** The legal consequences of civil activities conducted by the legal representative in the name of the Company shall be borne by the Company. Restrictions on the functions and powers of the legal representative set forth in the Articles of Association or by the general meetings shall not be asserted against a bona fide counterparty. Where the legal representative causes harm to others in the course of performing duties, the Company shall bear civil liability. After assuming such liability, the Company may, in accordance with provisions of laws or the Articles of Association, recover from the legal representative at fault.
Article 5 The Company is a permanently existing joint stock company. The capital of the Company is divided into equal shares. The rights and liabilities of shareholders of the Company are limited to the shares subscribed by them, and the Company is liable for its debts to the extent of its entire assets. The Company is an independent legal person, under the jurisdiction and protection of the laws and regulations of the People's Republic of China (hereinafter referred to as the "PRC", and for the purpose of these Articles, excluding Hong Kong, Macau and Taiwan).	**Article 6** The Company is a joint stock company for perpetual existence. The rights and liabilities of shareholders of the Company are limited to the shares subscribed by them, and the Company is liable for its debts to the extent of its all property.
Article 6 The Company adheres to the rule of law, and strives to build a law-abiding enterprise with sound governance, operational compliance, management discipline, law-abiding and integrity. The Articles of Association were effective from the date of establishment of the Company. As from the effective date of the Articles of Association, these Articles constitute the rules governing the organisation and conduct of the Company and become a legally binding document regulating the rights and obligations between the Company and a shareholder and among the shareholders inter se.	**Article 7** The Company adheres to the rule of law and strives to build a law-abiding enterprise with sound governance, operational compliance, management discipline, law-abiding and integrity. The Articles of Association were effective from the date of establishment of the Company. As from the effective date of the Articles of Association, the Articles of Association constitute the rules governing the organisation and conduct of the Company and become a legally binding document regulating the rights and obligations between the Company and a shareholder and among the shareholders inter se.

Original Articles	Amended Articles
Article 7 The Articles of Association are binding on the Company, its shareholders and its directors, supervisors and senior officers. The aforementioned persons may raise any claims relating to the affairs of the Company in accordance with these Articles. The Company may take action against its directors, supervisors and senior officers in accordance with the Articles. The Company may take action against its shareholders in accordance with these Articles. Shareholders may take action against each other in accordance with these Articles and a shareholder may take action against the Company and its directors, supervisors and senior officers in accordance with these Articles. For the purposes of this Article, "action" includes court proceedings or application for arbitration proceedings. Unless the context otherwise requires, the term "senior officers" referred to in these Articles and the appendices attached hereto means the general managers, deputy general managers, financial officers and the secretary to the board of directors of the Company.	**Article 8** The Articles of Association are legally binding on the Company, its shareholders and its directors and senior management. The aforementioned persons may raise any claims relating to the affairs of the Company in accordance with the Articles of Association. According to the Articles of Association, the Company may take action against the shareholders, its directors and senior management. The shareholders may take action against other shareholders, the Company, the directors and senior management of the Company. Unless the context otherwise requires, the term "senior management" referred to in these Articles and its appendices means the general managers, deputy general managers, financial officers, the secretary to the board and other personnel designated by the Company or the board of directors of the Company.
Article 8 The Company may invest in other limited liability companies or joint stock companies and is liable to the amount of the investment in these companies. The Company may invest in any other enterprises; provided that, unless the law otherwise requires, the Company shall not act as an investor in any invested enterprise that assumes joint and several liability for the debts owed by such enterprise.	**Article 9** The Company may invest in any other enterprises; provided that, unless the law otherwise requires, the Company shall not act as an investor in any invested enterprise that assumes joint and several liability for the debts owed by such enterprise.

Original Articles	Amended Articles
Article 10 The Company shall take steps to establish a healthy investor relations management system and also take an initiative to strengthen the communication and exchange with shareholders especially public shareholders in different ways. The secretary to the board of directors of the Company is responsible for the work of investor relations management.	/
Article 11 In accordance with the Company Law and the Constitution of the Communist Party of China (the "Party"), the Company hereby set up Party organizations. The Party organizations play the role of political core in the Company. The Company shall set up related Party working organs and maintain an adequate level of staffing to handle Party affairs as well as sufficient funding necessary for the activities of the Party organizations.	**Article 11** In accordance with the Company Law and the Constitution of the Communist Party of China, the Company hereby sets up Party organizations, leverages the role of Party organisations, establishes related Party working organs and maintains an adequate level of staffing to handle Party affairs and as well as sufficient funding necessary for the activities of the Party organizations.
CHAPTER 2 PURPOSE AND BUSINESS SCOPE	**CHAPTER 2 PURPOSE AND BUSINESS SCOPE**
Article 13 The Company's scope of business shall be based on the projects approved by the Company's registration authorities. The Company's scope of business include:	**Article 13** The Company's scope of business shall be based on the projects approved by the Company's registration authorities. The Company's scope of business include:

Original Articles	Amended Articles
General items: Manufacturing of petroleum products (excluding hazardous chemicals), production of chemical products (excluding licensed chemical products), manufacturing of synthetic fibers, manufacturing of plastic products, manufacturing of synthetic materials (excluding hazardous chemicals), manufacturing of specialized chemical products (excluding hazardous chemicals), recycling of renewable resources (excluding production of scrap metal), production and supply of heat energy, sewage processing and recycling, loading and unloading on roads, terminals and railways, general goods warehousing (excluding items requiring approval for hazardous chemicals and other licensed items), technological services, technology development, technology consultancy, technology exchange, technology transfer and technology promotion, property management, housing rental, social economy advisory services, advertisement production, advertisement design and agency services, advertisements publication, high-grade fiber and composite materials manufacturing, high-grade fiber and composite materials sales, gas stoves production, storage of finished oil products (excluding hazardous chemicals), import and export of goods, import and export of technology, sales of non-electrical household appliances, sales of chemical products (excluding licensed chemical products), rental of special equipment, leasing services (excluding licensed rental services).	General items: Manufacturing of petroleum products (excluding hazardous chemicals), sales of petroleum products (excluding hazardous chemicals), production of chemical products (excluding licensed chemical products), sales of chemical products (excluding licensed chemical products), manufacturing of synthetic fibers, sales of synthetic fibers, manufacturing of plastic products, sales of plastic products, manufacturing of synthetic materials (excluding hazardous chemicals), sales of synthetic materials, manufacturing of specialized chemical products (excluding hazardous chemicals), sales of specialized chemical products (excluding hazardous chemicals), recycling of renewable resources (excluding production of scrap metal), production and supply of heat energy, sewage processing and recycling, loading and unloading on roads, terminals and railways, general goods warehousing (excluding items requiring approval for hazardous chemicals and other licensed items), technological services, technology development, technology consultancy, technology exchange, technology transfer and technology promotion, property management, housing rental, social economy advisory services, advertisement production, advertisement design and agency services, advertisements publication, high-grade fiber and composite materials manufacturing, high-grade fiber and composite materials sales, gas stoves production, refined oil warehousing (excluding hazardous chemicals), import and export of goods, import and export of technology, sales of non-electrical household appliances, rental of special equipment, leasing services (excluding licensed rental services).

Original Articles	Amended Articles
Licensed items: hazardous chemicals production, hazardous chemicals business, marine general goods transportation, marine hazardous goods transportation, crude oil warehousing, refined oil warehousing, hazardous chemicals warehousing, inspection and testing service, mobile pressure vessel/cylinder filling, power generation, power transmission, power supply and distribution, gas operations, operation of compressed natural gas refueling stations, production and supply of tap water.	Licensed items: hazardous chemicals production, hazardous chemicals business, marine general goods transportation, marine hazardous goods transportation, crude oil warehousing, refined oil warehousing, hazardous chemicals warehousing, inspection and testing service, mobile pressure vessel/cylinder filling, power generation, power transmission, power supply and distribution, gas operations, operation of compressed natural gas refueling stations, production and supply of tap water, storage and transportation of petroleum and natural gas pipeline, production of food additives, manufacturing of basic chemical raw materials (excluding manufacturing of licensed chemical such as hazardous chemicals).
Article 14 The Company may establish subsidiaries and branches, representative offices, business offices and other non-independent legal person branches in accordance with its business development needs. Subject to approval by the relevant governmental authorities, the Company may adjust the business and operation scope or investment directions and methods in accordance with PRC domestic and international market trends, the business requirements inside and outside of the PRC and the development capabilities of the Company.	**Article 14** The Company may establish wholly-owned or holding subsidiaries and branch companies, representative offices, business offices and other non-independent legal person branches in accordance with its business development needs. The Company may adjust the Company's operation scope or investment directions and methods in due course in accordance with domestic and international market trends, the business requirements inside and outside of the PRC and the development capabilities of the Company.
CHAPTER 3 SHARES AND REGISTERED CAPITAL	**CHAPTER 3 SHARES AND REGISTERED CAPITAL**
/	**Section 1 Issuance of shares**
Article 15 The Company shall have ordinary shares at all times. The ordinary shares issued by the Company shall include domestic shares and foreign shares. The Company may issue other types of shares subject to the approval of the responsible company approval authority as authorized by the State Council and its own requirements.	**Article 15** The Company shall have ordinary shares at all times. The ordinary shares issued by the Company shall include domestic shares and foreign shares. Subject to its own requirements, the Company may issue shares of a class with rights different from those of ordinary shares as permitted by relevant regulatory rules.

Original Articles	Amended Articles
	The ordinary shares issued by the Company shall include two types of shares, namely domestic shares and foreign shares. Shares issued by the Company and listed in the PRC shall be referred to as "domestic shares" or abbreviated as "A shares". Shares issued by the Company and listed outside the PRC shall be referred to as "foreign shares", among which shares listed in the Hong Kong Special Administrative Region of the PRC shall be abbreviated as "H shares".
Article 16 All the shares issued by the Company shall have par value. The par value shall be one Renminbi each. Renminbi refers to the official currency of the PRC.	**Article 16** The capital of the Company shall be divided into shares. All the shares issued by the Company shall be shares with a par value with each share having a nominal value of RMB1. The aforesaid Renminbi refers to the official currency of the PRC.
Article 17 The stock of the Company takes the form of shares. Upon the approval of the securities regulatory authority of the State Council, the Company may issue shares to investors inside the PRC and investors outside the PRC. The issue of the Company's stock shall adhere to the principles of openness, fairness and justice. Shares of the same class shall rank pari passu with each other. For the same class of shares offered at the same time, each share shall have the same offer terms and price. For the same class of shares subscribed by any organisation or individual under the same offering, the price payable for each of such share shall be the same. The aforementioned investors outside the PRC refer to investors in foreign countries, Hong Kong, Macau and Taiwan regions who subscribe for shares of the Company. Investors inside the PRC refer to investors in the PRC, excluding the aforementioned regions, who subscribe for shares of the Company.	**Article 17** The issue of the Company's shares shall adhere to the principles of openness, fairness and justice. Shares of the same class shall rank pari passu with each other. In the same places where the shares of the Company are listed, the issuance conditions and price per share of the same class in the same issuance are the same, and the same price is paid for each share subscribed by the subscribers.

Original Articles	Amended Articles
Article 18 Shares issued by the Company investors inside the PRC and subscribed for in Renminbi are referred to as domestic shares. Shares issued by the Company and subscribed for in foreign currency are referred to as foreign shares. Foreign shares listed overseas are referred to as overseas listed foreign shares. The holders of domestic shares and the holders of overseas listed foreign shares are both ordinary shareholders. The aforementioned foreign currency refers to the official currency of other countries or regions, other than Renminbi, as recognised by the responsible foreign exchange authority of the PRC which can be used for subscribing for shares.	/
Article 19 The overseas listed foreign shares issued by the Company and listed in Hong Kong are referred to as H shares. H shares are shares which have been approved for listing by The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange"), the par value of which is denominated in Renminbi and which are subscribed for and traded in Hong Kong dollars.	/
Article 20 The domestic shares issued by the Company are held in custody by the China Securities Registration and Clearing Company Limited, Shanghai Branch. The H shares issued by the company are held in custody by Hong Kong Securities Clearing Company Limited.	**Article 18** The A shares issued by the Company are held in central depository by the Shanghai Branch of the China Securities Registration and Clearing Company Limited. The H shares issued by the Company are held in custody by Hong Kong Securities Clearing Company Limited.
Article 22 After the establishment of the Company, the Company has issued 2,330,000,000 ordinary shares which are overseas listed foreign shares, representing 32.36% of the authorized ordinary share capital. The Company has also issued 870,000,000 ordinary shares to the general public (including the employees of the Company) which are domestic shares representing 12.08% of the authorized ordinary share capital.	**Article 20** After the establishment of the Company, the Company has issued 2,330,000,000 ordinary shares which are overseas listed foreign shares, representing 32.36% of the Company's total authorized ordinary share. The Company has also issued 870,000,000 ordinary shares to the public (including the employees of the Company) which are domestic shares representing 12.08% of the Company's total authorized ordinary shares.

Original Articles	Amended Articles
The shareholding structure of the Company after issue of the shares pursuant to the above paragraph is: 7,200,000,000 ordinary shares, of which 4,000,000,000 shares issued at the time of establishment of the Company, 870,000,000 domestic shares listed in the PRC and issued after the establishment of the Company, and 2,330,000,000 overseas listed foreign shares. The current share capital structure of the Company is: 10,799,285,500 ordinary shares, of which 7,328,813,500 domestic shares listed in the PRC, representing 67.86% and 3,470,472,000 overseas listed foreign shares, representing 32.14%.	The current share capital structure of the Company is: 10,542,617,500 ordinary shares, of which 7,328,813,500 domestic shares listed in the PRC, representing 69.52% and 3,213,804,000 overseas listed foreign shares, representing 30.48%.
Article 23 The plan as to the issue of domestic shares and overseas listed foreign shares as approved by the securities regulatory authority of the State Council shall be implemented and arranged by the directors of the Company. The plan as to the issue of domestic shares and overseas listed foreign shares as mentioned above may be implemented within fifteen (15) months from the date of approval by the State Council securities regulatory authority.	/
Article 24 In issuing the planned shares, the Company shall issue the domestic shares and the overseas listed foreign shares in single tranches respectively. Where there are special circumstances such that the shares cannot be issued in one tranche, the Company may issue the shares in several tranches, subject to the approval of the China Securities Regulatory Commission.	/
Article 25 The registered capital of the Company shall be RMB10,799,285,500.	**Article 21** The registered capital of the Company shall be RMB10,542,617,500.

Original Articles	Amended Articles
/	**Article 22** The Company or its affiliated enterprises shall not provide financial assistance in the form of, among others, gifts, advances, guarantees, or lending for others to acquire the shares of the Company or its parent company, except for implementation of the Company's employee share ownership plan. For the interests of the Company, pursuant to a resolution passed by the general meeting, or a resolution passed by the board of directors in accordance with these Articles or authorization of the general meeting, the Company may provide financial assistance to others to obtain shares of the Company or its parent company, but the cumulative total amount of financial assistance shall not exceed 10% of the total issued share capital. Such resolution of the board of directors shall be approved by more than two-thirds of all directors.
/	**Section 2 Increase, decrease and repurchase of shares**
Article 26 As required by its operations and business development, the Company may increase its capital in accordance with the Articles of Association. The Company may increase its capital by the following methods: (1) public share offering; (2) non-public share offering; (3) distribution of new shares to existing shareholders; (4) transfer of the capital reserve fund to increase capital;	**Article 23** In accordance with relevant regulatory rules, the Company may increase the capital upon approval by resolutions of the general meeting according to the operation and development needs of the Company. The Company may increase its capital by the following methods: (1) offering of shares to unspecified targets; (2) offering of shares to specified targets; (3) distributing bonus shares to its existing shareholders; (4) transfer of the reserve fund to increase capital;

Original Articles	Amended Articles
(5) any other means as permitted by law or administrative regulations and approved by the State Council securities regulatory authority. In increasing its capital and issuing new shares, following the approval in accordance with the stipulations of the Articles, the Company shall comply with the procedures laid down in the laws, administrative regulations and listing rules and regulations of the PRC and the locale in which the foreign shares are listed overseas.	(5) other means required by the relevant regulatory rules. The Company's increase of capital by issuing new shares shall, after obtaining the approval pursuant to the provisions of the Articles of Association, be conducted in accordance with the procedures as provided in relevant regulatory rules. When the Company increases its registered capital, it shall register the change with the registration authority of the Company in accordance with the laws.
/	**Article 24** When the Company issues convertible corporate bonds, the issuance, conversion procedures and arrangements of the convertible corporate bonds, as well as the changes in the Company's share capital resulting from the conversion, shall be handled in accordance with relevant regulatory rules, as well as the prospectus approved by appropriate authorization when the Company issues convertible corporate bonds.
Article 27 Except as prescribed by applicable laws and administrative regulations, the shares of the Company shall be freely transferable and shall also be free from all lien.	/
CHAPTER 4 REDUCTION OF CAPITAL AND REPURCHASE OF SHARES	**/**
Article 29 The Company shall prepare balance sheet and inventory of assets when it reduces its capital.	**Article 26** The Company shall prepare balance sheet and inventory of assets when it reduces its registered capital.

Original Articles	Amended Articles
The Company shall notify its creditors within ten (10) days after the resolution to reduce the capital is passed and shall publish a notice in newspapers designated by the relevant regulatory authorities located at the place where the shares of the Company are listed within thirty (30) days after the resolution is passed. The creditors shall have the right to demand for repayment of the debts or for a guarantee for repayment of the debts within thirty (30) days of receiving such notice (or, for creditors who do not receive the notice, within forty-five (45) days from the date on which the notice is published). The share capital shall not be lower than the statutory minimum after the capital reduction. If the Company reduces its registered capital, it shall amend its registration record filed with the registration authorities of the Company in accordance with the law.	The Company will notify the creditors within ten (10) days upon adoption of the resolution to reduce the registered capital at the general meeting and will within thirty (30) days make announcements on the newspaper that meet the conditions stipulated by the securities regulatory authorities of the place where the shares of the Company are listed, or on the National Enterprise Credit Information Publicity System. The creditors shall have the right to demand for repayment of the debts or for a guarantee for repayment of the debts within thirty (30) days of receiving such notice (or, for creditors who do not receive the notice, within forty-five (45) days from the date on which the notice is published). After the capital reduction of the Company, the Company shall reduce contributed amounts or shares according to shareholding ratios of shareholders, except as otherwise prescribed by the relevant regulatory rules or the Articles of Association. If the Company reduces its registered capital, it shall amend its registration record filed with the registration authorities of the Company in accordance with the law.
/	**Article 27** After making up losses in accordance with paragraph 2 of Article 163 of the Articles of Association, if the Company still has losses, it may reduce its registered capital to make up the losses. When reducing registered capital to make up losses, the Company shall not distribute profits to shareholders, nor may it exempt shareholders from their obligation to contribute capital or share payments.

Original Articles	Amended Articles
	Where the registered capital is reduced in accordance with the provisions of the preceding paragraph, the provisions of paragraph 2 of Article 26 of the Articles of Association shall not apply, but an announcement shall be made on newspaper that meet the conditions stipulated by the securities regulatory authorities of the place where the shares of the Company are listed, or on the National Enterprise Credit Information Publicity System within thirty (30) days after the resolution approving the reduction has been passed by the general meeting. After reducing its registered capital in accordance with the preceding two paragraphs, the Company shall not distribute profits until the cumulative amount of its statutory reserve fund and discretionary reserve fund reaches 50% of its registered capital.
/	**Article 28** Where the reduction of registered capital violates the Company Law or other relevant regulations, shareholders shall return the funds they have received, and any exemption from shareholders' capital contributions shall be restored to the original state; if any loss is caused to the Company, the shareholders and the responsible directors and senior management shall be liable for compensation.
Article 30 Subject to the approval by the relevant authority, the Company may repurchase its shares in any of the following circumstances in accordance with the procedure provided in these Articles: (1) reduction of capital; (2) merger with other companies which hold shares of the Company; (3) granting shares for shares holding scheme or as incentive compensation to the staff of the Company;	**Article 29** The Company shall not purchase its own shares. However, under one of the following circumstances, the Company may repurchase its outstanding shares in accordance with the relevant regulatory rules and the Articles of Association: (1) reduction of registered capital of the Company; (2) merger with other companies which hold shares of the Company; (3) granting shares for employee share ownership plan or as share incentives;

Original Articles	Amended Articles
(4) acquiring the shares of shareholders who vote against any resolution adopted at the general meeting of shareholders on the merger or division of the Company; (5) using shares for corporate bonds issued by listed companies which are convertible into shares; (6) necessary for a listed company to protect the Company's value and shareholders' equity; (7) other circumstances as permitted by law or administrative regulations. The Company shall comply with Articles 31 to 34 in repurchasing its shares. Except in the circumstances set forth above, the Company shall not engage in any activity in connection with trading of its own shares.	(4) acquiring the shares of shareholders who vote against any resolution adopted at the general meeting on the merger or division of the Company; (5) using shares for corporate bonds issued by listed companies which are convertible into shares; (6) necessary for a listed company to protect the Company's value and shareholders' equity; (7) other circumstances as permitted by the relevant regulatory rules. The Company shall comply with Articles 30 to 31 of these Articles in repurchasing its outstanding shares.
Article 31 Upon approval by the relevant authority, the Company may repurchase its shares by one of the following ways: (1) making a general offer to all the shareholders in proportion to their shareholding; (2) purchasing its shares in public on a stock exchange; (3) making an off-market contract; (4) other methods as stipulated by laws or administrative regulations and approved by the State Council securities regulatory authorities.	**Article 30** When the Company acquires its own shares, it may conduct by way of public and centralized transactions, or other methods recognized by the laws, administrative regulations and securities regulatory authorities of the places where the shares of the Company are listed.

Original Articles	Amended Articles
Article 32 The Company may, with the prior sanction of shareholders obtained at the shareholders' general meeting in accordance with these Articles, repurchase its shares by an off-market contract in accordance with the relevant PRC and overseas regulations; the Company may release, vary or waive its rights under a contract so entered into by the Company with the prior approval of shareholders obtained in the same manner. A contract to repurchase shares referred to in the above paragraph includes but is not limited to an agreement to become obliged to repurchase or an acquisition of the right to purchase shares of the Company. Rights of the Company under a contract to repurchase its own shares are not capable of being assigned.	/
Article 33 Unless otherwise required by laws, administrative regulations, rules and regulations of authorized departments or these Articles of Association, if the Company repurchases its own shares pursuant to item (1) or (2) of Article 30, resolutions relating thereto shall be adopted at a general meeting of shareholders. If the Company repurchases its own shares in accordance with items (3), (5) and (6) of Article 30, the shares so repurchased should be adopted at a board meeting attended by more than two third of directors as per mandate by shareholders' general meeting. The total number of shares purchased by the Company in accordance with items (3), (5) and (6) of Article 30 shall not exceed 10% of the total issued shares of the Company, and shall be transferred or cancelled within three years.	**Article 31** If the Company purchases its own shares under circumstances provided in items (1) and (2) of Article 29, resolutions relating thereto shall be adopted at a general meeting. If the Company purchases its own shares in the circumstances set out under items (3), (5) and (6) of Article 29, the repurchase may be conducted in compliance with the requirements of these Articles or based on the authorization granted at the general meeting upon resolution by more than two-thirds of the directors attending the board meeting. After the Company purchases its shares in accordance with Article 29 of the Articles of Association, it shall, in the case of item (1), cancel such purchased shares within ten (10) days of the purchase; in the case of items (2) and (4), shall either transfer such purchased shares or cancel such purchased shares within six (6) months of the purchase; in the case of items (3), (5) and (6), the total number of shares purchased by the Company shall not exceed 10% of the total issued shares of the Company, and shall be transferred or cancelled within three (3) years.

Original Articles	Amended Articles
The Company shall acquire its own shares in accordance with the law and shall perform its information disclosure obligations in accordance with the "Securities Law of the People's Republic of China". Where the Company acquires its own shares in the circumstances specified in items (3), (5) and (6) of the first section of Article 30, the acquisition shall be conducted through an open centralized transaction method.	The Company shall acquire its own shares in accordance with the law and shall perform its information disclosure obligations in accordance with the Securities Law. Where the Company acquires its own shares in the circumstances specified in items (3), (5) and (6) of the first section of Article 29, the acquisition shall be conducted through a public and centralized transaction method.
Article 34 Unless the Company is in the course of liquidation, the Company shall comply with the following provisions in repurchasing its shares: (1) where the Company repurchases its shares at face value, payment shall be made out of distributable profits of the Company or out of proceeds of a fresh issue of shares made for that purpose; (2) where the Company repurchases its shares at a premium, payment up to the face value may be made out of distributable profits of the Company or out of proceeds of a fresh issue of shares made for that purpose. Payment of the portion in excess of the face value shall be effected as follows: (i) if the shares being repurchased were issued at face value, payment shall be made out of distributable profits of the Company;	/

Original Articles	Amended Articles
(ii) if the shares being repurchased were issued at a premium, payment shall be made out of distributable profits of the Company or out of proceeds of a fresh issue of shares made for that purpose, provided that the amount paid out of proceeds of the fresh issue shall not exceed the aggregate of premiums received by the Company on the issue of the shares repurchased nor the current amount of the Company's capital reserve fund (including the premiums on the fresh issue). (3) payment by the Company in consideration for the following shall be made out of distributable profits: (i) the acquisition of rights to repurchase shares of the Company; (ii) the variation of any contract to repurchase shares of the Company; (iii) the release of the Company's obligations under any contract to repurchase shares of the Company. (4) to the extent that shares are repurchased out of distributable profits of the Company, the amount of the Company's registered share capital reduced shall be transferred to the Company's capital reserve fund.	
CHAPTER 5 FINANCIAL ASSISTANCE FOR ACQUISITION OF SHARES	/

Original Articles	Amended Articles
Article 35 The Company or any of its subsidiaries shall not at any time give any form of Financial Assistance to a person who is acquiring or is proposing to acquire shares in the Company. The person referred to in this paragraph includes any person who directly or indirectly incurs a liability for the purpose of acquiring the Company's shares. Neither the Company nor any of its subsidiaries shall give any form of Financial Assistance to the person for the purpose of lessening or discharging the liability. This Article shall not apply to the circumstance under Article 37.	/
Article 36 For the purposes of this Chapter, "Financial Assistance" includes (but not limited to) the following forms: (1) financial assistance given by way of gift; (2) financial assistance given by way of guarantee (including the provision of an undertaking or assets to secure performance of the obligations by the obligor) or indemnity, other than an indemnity in respect of the Company's own neglect or default, or by way of release or waiver; (3) financial assistance given by way of a loan or any other agreement under which the obligations of the Company are to be fulfilled before the obligations of another party to the agreement, or by way of the novation of, or the assignment of rights arising under, a loan or such other agreement; or	/

Original Articles	Amended Articles
(4) any other financial assistance given by the Company when the Company is insolvent or has not net assets or when its net assets would thereby reduce to a material extent. For the purposes of this Chapter, "incurring a liability" includes changing one's financial position by making an agreement or arrangement (whether enforceable or unenforceable, and whether made on his own account or with any other person) or by any other means.	
Article 37 This following transactions are not considered prohibited under Article 35: (1) the provision of Financial Assistance where the Financial Assistance is given in good faith in the interests of the company and the Company's principal purpose in giving that assistance is not to give it for the purpose of any such acquisition, or the giving of the assistance is but an incidental part of some larger purpose of the Company; (2) a distribution of the Company's assets by way of dividend lawfully declared; (3) the allotment of bonus shares; (4) a reduction of share capital, a repurchase of shares of the Company, a reorganisation of the share capital or other restructuring of the Company effected in compliance with these Articles;	/

Original Articles	Amended Articles
(5) the lending of money by the Company in the ordinary course of its business, where the lending of money is part of the scope of business of the Company (only if the Company has net assets which are not thereby reduced or, to the extent that those assets are thereby reduced, if the assistance is provided out of distributable profits); (6) the provision of money by the Company for contributions to employees' share schemes (only if the Company has net assets which are not thereby reduced or, to the extent that those assets are thereby reduced, if the assistance is provided out of distributable profits).	
/	**Section 3 Transfer of shares**
Article 27 Except as prescribed by applicable laws and administrative regulations, the shares of the Company shall be freely transferable and shall also be free from all lien.	**Article 32** The shares of the Company shall be transferred in accordance with law.
Article 40 The Company does not recognise the use of its shares as the subject of a mortgage.	**Article 33** The Company does not recognise the use of its shares as the subject of a pledge.

Original Articles	Amended Articles
Article 41 During their terms of office, directors, supervisors and other senior officers of the Company shall periodically report to the Company their shareholdings in the Company and changes therein and shall not transfer more than 25% of such shareholdings per year during their terms of office. The aforesaid persons shall not transfer the shares in the Company held by them within six months from the date on which their resignation from the Company comes into effect.	**Article 34** Directors and senior management of the Company shall declare to the Company their holdings in the Company's shares and the changes thereof. The transfer of shares in the Company held by them during their terms of office as determined at the appointment and after leaving office shall comply with the provisions of relevant regulatory rules.
Article 182 During their respective term of office, a director, supervisor and senior officer of the Company shall regularly report to the Company their shareholdings in the Company and any changes in such shareholdings, and shall not transfer on an annual basis more than twenty-five per cent. (25%) of the total number of shares held in the Company. The shares held by such director, supervisor and senior officer are non-transferrable within one (1) year from the date on which the shares of the Company are listed and traded. The aforesaid personnel shall not transfer their shares in the Company within six months from the termination date of their employment with the Company. This provision shall not apply to the change in shareholdings due to judicial enforcement, succession, legacy and division of properties according to law. If the number of shares held by a director, supervisor or senior officer is not more than 1,000 shares, such director, supervisor or senior officer may transfer all of his or her shares in lump sum and shall be free from the restriction on transfer ratio as described in the preceding paragraph.	

Original Articles	Amended Articles
Article 42 Unless otherwise required by laws, administrative regulations, regulatory authorities or stock exchanges at which the shares of the Company are listed, any gains from any sale of shares or other securities with equity rights of the Company by any director, supervisor, senior officer or shareholder of the Company holding 5% or more of the shares of the Company within six months after their purchase of the same, and any gains from any purchase of shares of the Company by any of the aforesaid parties within six months after sale of the same shall be disgorged and paid to the Company, and the board of directors of the Company shall recover such gains from the abovementioned parties. Notwithstanding so, this six-month limitation shall not apply to any securities company holding 5% or more of the shares of the Company which purchasing of the shareholding is as a result of its underwriting obligation or as a result of other circumstances as specified by the Securities Regulatory Authority of the State Council. The stocks or other securities with equity rights nature held by directors, supervisors, senior managers, and shareholders who are natural persons mentioned in the preceding paragraph shall include shares or other securities with equity rights held by their spouses, parents, children or by others' accounts. If the board of directors of the Company fails to comply with the requirements in accordance with the preceding paragraph, a shareholder shall have the right to request the board of directors to effect the same within thirty days. If the board of directors fails to do so within the said time limit, a shareholder shall have the right to initiate proceedings in the People's Court directly in his own name for the interests of the Company.	/

Original Articles	Amended Articles
If the board of directors of the Company fails to comply with the requirements in accordance with the first paragraph, the responsible director or directors shall assume joint and several liability in accordance with the law.	
/	**Article 35** The Company shall formulate a special system to supervise and manage the holding of the Company's shares and the trading of the Company's shares by directors and senior management. Such system shall be implemented after approval by the board of directors.
CHAPTER 6 SHARE CERTIFICATES AND SHAREHOLDERS' REGISTER	**Section 4 Share certificates and shareholders' register**
Article 38 The share certificates of the Company shall be in registered form. The share certificates of the Company shall contain the following particulars: (1) the Company name; (2) the date on which the Company was registered as established; (3) the type of shares, the value of the shares and the number of shares represented by the certificate; (4) the serial number of the share certificate; (5) other information as required by the Company Law, the Special Regulations and the stock exchange where the relevant shares are listed.	**Article 36** Share certificates issued by the Company are registered share certificates. The share certificates are in paper form or in such other form as may be prescribed by the securities regulatory authorities of the places where the shares of the Company are listed.

Original Articles	Amended Articles
Article 39 The Company shall have a securities seal in Hong Kong for the purpose of authenticating the issue of H share certificates. The Company's shares may be transferred, gifted, inherited or pledged in accordance with the stipulations of relevant laws, administrative regulations, rules and regulations of authorized departments and these Articles. The transfer and assignment of shares must be registered with the share registration organ authorized by the Company.	/
Article 40 The Company does not recognise the use of its shares as the subject of a mortgage.	/
Article 41 During their terms of office, directors, supervisors and other senior officers of the Company shall periodically report to the Company their shareholdings in the Company and changes therein and shall not transfer more than 25% of such shareholdings per year during their terms of office. The aforesaid persons shall not transfer the shares in the Company held by them within six months from the date on which their resignation from the Company comes into effect.	/

Original Articles	Amended Articles
Article 42 Unless otherwise required by laws, administrative regulations, regulatory authorities or stock exchanges at which the shares of the Company are listed, any gains from any sale of shares or other securities with equity rights of the Company by any director, supervisor, senior officer or shareholder of the Company holding 5% or more of the shares of the Company within six months after their purchase of the same, and any gains from any purchase of shares of the Company by any of the aforesaid parties within six months after sale of the same shall be disgorged and paid to the Company, and the board of directors of the Company shall recover such gains from the abovementioned parties. Notwithstanding so, this six-month limitation shall not apply to any securities company holding 5% or more of the shares of the Company which purchasing of the shareholding is as a result of its underwriting obligation or as a result of other circumstances as specified by the Securities Regulatory Authority of the State Council. The stocks or other securities with equity rights nature held by directors, supervisors, senior managers, and shareholders who are natural persons mentioned in the preceding paragraph shall include shares or other securities with equity rights held by their spouses, parents, children or by others' accounts. If the board of directors of the Company fails to comply with the requirements in accordance with the preceding paragraph, a shareholder shall have the right to request the board of directors to effect the same within thirty days. If the board of directors fails to do so within the said time limit, a shareholder shall have the right to initiate proceedings in the People's Court directly in his own name for the interests of the Company.	/

Original Articles	Amended Articles
If the board of directors of the Company fails to comply with the requirements in accordance with the first paragraph, the responsible director or directors shall assume joint and several liability in accordance with the law.	
Article 43 The Company's share certificates shall be signed by the chairman of the board of directors. If the stock exchange where the shares are listed requires other senior officer's signature, such signature shall be included. The share certificates shall be effective with affixture of the Company's seal (or a securities seal) or a facsimile seal (or a securities seal). Authorization from the board of directors is required for affixing the Company seal to share certificates. Signature of the chairman or other senior officer may be made by facsimile signatures. The issuance and trading of uncertificated shares are subject to the requirements otherwise prescribed by the securities regulatory bodies located at the places where the shares of the Company are listed.	/

Original Articles	Amended Articles
Article 44 The Company shall maintain a register of holders of shares and enter therein the following particulars: (1) names, addresses, occupations or descriptions; (2) the number of each class of shares held; (3) the amount paid or agreed to be paid on the shares of shares held; (4) the serial number of the shares held; (5) the date at which each holder was entered in the register as a shareholder; (6) the date at which each holder ceases to be a shareholder. The register of shareholders shall be sufficient evidence, unless evidence to the contrary is shown, of shareholding in the Company.	**Article 37** The Company shall maintain a register of holders of shares according to the certificates provided by the securities registration and clearing institution. The register of shareholders shall be sufficient evidence, unless evidence to the contrary is shown, of shareholding in the Company.
Article 45 The Company may maintain the register of holders of overseas listed foreign shares outside the PRC in accordance with the memorandum of understanding and agreement made between the responsible securities authority of the State Council and the securities regulatory authority overseas and appoint an overseas agency for the management of such register. The original of the register of holders of overseas listed foreign shares shall be maintained in Hong Kong. The overseas agency so appointed shall ensure from time to time the consistency between the original and the copy of the register of holders of overseas listed foreign shares. In the event of inconsistency between the original and the copy of the register of holders of overseas listed foreign shares, the original version shall prevail.	/

Original Articles	Amended Articles
Article 46 The Company shall maintain a complete register of shareholders. The register of shareholders shall include the following parts: (1) the register of shareholders maintained at the legal address of the Company other than that specified in paragraphs (2) and (3) of this Article; (2) the Company's register of holders of overseas listed foreign shares maintained at the place where the stock exchange having the shares listed is located; (3) the register of shareholders deposited at other places decided by the board of directors as necessary for the listing of the Company's shares.	/

Original Articles	Amended Articles
Article 47 The various parts of the register of shareholders shall not overlap. The transfer of shares registered in a certain part of the shareholders' register shall not be registered in other parts of the shareholders' register during the existence of the registration of such shares. All fully paid foreign shares listed in Hong Kong may be transferred freely in accordance with these Articles provided that the board of directors may without assigning any reason therefor decline to recognise any instrument of transfer, unless: (1) A fee in the sum of two Hong Kong dollars and fifty cents (2.5) or such higher sum then agreed by the Hong Kong Stock Exchange is paid to the Company in respect of the registration of any transfer in the title of the shares to which it relates or for the alteration in the title of such shares or other documents; (2) the instrument of transfer is only in respect of foreign shares listed in Hong Kong;	/

Original Articles	Amended Articles
(3) the stamp duty payable in respect of such instrument of transfer has been paid; (4) share certificates or other evidence as the board of directors may reasonably require to prove the right of the transferor to make the transfer shall be provided; (5) if the shares are proposed to be transferred with joint holders, the number of joint holders shall not be more than four (4); and (6) the relevant shares are free from any lien by any company. The transfer of overseas-listed foreign shares listed in Hong Kong shall be carried out in writing through transfer instrument in normal or ordinary form or in the form acceptable to the board of directors; and such transfer instrument can be signed by hand or, if the transferor or transferee is a recognised cleaning house as defined in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) or its attorney, signed by hand or signed in printed mechanical form. All the transfer instruments shall be maintained at the legal address of the Company or another place the board of directors may designate from time to time. Any change or alteration to the various parts of the register of shareholders shall be conducted in accordance with the laws of the place where such part of the shareholders' register is maintained.	

Original Articles	Amended Articles
Article 48 Provisions regarding the period of suspension of shares transfer registrations before the commencement of shareholders' general meeting or before the base day on which the Company decides on dividends distribution, as specified by Chinese laws and regulations and the Listing Rules of the Hong Kong Stock Exchange or the regulations as specified by the regulatory authorities of the locations where the shares of the Company are listed, shall prevail.	/
Article 49 The board of directors or the convenor of a shareholders' general meeting shall fix a date as the date for the determination of shareholders for the purposes of holding shareholders' general meetings, distribution of dividends, liquidation and for other activities requiring determination of shareholders. Shareholders whose names are registered in the register of shareholders at the close of business on the date of determination shall be the shareholders of the Company.	**Article 38** The board of directors or the convenor of a general meeting shall fix the date for the determination of shareholders for the purposes of holding general meetings, distribution of dividends, liquidation and for other activities requiring determination of shareholders. The shareholders included in the register of shareholders at the close of business on the record date shall be the entitled shareholders. When the Company carries out activities which require the identification of shareholders, where the relevant regulatory rules have stipulations governing closure of the register of members, such provisions shall prevail.
Article 50 Any person objecting to the register of shareholders and requesting to have its name registered or removed from the register of shareholders may apply to a court with jurisdiction to have the register of shareholders amended.	/

Original Articles	Amended Articles
Article 51 Any person who is registered holder of shares in the Company or who claims to be entitled to have his name entered in the register of shareholders in respect of shares in the Company may, if it appears that the certificate (the "original certificate") relating to the shares is lost, apply to the Company for a new certificate in respect of such shares (the "relevant shares"). Holders of domestic shares whose share certificates have been lost may apply for issue of new share certificates in accordance with the procedure set out in article 144 of the Company Law. Holders of overseas listed foreign shares whose share certificates have been lost may apply for issue of new share certificates in accordance with the procedures laid down by the law, the rules of the stock exchange and other relevant regulations of the place where the original register of holders of overseas listed shares is located.	/

Original Articles	Amended Articles
The issue of new share certificates to H shareholders whose share certificates have been lost shall meet the following requirements: (1) the applicant shall submit an application to the Company in prescribed form accompanied by a notarial act or a statutory declaration made by the applicant stating the grounds upon which the application is made, the circumstances of the loss, and such other particulars as the case may require in order to verify the grounds upon which the application is made and that no other person is entitled to have his name entered in the register of shareholders in respect of the relevant shares; (2) prior to the Company deciding to issue new share certificates, the Company not having received any statutory declaration from any person other than the applicant requesting for his name to be entered into the shareholders' register; (3) the Company shall, if it intends to issue a new share certificate, publish a notice of its intention once every thirty (30) days in a period of ninety (90) consecutive days in such newspaper as may be prescribed by the board for this purpose from time to time;	

Original Articles	Amended Articles
(4) the Company shall, prior to publication of the notice for issue of new share certificates, deliver to the stock exchange on which the relevant shares are listed a copy of the notice to be published and received confirmation from such stock exchange that the notice has been exhibited on its premises. The period of exhibition of the notice at the relevant stock exchange shall be ninety (90) days. In the case of an application made without the consent of the registered holder of the relevant shares, a copy of the notice to be published shall be delivered to such registered holder; (5) if, by the expiration of the 90-day period referred to in sub-paragraphs (3) and (4), the Company shall not have received notice of any other claim in respect of the relevant shares, the Company may issue a new certificate for the relevant shares to the applicant or as he may direct; (6) where the Company issues a new certificate under this Article, it shall forthwith cancel the original certificate and enter the cancellation and issue in the register of shareholders accordingly; (7) all expenses relating to an application for the cancellation of an original certificate and the issuance of a new certificate by the Company shall be borne by the applicant and the Company may refuse to take any action until reasonable security is provided.	
Article 52 Where the Company issues a new certificate in compliance with these Articles, the name of a bona fide purchaser to whom the new certificate is issued or who is subsequently entered in the share register shall not be removed from the register.	/

Original Articles	Amended Articles
Article 53 The Company shall not be liable for any damages sustained by any person by reason of the cancellation of the original certificate or the issuance of the new certificate, unless the claimant proves that the Company had acted deceitfully.	/
CHAPTER 7 RIGHTS AND OBLIGATIONS OF SHAREHOLDERS	**CHAPTER 4 RIGHTS AND OBLIGATIONS OF SHAREHOLDERS**
/	**Section 1 General provisions for shareholders**
Article 54 Shareholders of the Company are persons who legally hold the shares of the Company and have their names registered on the shareholders' register. A shareholder has rights and bears obligations in accordance with his shareholding and class of shares held by him. Shareholders of the same class have the same rights and obligations. In the case of joint shareholders, if one of the joint shareholders has passed away, the surviving shareholder shall be deemed by the Company to have the ownership of the related shares, but the board of directors is entitled to ask for the provision of the suitable death certificate for the purpose of amendment of the register of shareholders. For joint shareholders of any shares, only the first-named shareholder in the register of shareholders has the right to receive the share certificates of the related shares, receive notices from the Company, attend shareholders' general meetings and exercise his voting rights; and any noticed delivered to the said shareholder shall be deemed as if notice has been delivered to all of the joint shareholders of the related shares.	**Article 39** Shareholders of the Company are persons who legally hold the shares of the Company and have their names registered on the shareholders' register. A shareholder has rights and bears obligations in accordance with his class of shares and shareholding held by him. Shareholders of the same class have the same rights and obligations.

Original Articles	Amended Articles
Article 55 Holders of ordinary shares shall have the following rights:	**Article 40** Holders of ordinary shares shall have the following rights:
(1) to receive dividends or other forms of distribution proportional to their shareholding;	(1) to obtain or receive dividends or other forms of distribution proportional to their shareholding;
(2) to request, call on, preside and attend general meetings of shareholders in person or by proxy in accordance with the law and to exercise their corresponding voting rights;	(2) to request the holding of, convening, presiding over and attending general meetings in person or by proxy in accordance with the law and to exercise their corresponding rights to speak and vote in relation to the matters considered at the general meeting;
(3) to supervise the business operations and activities of the Company and to make suggestions or raise questions;	(3) to supervise the business operations and activities of the Company and to make suggestions or raise enquiries;
(4) to transfer, gift or pledge shares in accordance with law, administrative regulations and these Articles;	(4) to transfer, gift or pledge shares in accordance with relevant regulatory rules and these Articles;
(5) upon providing with evidence of the class and number of shares of the Company held, and following confirmation of the shareholder's identity by the Company, to receive information in accordance with laws, administrative regulations and these Articles, including:	(5) to get access to relevant information under the provisions of the relevant regulatory rules and the Articles of Association, including inspecting and duplicating the Articles of Association, register of shareholders, minutes of the general meetings, resolutions of the board meetings, and financial accounting reports upon providing the Company with evidence of the class and number of shares of the Company held and following confirmation of the shareholder's identity by the Company, provided that such shareholders bear the associated costs incurred. Shareholders who meet the requirements of the Company Law may inspect the Company's accounting books and vouchers;
1. to obtain a copy of the Articles of Association after payment of charges at cost;	
2. to inspect and copy for reasonable charges:	
(i) all parts of the shareholders' register;	
(ii) particulars of the directors, supervisors and senior officers of the Company including:	
(a) present and past names and aliases;	

Original Articles	Amended Articles
(b) nationality; (c) primary and all other business occupations; (d) identity document and its number. (iii) the share capital of the Company; (iv) stubs of company bonds; (v) reports showing the number and par value of shares repurchased by the Company since the end of the last financial year, the aggregate amount paid by the Company for the shares and the maximum and minimum price paid in respect of each class of shares repurchased; (vi) minutes of shareholders' meetings, resolutions of the board of directors and resolutions of the supervisory committee and financial and accounting reports. (6) to receive the distribution of residual assets of the Company in proportion to their shareholding upon winding up or liquidation of the Company; (7) to request the Company to acquire their shares if the shareholders disapprove any resolution passed at the shareholders' general meeting on the merger or demerger of the Company;	(6) to receive the distribution of residual assets of the Company in proportion to their shareholding upon winding up or liquidation of the Company; (7) to request the Company to acquire their shares if the shareholders vote against any resolution adopted at the general meeting on the merger or demerger of the Company; (8) to have other rights granted by relevant regulatory rules and the Articles of Association and its appendices. The Company shall establish effective channels of communication with shareholders and safeguard the rights of shareholders to acknowledge, participate in decision-making of and supervise major events of the Company.

Original Articles	Amended Articles
(8) where resolutions of the shareholders' general meeting or the board of directors violate the provisions of laws or administrative regulations, and infringe the lawful rights and interests of shareholders, to have the right to bring an action to request the ceasing of the abovementioned violation or infringement and the right to request the Company to take action seeking compensation; (9) to have other rights granted by law, administrative regulations and the Articles of Association.	
/	**Article 41** Shareholders who request to inspect and copy relevant materials of the Company shall abide by the Company Law, the Securities Law and the provisions of relevant regulatory rules on the protection of state secrets, trade secrets, personal privacy and personal information, submit a written request to the Company stating the purpose and reasons, and sign a confidentiality agreement. Within the scope permitted by relevant regulatory rules, the Company may provide relevant materials to shareholders by means such as adopting alternative name, summarizing or deducting relevant information in order to comply with the Company Law, the Securities Law and the provisions of relevant regulatory rules on the protection of state secrets, trade secrets, personal privacy and personal information. Where the Company has reasonable grounds to believe that the shareholder's inspection of the accounting books and vouchers is for an improper purpose that may harm the legitimate interests of the Company, it may refuse to provide access for inspection.

Original Articles	Amended Articles
/	**Article 42** In the event that the particulars of a resolution passed at a general meeting or a board meeting are in violation of laws or administrative regulations, the shareholders shall have the right to request the People's Court to declare the resolution as invalid. If the procedures for convening a general meeting, or board meeting, or the way of voting, is in violation of any law, administrative regulation or the Articles of Association, or if a resolution is in violation of the Articles of Association, the shareholders may, within sixty (60) days from the day when the resolution is made, request the People's Court to revoke it. However, this does not apply if the procedures for convening the general meeting or board meeting, or the voting methods, only have minor defects that do not substantially affect the resolution. If the board of directors, shareholders, or other relevant parties dispute the validity of a resolution of the general meeting, they shall file a lawsuit with the People's Court in a timely manner. Before the People's Court makes a judgment or ruling to revoke the resolution, the relevant parties shall implement the resolution of the general meeting. The Company, its directors, and senior management shall perform their duties effectively to ensure the normal operation of the Company. Where the People's Court makes a judgment or ruling on the relevant matters, the Company shall perform its information disclosure obligations in accordance with the provisions of relevant regulatory rules, fully explain the impact, and actively cooperate in the enforcement after the judgment or ruling takes effect. Where it involves the correction of previous matters, it shall be handled in a timely manner and the corresponding information disclosure obligations shall be performed.

Original Articles	Amended Articles
/	**Article 43** In any of the following circumstances, the resolutions of the general meeting or board of directors of the Company shall be invalid: (1) no general meeting or board meeting was held to make the resolution; (2) the general meeting or board meeting did not vote on the matters to be resolved; (3) the number of persons attending the meeting or the number of voting rights held did not reach the quorum of persons or the number of voting rights specified in the Company Law or the Articles of Association; (4) the number of persons agreeing to the resolution or the number of voting rights held did not reach the number of persons or the number of voting rights specified in the Company Law or the Articles of Association.
/	**Article 44** Where any director or senior management other than members of the audit and compliance committee violates any law, administrative regulation, or these Articles during the course of performing his/her duties, if any loss is caused to the Company, the shareholder(s) of the Company individually or jointly holding 1% or more of the total shares of the Company for a period of 180 days or more may request in writing the audit and compliance committee to file a lawsuit in the People's Court. Where any member of the audit and compliance committee violates any law, administrative regulation, or these Articles during the course of performing his/her duties, if any loss is caused to the Company, the aforesaid shareholders may request in writing the board of directors to file a lawsuit in the People's Court.

Original Articles	Amended Articles
	If the audit and compliance committee or the board of directors refuses to file a lawsuit after it receives a written request as mentioned in the preceding paragraph, or if it fails to file a lawsuit within thirty (30) days after it receives the request, or if, in an emergency, the failure to file a lawsuit immediately will cause unrecoverable damage to the interests of the Company, the shareholder(s) as listed in the preceding paragraph have the right to directly file a lawsuit in the People's Court in their own name for the benefit of the Company. If the legitimate rights and interests of the Company are impaired and any losses are caused to the Company, the shareholders as mentioned in the first paragraph may file a lawsuit in the People's Court according to the provisions of the preceding two paragraphs. If the directors, senior management of a wholly-owned subsidiary of the Company violate the provisions of laws, administrative regulations or these Articles in the performance of their duties, causing losses to the Company, or if others infringe upon the legitimate rights and interests of a wholly-owned subsidiary of the Company, causing losses, shareholders who have held, individually or jointly, 1% or more of the shares of the Company for more than 180 consecutive days may, in accordance with the provisions of the first three paragraphs of Article 189 of the Company Law, request in writing the audit and compliance committee, board of directors or executive directors of the wholly-owned subsidiary to file a lawsuit with the People's Court or file a lawsuit directly with the People's Court in their own name.
/	**Article 45** If a director or senior management violates the law, administrative regulations or the Articles of Association prejudicing the interests of any shareholder, such shareholder may file a lawsuit with the People's Court.

Original Articles	Amended Articles
Article 56 Holders of the ordinary shares shall assume the following obligations: (1) to comply with the Company Articles; (2) to pay subscription monies in respect of the shares they have subscribed for and in accordance with the agreed manner of payment; (3) not to return shares other than in such circumstances stipulated by law and administrative regulation; (4) not to abuse their shareholders' rights to harm the interest of the Company or other shareholders, and not to abuse the independent legal person status of the Company and the limited liability of shareholders to harm the interest of any creditor of the Company. If a shareholder of the Company abuses its shareholder's rights and thereby causes loss on the Company or other shareholders, such shareholder shall be liable for damages in accordance with the law. If a shareholder of the Company abuses the Company's independent legal person status and the limited liability of shareholders for the purposes of avoiding debts, resulting in materially impairing the interests of the creditors of the Company, such shareholder shall be jointly and severally liable for the debts owed by the Company. (5) to assume other obligations as imposed by law, administrative regulations and the Company Articles. Except as agreed at the time of subscription of shares, shareholders shall not be liable to make any further contribution to the share capital.	**Article 46** Holders of the ordinary shares shall assume the following obligations: (1) to comply with the relevant regulatory rules and the Articles of Association; (2) to pay subscription prices in respect of the shares they have subscribed for and in accordance with the agreed manner of payment; (3) not to return shares other than in such circumstances stipulated by law and administrative regulation; (4) not to abuse their shareholders' rights to harm the interest of the Company or other shareholders, and not to abuse the independent legal person status of the Company and the limited liability of shareholders to harm the interest of any creditor of the Company; (5) to assume other obligations as imposed by relevant regulatory rules and the Articles of Association. **Article 47** If a shareholder of the Company abuses its shareholder's rights and thereby causes loss on the Company or other shareholders, such shareholder shall be liable for damages in accordance with the law. If a shareholder of the Company abuses the Company's independent legal person status and the limited liability of shareholders for the purposes of avoiding debts, resulting in materially impairing the interests of the creditors of the Company, such shareholder shall be severally and jointly liable for the debts owed by the Company.

Original Articles	Amended Articles
/	**Section 2 Controlling shareholders and de facto controllers**
/	**Article 48** The controlling shareholders and de facto controllers of the Company shall exercise their rights and fulfil their obligations in accordance with the relevant regulatory rules to safeguard the interests of the Company.
Article 57 The Controlling Shareholders and the de facto controllers of the Company shall not take the advantage of its connected relationship to impair the Company's interest. Any of the above shareholders or persons who violates such provisions and causes losses to the Company shall be liable for damages. The Controlling Shareholders and beneficial controllers of the Company have fiduciary duties toward the Company, its public shareholders and other shareholders. A Controlling Shareholder shall exercise its rights as shareholder strictly in compliance with the law. A Controlling Shareholder shall not jeopardize the lawful interests of the Company, public shareholders and other shareholders by way of connected transactions, profit allocation, asset reorganization, external investments, fund misappropriation and provision of guarantee for loans, nor shall it jeopardize the interests of the Company, public shareholders and other shareholders by utilizing its controlling position. In addition to obligations imposed by laws, administrative regulations or required by rules of the stock exchanges on which the shares of the Company are listed, a Controlling Shareholder shall not exercise his voting rights in respect of the following matters in a manner prejudicial to the interests of the shareholders generally or of some of the shareholders of the Company: (1) to relieve a director or a supervisor of his duty to act honestly in the best interests of the Company;	**Article 49** Controlling shareholders and de facto controllers of the Company shall comply with the following provisions: (1) to exercise their rights as shareholders in accordance with the law and not to abuse their control or use their connected relationship to prejudice the legitimate interests of the Company or other shareholders; (2) to strictly fulfil their public statements and various undertakings and not to change or waive such statements and undertakings; (3) to fulfil their information disclosure obligations in strict accordance with relevant regulations, proactively cooperate with the Company in information disclosure and inform the Company in a timely manner of material events that have occurred or are intended to occur; (4) not to appropriate the Company's funds and assets in any way, or prohibit any actions that could compromise or affect the Company's independence; (5) not to order, instruct, or request the Company and its relevant personnel to provide guarantees in violation of laws and regulations;

Original Articles	Amended Articles
(2) to approve the expropriation by a director or supervisor (for his own benefit or for the benefit of another person) in any guise of the Company's assets, including without limitation any opportunities which are favourable to the Company; (3) to approve the expropriation by a director or supervisor (for his own benefit or for the benefit of another person) of the individual rights of other shareholders, including without limitation rights to distribution and voting rights save and except pursuant to restructuring submitted to shareholders for approval in accordance with these Articles.	(6) not to make use of the Company's undisclosed material information to gain benefits, or disclose in any way undisclosed material information relating to the Company, or engage in insider trading, short-term trading, market manipulation or other illegal and unlawful acts; (7) not to prejudice the legitimate interests of the Company and other shareholders through unfair connected transactions, profit distribution, asset restructuring, external investment or any other means; (8) not to restrict or hinder minority investors from exercising their voting rights in accordance with the law, and not to harm the lawful rights and interests of the Company and minority investors; (9) other provisions of the relevant regulatory rules and the Articles of Association. If the controlling shareholder and the de facto controller of the Company instructs directors or senior management to engage in an act that is detrimental to the interests of the Company or the shareholders, he or she shall be severally and jointly liable with the directors or senior management.

Original Articles	Amended Articles
Article 58 For the purpose of these Articles, a "Controlling Shareholder" refers to a person who satisfies one of the following conditions: (1) he alone or acting in concert with others has the power to elect half or more than half of the members of the board; (2) he alone or acting in concert with others has the power to exercise or to control the exercise of thirty per cent. (30%) or more of the voting rights in the Company; (3) he alone or acting in concert with others holds thirty per cent. (30%) or more of the issued and outstanding shares of the Company; (4) he alone or acting in concert with others in any other manner de facto controls the Company. For the purposes of these Articles, the term "de facto controllers" means the persons, not being shareholders of the Company, who are able to exercise de facto control over the acts of the Company through an investment relationship, agreement or other arrangement.	/

Original Articles	Amended Articles
For the purposes of these Articles, the term "connected relationship" means the relationship between the controlling shareholder, de facto controllers, directors, supervisors and senior officers of the Company and any enterprise directly or indirectly under his or her control, and any other relationship that may result in the transfer of the Company's interests. However, enterprises in which the State has a controlling interest shall not be treated as having a connected relationship merely due to the controlling interest held by the State. For the purposes of this Article, "acting in concert" means two or more persons who have reached agreement (whether orally or in writing) to achieve or consolidate control of the Company through the acquisition by any of them of voting rights in the Company.	
/	**Article 50** The controlling shareholders and de facto controllers who pledge the shares of the Company held or actually controlled by them shall maintain the control and operational stability of the Company.
/	**Article 51** Where a controlling shareholder or de facto controller transfers the shares of the Company held by him/her/it, he/she/it shall comply with the restrictive provisions on the transfer of shares set out in the relevant regulatory rules, as well as his/her/its undertakings in respect of the restriction on the transfer of shares.

Original Articles	Amended Articles
CHAPTER 8 SHAREHOLDERS' GENERAL MEETINGS	**CHAPTER 5 GENERAL MEETINGS**
/	**Section 1 General provisions on general meeting**
Article 59 The shareholders' general meeting is the Company's authoritative organisation which exercises its powers in accordance with law. The Company shall formulate the Rules of Procedure for the General Meetings and shall implement the same upon approval at a shareholders' general meeting. The Rules of Procedure for the General Meetings shall include the following; (1) functions and powers of the shareholders' general meeting; (2) delegation of powers to the board of directors by the shareholders' general meeting; (3) the procedures to convene a shareholders' general meeting, including the proposal and collection of motions, notice and change of the notice of the meeting, registration of the meeting, convening the meeting, voting and resolutions, adjournment of the meeting, post-meeting matters and public announcement etc.; (4) any other issues which the shareholders' general meeting considers necessary. The Rules of Procedure for the General Meetings shall form an integral part of, and shall have the same legal effect as, these Articles. The Rules of Procedure for the General Meetings shall be drafted by the board of directors and approved at a shareholders' general meeting.	**Article 52** The general meeting of the Company is composed of all shareholders. The general meeting is the Company's authoritative organisation which exercises its powers in accordance with law. The Company shall formulate the Rules of Procedure for the General Meetings and shall implement the same upon approval at a general meeting. The Rules of Procedure for the General Meetings shall include the following: (1) functions and powers of the general meeting; (2) the principle of delegation of powers to the board of directors by the general meeting; (3) the procedures to hold a general meeting, including the submission and collection of proposals, notice and change of the meeting, registration of the meeting, holding the meeting, voting and resolutions, adjournment of the meeting, post-meeting matters and public announcement, etc.; (4) any other matters which the general meeting considers necessary. The Rules of Procedure for the General Meetings shall form an integral part of, and shall have the same legal effect as, these Articles. The Rules of Procedure for the General Meetings shall be drafted by the board of directors and approved at a general meeting.

Original Articles	Amended Articles
Article 60 The shareholders' meetings exercise the following powers:	**Article 53** The general meetings exercise the following powers:
(1) to decide on the Company's operational policies and investment plans;	(1) to elect non-employee representative directors;
(2) to elect and replace directors and decide on matters relating to the remuneration of directors;	(2) to remove directors;
(3) to elect and replace the supervisors who are not employee representatives and decide on matters relating to the remuneration of supervisors;	(3) to decide on matters relating to the remuneration of directors;
(4) to examine and approve reports of the board of directors;	(4) to consider and approve reports of the board of directors;
(5) to examine and approve reports of the supervisory committee;	(5) to consider and approve the Company's profit distribution plans and plans for making up of losses;
(6) to examine and approve the Company's proposed annual financial budgets and final accounts;	(6) to resolve on increases in or reductions of the Company's registered capital and the issuance of shares of any class, stock warrant, corporate bonds convertible into shares and other similar securities;
(7) to examine and approve the Company's profit distribution plans and plans for making up of losses;	(7) to resolve on issues such as merger (where the price paid exceeds 10% of the Company's net assets), division, dissolution, liquidation or changing of the form of the Company and other matters;
(8) to decide on increases in or reductions of the Company's registered capital;	(8) to resolve on the issuance of corporate bonds, or to authorise the board of directors to resolve on the issuance of corporate bonds;
(9) to decide on issues such as merger, division, dissolution, liquidation or changing of the form of the Company and other matters;	(9) to resolve on the appointment and dismissal of auditors that undertakes the Company's auditing activities;
(10) to decide on the issue of bonds by the Company;	(10) to amend the Articles of Association and its appendices;

Original Articles	Amended Articles
(11) to decide on the appointment, dismissal or termination of appointment of auditors;	(11) to consider resolutions proposed by the board of directors, the audit and compliance committee, and the shareholders holding 1% or more of the total number of the voting shares of the Company;
(12) to amend the Articles of Association;	
(13) to review any requisition by the board of directors, supervisory committee or shareholders holding shares with 3% or more of the total voting rights of the Company;	(12) to consider and approve matters relating to guarantees stipulated in Article 54 of the Articles of Association;
(14) to examine and approve matters relating to guarantees stipulated in Article 61 of the Articles of Association;	(13) to consider and approve matters relating to financial assistance stipulated in Article 55 of the Articles of Association;
(15) to consider the Company's significant acquisition or disposal of material assets conducted within the period of one year with a value exceeding 30% of the latest audited total assets of the Company;	(14) to consider the Company's significant acquisition or disposal of material assets conducted within the period of one year with a value exceeding 30% of the latest audited total assets of the Company;
(16) to examine and approve changes in the use of proceeds;	(15) to consider and approve changes in the use of proceeds;
(17) to examine and approve share incentive schemes;	(16) to consider the share incentive plans and employee share ownership plan;
(18) to resolve for the Company to repurchase its own shares as per item (1) or (2) of Article 30 of these Articles of Association;	(17) to resolve on or authorise the acquisition of H shares of the Company pursuant to Article 29 of these Articles, or to resolve the acquisition of A shares of the Company pursuant to the circumstances set out in items (1) and (2) of Article 29 of these Articles;
(19) to authorize and entrust the board of directors to handle any matters authorized and entrusted thereto;	(18) to authorize and entrust the board of directors to handle any matters authorized and entrusted thereto;

Original Articles	Amended Articles
(20) to resolve other matters of the Company as required to be resolved in shareholders' general meetings in accordance with laws, administrative regulations, rules and regulations of authorized departments, these Articles and the Rules of Procedures for the General Meetings. Where matters are required to be resolved in shareholders' meetings in accordance with laws, administrative regulations, rules and regulations of authorized departments, these Articles and the Rules of Procedures for the General Meetings, the board of directors should convene a shareholders' meeting to review such matters in order to protect shareholders' rights of decision-making. Except to the extent that the functions and powers of a shareholders' meeting are prohibited to be exercised on its behalf by the board of directors or other authorities and individuals by way of authorization as provided for in the laws, administrative regulations, rules and regulations of authorized departments, if the circumstances reasonably require, where it is not possible or not necessary for specific matters related to the resolutions to be by the shareholders' meeting, the shareholders' meeting may authorize the board of directors to make decisions within the scope of the authority entrusted by the shareholders' meeting. Where the resolution in relation to which the shareholders' meeting authorizes the board of directors is an ordinary resolution, then a majority of the shareholders attending the meeting (in person or by proxy) must approve the authorization. If it is a special resolution, then two-thirds or more of the shareholders attending the meeting (in person or by proxy) must approve the authorization. The content of the authorization must be clear and specific.	(19) to resolve on other matters of the Company as required to be resolved in general meetings in accordance with the relevant regulatory rules and the Articles of Association. The general meeting may authorize the board of directors to make resolutions on the issuance of shares and corporate bonds convertible into shares. The specific implementation shall comply with the relevant regulatory rules and the Articles of Association. Without violation of Article 53 of the Articles of Association and under necessary and reasonable circumstances, where it is not possible or not necessary for specific matters related to the resolutions to be by the general meeting, the general meeting may authorize the board of directors, directors, general manager or the secretary to the board to make decisions within the scope of the authority entrusted by the general meeting. Where the resolution in relation to which the general meeting authorizes the board of directors, directors, general manager or the secretary to the board is an ordinary resolution, then a majority of the shareholders attending the meeting (including shareholders who appoint a proxy to attend a general meeting) must approve the authorization. If it is a special resolution, then two-thirds or more of the shareholders attending the meeting (including shareholders who appoint a proxy to attend a general meeting) must approve the authorization. The content of the authorization must be clear and specific.

Original Articles	Amended Articles
Article 61 The following matters relating to guarantees provided by the Company to a third party shall be subject to the approval by shareholders at general meetings:	**Article 54** The following matters relating to guarantees provided by the Company to a third party shall be subject to the approval by shareholders at general meetings:
(1) any subsequent guarantee to be provided by the Company in favour of a third party when the aggregate amount of guarantees of the Company and its holding subsidiaries given in favour of third parties has already exceeded 50% of the Company's most recently audited net asset value;	(1) any subsequent guarantee to be provided by the Company in favour of a third party when the aggregate amount of guarantees of the Company and its holding subsidiaries given in favour of third parties has already exceeded 50% of the Company's most recently audited net asset value;
(2) any subsequent guarantee to be provided by the Company in favour of a third party, when the aggregate amount of guarantees of the Company given in favour of third parties has reached or has already exceeded 30% of the Company's most recently audited total asset value;	(2) any subsequent guarantee to be provided by the Company in favour of a third party when the aggregate amount of guarantees of the Company and its holding subsidiaries given in favour of third parties has already exceeded 30% of the Company's most recently audited total asset value;
(3) any guarantee to be provided by the Company in favour of an entity which is subject to a gearing ratio of over 70%;	(3) any guarantee that exceeds 30% of the Company's most recently audited total assets value in accordance with the principle of cumulative calculation of the guarantee amount within 12 consecutive months;
(4) any single guarantee to be provided by the Company exceeding 10% of the Company's most recently audited net asset value;	(4) any guarantee to be provided by the Company in favour of an entity which is subject to a gearing ratio of over 70%;
(5) any guarantee to be provided in favour of any shareholder, de facto controllers and their connected parties.	

Original Articles	Amended Articles
	(5) any single guarantee to be provided by the Company exceeding 10% of the Company's most recently audited net asset value; (6) any guarantee to be provided in favour of any shareholder, de facto controllers and their connected parties; (7) other guarantees as required by the relevant regulatory rules or the Articles of Association. When the guarantees as stipulated in item (3) of the preceding paragraph are considered by the general meeting, it shall be approved by two-thirds or more of the voting rights held by the shareholders attending the meeting. When the guarantees as stipulated in item (6) of the preceding paragraph are considered by the general meeting, such shareholders or shareholders controlled by de facto controllers shall not participate in the voting, and this resolution shall be adopted by the majority votes of other shareholders attending the meeting. The directors and senior management of the Company shall not enter into external guarantee contracts on behalf of the Company without authorization in violation of the approval authority and consideration procedures. In the event that a director or senior management of the Company exceeds his/her authority to enter into an external guarantee contract without authorization and causes damage to the Company, the Company shall hold the parties responsible.

Original Articles	Amended Articles
/	**Article 55** The Company shall not provide funds and other financial assistance to its related parties as required by the relevant regulatory rules, unless the financial assistance is provided to a related investee company not controlled by the controlling shareholder or de facto controller of the Company and that other shareholders of the investee company also provide such financial assistance under the same conditions in proportion to their capital contribution. The following financial assistance of the Company shall be considered and approved by the general meeting upon consideration and approval by the board of directors: (1) provision of a single financial assistance the amount of which exceeds 10% of the Company's latest audited net assets; (2) provision of financial assistance to anyone whose gearing ratio exceeds 70% according to its latest financial statements; (3) provision of financial assistance the accumulative amount of which for the recent 12 months exceeds 10% of the Company's latest audited net assets; (4) provision of financial assistance to a related investee company not controlled by the controlling shareholder or de facto controller of the Company that meet the conditions stipulated in the first paragraph of this Article; (5) other circumstance as required by the relevant regulatory rules or the Articles of Association and its appendices.

Original Articles	Amended Articles
	If the assistance subject is the holding subsidiary included in the consolidated statements of the Company and that the other shareholders of that holding subsidiary do not include the controlling shareholders, de facto controllers and their related parties of the Company, it may be exempted from the requirements under the preceding paragraph and paragraph 2 of Article 106 of these Articles. The directors and senior management of the Company shall not enter into financial assistance contracts on behalf of the Company in violation of the approval authority and consideration procedures. In the event that a director or senior management of the Company exceeds his/her authority to enter into a financial assistance contract without authorization and causes damage to the Company, the Company shall hold the parties responsible.
Article 62 Unless prior approval by special resolution of the shareholders' meeting is obtained, the Company shall not enter into any contract with any person other than a director, supervisor or the senior officer of the Company to entrust the management of all or a material part of the businesses of the Company to such person.	**Article 56** Except under crisis or other special circumstances, unless approved by a special resolution of the general meeting, the Company shall not enter into contracts to entrust the management of all or significant parts of the Company's business to persons other than directors and senior management.

Original Articles	Amended Articles
Article 63 General meetings of shareholders shall be divided into annual general meetings and extraordinary general meetings, and shall be convened by board of directors. An annual general meeting must be convened once each year, and held within six months after the end of each financial year. The board of directors shall convene an extraordinary general meeting within two months of any of the following circumstances: (1) the number of the directors is less than the number required by the Company Law or less than two-thirds required by these Articles; (2) the unrecovered losses of the Company's capital reach one-third of the Company's paid-up share capital; (3) upon written requisition by the shareholders individually or jointly holding ten per cent. (10%) or more of the issued and outstanding voting shares of the Company; (4) when deemed necessary or proposed by the board of directors or proposed by the supervisors; (5) in other circumstance as required by the laws, administrative regulations, departmental rules or these Articles. In paragraph (3) above, shareholdings will be calculated as of the day upon which the written requisition is made.	**Article 57** General meetings shall be divided into annual general meetings and extraordinary general meetings, and shall be convened by board of directors, unless otherwise provided in these Articles. An annual general meeting must be convened once each year, and held within six (6) months after the end of last financial year. The board of directors shall convene an extraordinary general meeting within two (2) months of any of the following circumstances: (1) the number of the directors is less than the number required by the Company Law or less than two-thirds required by the Articles of Association; (2) the unrecovered losses of the Company's capital reach one-third of the Company's paid-up share capital; (3) upon written requisition by the shareholders individually or jointly holding ten per cent. (10%) or more of the issued and outstanding voting shares of the Company; (4) when deemed necessary by the board of directors or proposed by the audit and compliance committee; (5) in other circumstance as required by the relevant regulatory rules or the Articles of Association. In paragraph (3) above, shareholdings will be calculated as of the day upon which the written requisition is made.

Original Articles	Amended Articles
Article 64 Any requisition by the supervisory committee or by shareholders alone or together holding ten per cent (10%) or more of the total voting rights of the Company, and proposal to the board of directors by independent director after consideration and approval at a special meeting of the independent directors to convene an extraordinary general meeting or a class meeting shall be dealt with the "Rules and Procedures of Shareholder Meetings".	**Article 58** Any requisition by the audit and compliance committee or by shareholders individually and jointly holding ten per cent (10%) or more of the total voting rights of the Company, and proposal to the board of directors by independent director after consideration and approval at a special meeting of the independent directors to convene an extraordinary general meeting shall be dealt with the "Rules and Procedures for General Meetings".
Article 65 When the Company convenes a shareholders' general meeting, the board of directors, supervisory committee and shareholders who individually or jointly hold shares with three per cent. (3%) or more of the total voting rights of the Company shall have the right to move motions in writing for shareholders' meetings. Shareholders who individually or jointly hold three per cent. (3%) or more of the shares of the Company may propose and submit in writing an extraordinary motion to the convener ten (10) days prior to the convening of the shareholders' general meeting. The convener shall issue a supplementary notice of the shareholders' general meeting within two (2) days upon receipt of such motion and shall make an announcement on the content of the extraordinary motion. Except for those provided for in the preceding paragraph, the convener shall neither amend the motion specified in the notice of the shareholders' general meeting nor add any new motion after the issuance of the notice of the shareholders' general meeting.	**Article 59** When the Company convenes a general meeting, the board of directors, the audit and compliance committee and shareholders who individually or jointly hold shares with one per cent (1%) or more of the total voting rights of the Company shall have the right to propose proposals in writing for general meetings. Shareholders who individually or jointly hold one per cent (1%) or more of the shares of the Company may propose and submit in writing an additional proposal to the convener ten (10) days prior to the convening of the general meeting. The convener shall issue a supplementary notice of the general meeting within two (2) days upon receipt of such proposal and shall make an announcement on the content of the extraordinary proposal and submit the same at the general meeting for consideration. Where more stringent provisions are related to regulatory rules, such provisions shall prevail, which exclude those violating the requirements of the laws, administrative regulations or these Articles, or falling out of the scope of the authority of the general meeting. Except for those provided for in the preceding paragraph, the convener shall neither amend the proposal specified in the notice of the general meeting nor add any new proposal after the issuance of the notice of the general meeting.

Original Articles	Amended Articles
Motions for shareholders' meetings shall comply with the following conditions: (1) the contents do not conflict with laws, regulations and the Articles, and is within the business scope of the Company and the powers of the shareholders' meeting; (2) there is a clear subject and specific resolution; (3) it is submitted or delivered in writing to the board of directors. Motions which are not specified in the notice of the shareholders' general meeting or do not comply with the requirements set forth in the preceding paragraphs shall not be voted or resolved at a shareholders' general meetings.	Proposals for general meetings shall comply with the following conditions: (1) the contents do not conflict with laws, administrative regulations and the Articles of Association, and are within the powers of the general meeting; (2) there is a clear subject and specific resolution; (3) it is submitted or delivered in writing to the board of directors. Proposals which are not specified in the notice of the general meeting or do not comply with the requirements set forth in the preceding paragraphs shall not be voted or resolved at a general meetings.
/	**Article 60** Except for the cumulative voting system, the general meeting shall vote on all proposals item by item, and shall vote on the basis of time sequence in case that more than one proposal which is for one matter are received. The general meeting shall not shelve or take no votes on any proposal, unless the general meeting is adjourned or unable to make any resolution due to any special reasons, e.g., force majeure. When considering any proposal, the general meeting shall make no change to the proposal; and if changes are made, the proposal shall be deemed as a new proposal and shall not be voted on at the current general meeting.
Article 66 The board of directors should be guided by the best interests of the Company in reviewing motions raised in accordance with the previous Article.	/

Original Articles	Amended Articles
Article 67 When the Company convenes an annual general meeting of shareholders, a written notice shall be issued in 20 full working days before the meeting (excluding the meeting date), and when the Company convenes an extraordinary general meeting of shareholders, a written notice shall be issued at least 10 full working days or 15 days (whichever is longer and exclusive of the meeting date) before the meeting, to inform all registered shareholders of the matters to be considered at the meeting and the date and place of the meeting. If there are different provisions of the securities regulatory authority in the listed places of the company, the provisions shall be strictly implemented.	**Article 61** When the Company convenes an annual general meeting, a written notice shall be issued at least twenty (20) full days before the meeting (excluding the meeting date), and when the Company convenes an extraordinary general meeting, a written notice shall be issued at least ten (10) full working days or fifteen (15) days (whichever is longer and exclusive of the meeting date) before the meeting, to inform all registered shareholders of the matters to be considered at the meeting and the date and venue of the meeting. The time for issuing the notice shall also meet the relevant requirements of the Hong Kong Stock Exchange in relation to closure of the register of members.
Article 68 The location for holding a general meeting of the Company shall be in Shanghai, Shenzhen or Hong Kong and the exact location shall be specified in the notice of general meeting. The Company shall, on the premise of ensuring the lawfulness and validity of the general meeting, expand the proportion of social public shareholders participating in the general meeting, through various methods or channels including the provision of up-to-date information technology measures such as online voting platforms. The same voting right shall only select any one of the voting methods, namely voting on-site, voting online or other voting methods. Only the first voting result is viewed as valid for any multiple voting of the same voting right. Shareholders or their proxies who vote online or in other methods are entitled to check their own voting results through the relevant voting system.	**Article 62** The venue for holding a general meeting of the Company shall be in Shanghai, Shenzhen or Hong Kong and the exact venue shall be specified by the convener in the notice of general meeting. The Company shall set up a venue for general meeting and the meeting will be convened in the manner of live meeting. Subject to ensuring the legitimacy and validity of the general meeting, the Company shall also, according to needs, provide convenience to the shareholders by adopting safe, economical, convenient online and other means, including but not limited to providing modern information technologies such as online voting platforms and electronic communication meetings permitted by relevant regulatory rules, and expand the proportion of social public shareholders participating in the general meeting. The same voting right shall only select any one of the voting methods, namely voting on-site, voting online or other voting methods. Repeated votes in respect of the same voting right will be handled according to the notice of the general meeting. Shareholders or their proxies who vote online or in other methods are entitled to check their own voting results through the relevant voting system.

Original Articles	Amended Articles
Article 69 A notice of shareholders' meeting shall:	**Article 63** A notice of general meeting shall satisfy the following requirements:
(1) be in writing;	(1) specify the venue, date, time and duration of the meeting;
(2) specify the place, date and time of the meeting;	(2) describe the matters to be discussed at the meeting;
(3) state the general nature of business to be transacted at the meeting;	(3) if matters relating to election of the non-employee representative directors are proposed to be discussed at a general meeting, detailed information concerning the candidates shall be fully disclosed in the notice of the general meeting, which shall at least include the following:
(4) provide such information and explanation as are necessary for the shareholders to exercise an informed judgment on the proposals put before them. Without limiting the generality of the foregoing, where a proposal is made to amalgamate the Company with another, to repurchase the shares of the Company, to reorganise the share capital structure of the Company or other restructuring, the terms of the proposed transaction shall be provided in detail together with copies of the proposed agreement, if any, and the cause and effect of such proposal shall be properly explained;	(i) personal information relating to the candidates' including educational background, work experience and all other positions undertaken on a part-time basis;
(5) if matters relating to election of directors and supervisors are proposed to be discussed at a general meeting of shareholders, detailed information concerning the candidates shall be fully disclosed in the notice of the general meeting, which shall at least include the following:	(ii) whether the candidates are connected with the Company, its controlling shareholders or de facto controllers, its directors, senior management and shareholders holding 5% or more of the shares;
(i) personal information relating to the candidates' including educational background, work experience and all other positions undertaken on a part-time basis;	(iii) whether there are any circumstances under which the candidate is prohibited from being nominated as a director or senior management of a listed company under the requirements of relevant regulatory rules;
(ii) whether the candidates are connected with the Company, its controlling shareholders or de facto controllers;	(iv) the candidates' shareholdings in the Company;
	(v) whether the candidates have been subject to any punishment by the CSRC or other relevant department or to any sanction by any stock exchange.

Original Articles	Amended Articles
(iii) disclosing the candidates' shareholdings in the Company; (iv) whether the candidates have been subject to any punishment by the China Securities Regulatory Commission or other relevant department or to any sanction by any stock exchange. (6) contain a disclosure of the nature and extent, if any, of material interests of any director, supervisor and the senior officer of the Company in the business to be transacted and the effect of the business to be transacted on them in their capacity as shareholders so far as it is different from the effect on the interest of shareholders of the same class; (7) contain the text of any special resolution proposed to be resolved at the meeting; (8) contain conspicuously a statement that a shareholder entitled to attend and vote is entitled to appoint one or more proxies to attend and vote for and on behalf of him and that a proxy need not also be a shareholder; (9) state the record date for shareholders entitled to attend the meeting; (10) state the time and place for delivery of proxy forms for use at the meeting; (11) state the name and telephone number of the contact person for the meeting.	Except for the election of non-employee representative directors via the accumulative voting mechanism, the election of each director candidate shall be put forward by a single proposal; (4) contain conspicuously a statement that all ordinary shareholders are entitled to attend the general meeting and may appoint one or more than one proxies in writing to attend and vote on their behalf, and that such proxies need not also be a shareholder; (5) state the record date on which the shareholders are entitled to attend the general meeting; (6) state the name and telephone number of the contact person for the meeting; (7) the voting time and voting procedures by online or other means. Any notice and supplementary notice of general meetings shall sufficiently and completely disclose the details of all proposals and all information or explanations necessary to enable shareholders to make a reasonable judgment on the matters to be discussed.
Article 71 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.	**Article 65** In the case that the accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice, the meeting and the resolutions made at that meeting shall not be invalidated.

Original Articles	Amended Articles
Article 72 If a meeting convenor has issued a notice for convening a shareholders' meeting, the meeting may not be postponed or cancelled without cause and the motions specified in the notice of the shareholders' general meeting shall not be cancelled. In the event of any delay or cancellation of the shareholders' general meeting, the meeting convener shall issue an announcement and explain the reasons for such delay or cancellation at least two (2) working days prior to the date on which the shareholders' general meeting has been scheduled to convene.	**Article 66** After the If a meeting convener issued the notice for convening a general meeting, the meeting shall not be postponed or cancelled without cause and the proposals specified in the notice of the general meeting shall not be cancelled. In the event of any delay or cancellation of the general meeting, the meeting convener shall issue an announcement and explain the reasons for such delay or cancellation at least two (2) working days prior to the date on which the general meeting has been scheduled to convene.

Original Articles	Amended Articles
Article 74 All shareholders who are listed on the Company's register as of the record date or their proxies shall be entitled to attend the shareholders' general meeting and exercise their voting rights in accordance with the relevant laws and regulations and these Articles. Any shareholder entitled to attend and vote at a meeting of the Company may attend the meeting in person or appoint one or more than one person (whether a shareholder or not) as his proxy/proxies to attend and vote for and on behalf of him, and the proxy so appointed: (1) shall have the same right as the shareholder to speak at the meeting; (2) may demand or join in demanding a poll; (3) may vote by hand or on a poll, but a proxy of a shareholder who has appointed more than one proxy may only vote on a poll. Where a shareholder is a recognised clearing house as defined in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), the shareholder may authorize one or more suitable person to act as its representative at any shareholders' meeting or at any class meeting; however, if more than one person is authorized, the power of attorney shall clearly indicate the number and type of shares related to such authorization. The persons who have received such authorization may exercise the rights on behalf of the recognised clearing house (or its proxy), as if such persons were individual shareholders of the Company.	**Article 68** All shareholders who are listed on the Company's register as of the record date or their proxies shall be entitled to attend the general meeting and exercise their voting rights in accordance with the relevant regulatory rules and these Articles, and neither the Company nor the convener shall refuse their attendance for any reason. Shareholders may attend the meeting in person or appoint one or more than one person (whether a shareholder or not) as his proxy/proxies to attend the meeting and exercise the voting right within the scope of authorization. The clearing company prescribed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited is entitled to appoint a proxy to attend the general meeting, such person may speak and vote at the meeting; if more than one person is authorized, the power of attorney shall clearly indicate the number and class of shares in respect to which each person is so authorized.

Original Articles	Amended Articles
Article 75 A shareholder may appoint a proxy to attend a shareholders' meeting by an instrument in writing. The proxy instrument shall set out the number of shares represented by the proxy. If more than one person is appointed as a proxy, the proxy instrument shall clearly set out the number of shares represented by each such person. The instrument of proxy shall be signed by the shareholder appointing the proxy or by a person duly authorized in writing to appoint such proxy. If the appointer is a legal person, the common seal of the legal person shall be affixed, or the signature of its directors or the person duly authorized to appoint such proxy.	**Article 69** The proxy instrument issued by a shareholder authorizing a proxy to attend a general meeting shall set out the following information: (1) the name or title of the principal, and the class and number of shares held in the Company; (2) the name or title of the proxy; (3) the specific instructions from shareholders, including the instructions to vote for or against, or to abstain from voting on each matter set out on the agenda of the general meeting and so on; (4) the date, and period of validity of proxy instrument; (5) the signature (or seal) of the principal or by the person duly authorized in writing to appoint such proxy; where the principal is a corporate shareholder, the seal of the legal person entity or the signature of the director or the person duly authorized shall be affixed.
Article 76 The proxy instrument issued by a shareholder authorizing a proxy to attend a shareholders' meeting shall set out the following information: (1) the name of the proxy; (2) the number of shares represented by the proxy; (3) whether or not the proxy shall exercise voting rights; (4) indicate in relation to each motion on the agenda of the shareholders' meeting directions to vote for or against; (5) date, and period of validity; (6) the signature (or seal) of the appointer or by the person duly authorized in writing to appoint such proxy; where the appointer is a legal person shareholder, the seal of the legal person entity or the signature of the director or the person duly authorized shall be affixed. If the shareholder does not make any specific direction, the proxy instrument must clearly indicate that the proxy may vote as it sees fit.	

Original Articles	Amended Articles
Article 77 The instrument appointing a proxy shall be deposited at the address of the Company or such other place as specified in the notice convening the meeting 24 hours before the time for holding the meeting to which the instrument of proxy relates or 24 hours before the time specified for the vote. If the instrument of proxy is signed by an attorney authorized by the appointor, the power of attorney or other authorization documents shall be notarised. The power of attorney or other authorization documents so notarised shall be deposited together with the instrument of proxy at the legal address of the Company or such other place specified in the notice convening the meeting.	**Article 70** The instrument appointing a proxy shall be provided in a manner permitted by the relevant regulatory rules to the address of the Company or such other place as specified in the notice convening the meeting 24 hours before the time for holding the meeting to which the instrument of proxy relates or 24 hours before the time specified for the vote. If the proxy instrument is signed by an attorney authorized by the principal, the proxy or other authorization documents shall be notarised. The proxy or other authorization documents so notarised shall be provided together with the instrument of proxy to the legal address of the Company or such other place specified in the notice convening the meeting in a manner permitted by the relevant regulatory rules.
Article 78 Any form of proxy provided to the shareholders by the Company's board of directors for the appointment of shareholders' proxies shall allow the shareholders to elect freely to instruct the proxy in the casting of votes (in favour or against) and give instructions in respect of each matter of every business to be transacted at the meeting for which a poll is required. The instrument of proxy shall specify that if no instruction is given by a shareholder, the proxy may vote according to his own will.	/
Article 79 A vote given by a proxy in accordance with an instrument of proxy shall be valid notwithstanding the death or incapability of the appointor, revocation of the proxy or of the authority under which the proxy was executed or the transfer of the shares in respect of which the proxy is given, provided that no notice in writing of such matters as aforesaid shall have been received by the Company before the commencement of the meeting in connection therewith.	/

Original Articles	Amended Articles
Article 80 Individual shareholders attending a meeting in person should produce their identity document. A proxy attending a meeting on behalf of another person should produce their identity document and the proxy instrument.	**Article 71** An individual shareholder attending the meeting in person shall produce his valid identity card or other valid certificate or proof of his identification; where a proxy is appointed to attend the meeting, the proxy shall produce his own valid identity document and the proxy form issued by the shareholder, and provide other information that allow the Company to confirm the identity of the principal as a shareholder. Corporate shareholder shall attend the meeting through their legal representatives or agent authorised by their legal representatives. If a legal representative is appointed to attend the meeting, the legal representative shall produce his/her valid identification documents and proof of his/her qualification as a legal representative, and he/she shall provide the Company with the information enabling the Company to confirm the identity of the corporate shareholder; where an agent is appointed by the legal representative of a corporate shareholder to attend the meeting, the agent shall produce his/her own valid identification documents, the written power of attorney issued by the legal representative pursuant to law, and shall provide information enabling the Company to confirm the identity of the principal as a corporate shareholder.
Article 81 The Company's board of directors, independent directors, shareholders holding more than 1% of voting shares, investor protection institutions established in accordance with laws, administrative regulations, or the provisions of Regulatory Authority of the State Council, and shareholders meeting relevant statutory conditions may solicit from the Company's shareholders their voting rights exercisable in the shareholders general meeting. The solicitation of voting rights shall be carried out in a gratuitous manner, and the information shall be fully disclosed to the person being solicited. There is no restriction on the minimum shareholding ratio of the person being solicited.	/

Original Articles	Amended Articles
Article 82 The Company is responsible for registration of attendees at a meeting. Information registered should include the name of the attendee (or organisation), identity document number, number of shares held or voting power of shares represented and name of person (or organisation) being represented. The convenor and the legal advisers retained by the Company shall jointly verify the eligibility of the shareholders to vote based on the Company's shareholder register provided by the securities registration and clearing authority and shall register the name of the shareholders together with the numbers of voting shares in their possession. Registration shall come to a close before the chairman of the meeting announces the number of shareholders and proxies physically present at the meeting as well as the total number of voting shares represented by the shareholders who are entitled to vote. Prior to voting, the chairman of the meeting shall announce the number of shareholders and proxies physically present at the meeting as well as the total number of voting shares represented by the shareholders who are entitled to vote. The number of shareholders and proxies physically present at the meeting as well as the total number of voting shares represented by the shareholders who are entitled to vote shall be determined in accordance with those registered during the meeting.	**Article 72** The Company shall be responsible for preparing the attendance register of persons attending the general meeting in person. Information registered should include the name of the attendee (or organisation), identity document number, information to confirm the identity of the shareholders (such as the shareholders' account numbers), number of shares held or voting power of shares represented and name of person (or organisation) being represented. The convenor and the legal advisers retained by the Company shall jointly verify the eligibility of the shareholders to vote based on the Company's shareholder register provided by the securities registration and clearing authority and shall register the name of the shareholders together with the numbers of voting shares in their possession. Registration shall come to a close before the chairman of the meeting announces the number of shareholders and proxies physically present at the meeting as well as the total number of voting shares represented by the shareholders who are entitled to vote. Prior to voting, the chairman of the meeting shall announce the number of shareholders and proxies physically attending the meeting as well as the total number of voting shares represented by the shareholders who are entitled to vote. The number of shareholders and proxies physically attending the meeting as well as the total number of voting shares represented by the shareholders who are entitled to vote shall be determined in accordance with those registered during the meeting.
Article 83 When convening a general meeting of shareholders, all directors, supervisors and the secretary of the board of directors of the Company shall attend the meeting. Other senior officers shall attend the meeting as non-voting attendees.	**Article 73** When shareholders request that directors and senior management shall be present at a meeting, directors and senior management shall be present and accept enquiries from shareholders.

Original Articles	Amended Articles
Article 85 Subject to Article 90, shareholders (including proxies) shall, on a poll, have voting rights corresponding to the number of shares held by them which carry voting rights and, other than in cases of cumulative voting set out in Article 119, each such share shall have one vote. The shares held by the Company itself shall not be attached with voting rights. Such shares shall not be counted in the total number of voting shares held by shareholders attending the shareholders' general meetings.	**Article 75** Shareholders (including shareholders who appoint proxies to attend a general meeting) shall exercise such voting rights at general meetings as they may have in accordance with the number of shares they hold which carry the right to vote and, other than in cases of cumulative voting set out in Article 103, each such share shall have one vote. When material issues affecting the interests of minority investors are being considered at the general meeting, the votes by minority investors shall be counted separately. The separate counting results shall be publicly disclosed in a timely manner. The shares held by the Company itself shall not be attached with voting rights. Such shares shall not be counted in the total number of voting shares held by shareholders attending the general meetings. If a shareholder purchases shares with voting rights of the Company in violation of the provisions of Article 63(1) and (2) of the Securities Law, the voting rights of such shares in excess of the prescribed proportion shall not be exercised and shall not be counted towards the total number of shares with voting rights attending the general meeting for thirty-six (36) months after the purchase. The Company's board of directors, independent directors, shareholders holding 1% or more of voting shares, investor protection institutions established in accordance with laws, administrative regulations, or the provisions of the CSRC may solicit from the Company's shareholders their voting rights exercisable in the general meeting. While soliciting voting rights of shareholders, sufficient disclosure of information such as the specific voting preference shall be made to the shareholders from whom voting rights are being collected. The solicitation of voting rights shall be carried out in a gratuitous manner, and the information shall be fully disclosed to the person being solicited. There is no restriction on the minimum shareholding ratio of the person being solicited.
Article 81 The Company's board of directors, independent directors, shareholders holding more than 1% of voting shares, investor protection institutions established in accordance with laws, administrative regulations, or the provisions of Regulatory Authority of the State Council, and shareholders meeting relevant statutory conditions may solicit from the Company's shareholders their voting rights exercisable in the shareholders general meeting. The solicitation of voting rights shall be carried out in a gratuitous manner, and the information shall be fully disclosed to the person being solicited. There is no restriction on the minimum shareholding ratio of the person being solicited.	

Original Articles	Amended Articles
Article 86 Unless a poll is demanded by the following persons before or after a show of hands, resolutions at a shareholders' general meeting shall be passed by a show of hands: (1) the chairman of the meeting; (2) at least two shareholders or proxies having the right to vote; (3) one or more shareholders (including proxies) holding shares alone or jointly representing ten per cent. (10%) or more of the voting rights present at such meeting. Unless a poll is demanded, a declaration by the chairman that a proposal has been adopted by a show of hands and recorded in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn by the person who demands it.	/
Article 87 A poll demanded on the election of the chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other questions shall be taken at such time as the chairman of the meeting directs, and any business other than that on which the poll has been demanded may be proceeded with, pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.	/
Article 88 On a poll, shareholders (including proxies) having the right to cast two or more than two votes need not cast all their votes in favour of or against a resolution.	/
Article 89 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second vote.	/

Original Articles	Amended Articles
Article 90 Resolutions of the shareholders' general meeting shall be divided into ordinary resolutions and special resolutions. An ordinary resolution by a shareholders' general meeting shall require the approval of shareholders (including proxies) representing a majority or more of the voting rights present at the meeting. A special resolution by a shareholders' general meeting shall require the approval of shareholders (including proxies) representing two-thirds or more of the voting rights present at the meeting. Shareholders (including proxies) present at the meeting should clearly indicate a vote for or against each resolution requiring a vote at the meeting. Abstentions or failures to vote will not be processed as shares with voting rights when the Company is calculating the results of voting. Where any shareholder is under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") required to abstain from voting or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.	**Article 76** Resolutions of the general meeting shall be classified into ordinary resolutions and special resolutions. An ordinary resolution by a general meeting shall require the approval of shareholders (including shareholders who appoint proxies to attend a general meeting) representing a majority of the voting rights attending the meeting. A special resolution by a general meeting shall require the approval of shareholders (including shareholders who appoint proxies to attend a general meeting) representing two-thirds or more of the voting rights attending the meeting. The shareholders (including shareholders who appoint proxies to attend a general meeting) attending the meeting shall expressly vote "for", "against", or "abstain" with regard to each resolution that needs to be voted on (except for the proposals subject to cumulative voting), except where the securities registration and clearing institution, as the nominee of the holder of the shares under the Mainland China-Hong Kong Stock Markets Connect Program (內地與香港股票市場交易互聯互通機制), declare according to the beneficiary owner's intentions. For H shares held by HKSCC Nominees Limited, the number of shares entrusted to it for voting at the meeting shall be taken as the number of shares for which HKSCC Nominees Limited is attending the meeting.

Original Articles	Amended Articles
	Shareholders and authorised proxies attending the meeting shall fill in the votes carefully as required. Blank, wrong, illegible or uncast votes shall be deemed as the voters' waiver of their voting rights, and the voting results representing the shares held by such voters shall be counted as "abstain". The abstention vote shall be regarded as valid votes when the Company counts the votes in respect of the relevant matter. Where any shareholder is under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited required to abstain from voting or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.
Article 91 The following matters shall be adopted by ordinary resolution at shareholders' general meetings: (1) the working reports by the board of directors and the supervisory committee; (2) the profit distribution proposal and proposal to recover losses formulated by the board of directors; (3) the appointment or removal of the members of the board of directors and members of the supervisory committee who are not employee representatives and their remuneration and method of payment; (4) the Company's annual budget and final report, balance sheet, profit and loss accounts and other financial statements; (5) the Company's annual report;	**Article 77** The following matters shall be adopted by ordinary resolution at general meetings: (1) the working reports by the board of directors; (2) the profit distribution proposal and proposal to recover losses formulated by the board of directors; (3) matters relating to the appointment and removal of the members of the board of directors and the remuneration, payment methods and liability insurance of them; (4) other matters except those required to be adopted by special resolution in accordance with the relevant regulatory rules or these Articles.

Original Articles	Amended Articles
(6) other matters except those required to be adopted by special resolution in accordance with the provisions of law or administrative regulations or the Company Articles.	
Article 92 The following matters shall be resolved by special resolution at shareholders' general meetings: (1) increase or reduction of the Company's share capital and the issue of any type of shares, warrants and other similar securities; (2) issue of corporate bonds; (3) division, merger, dissolution, liquidation or the change of the form of the Company; (4) amendments to the Articles of Association; (5) the Company's significant acquisition or disposal of material assets or provision of guarantees conducted within the period of one year with a value exceeding 30% of the latest audited total assets of the Company; (6) share incentive schemes; (7) other matters which are required under the laws, administrative regulations or these Articles, and which are resolved by shareholders by ordinary resolution that are considered by the shareholders to be material to the Company and are required to be passed by special resolution.	**Article 78** The following matters shall be resolved by special resolution at general meetings: (1) to increase or reduce the Company's registered capital; (2) division, merger (where the price paid exceeds 10% of the Company's net assets), dissolution, liquidation or changing of the form of the Company; (3) the amendments to the Articles of Association and its appendices; (4) the Company's acquisition or disposal of material assets or provision of guarantees to others conducted within the period of one year with a value exceeding 30% of the latest audited total assets of the Company; (5) share incentive plans; (6) other matters which are required under the relevant regulatory rules or the Articles of Association, and which are resolved by shareholders by ordinary resolution that are considered by the shareholders to be material to the Company and are required to be passed by special resolution.

Original Articles	Amended Articles
Article 93 At the annual general meeting of shareholders, the board of directors and the supervisory committee shall report on their work for the previous year. Each of the independent directors shall also report on their work. Directors, supervisors and senior officers shall provide responses and explanations to queries or recommendations raised by shareholders at a general meeting of shareholders, unless the matters relate to commercial secrets of the Company which cannot be disclosed at the general meeting of shareholders. The external audit firm shall attend the annual general meeting to answer questions about the conduct of the audit, the preparation and content of the auditors' report, the accounting policies and auditor independence.	**Article 79** At the annual general meeting, the board of directors shall report on their work for the previous year and submit annual financial reports. Each of the independent directors shall also report on their work to explain the performance of their duties. The external audit firm shall attend the annual general meeting to answer questions about the conduct of the audit, the preparation and content of the auditors' report, the accounting policies and auditor independence.
Article 128 A work report describing the situations regarding the performance of their duties shall be submitted by the independent directors at the annual general meeting of the Company.	
Article 93 (2) Directors, supervisors and senior officers shall provide responses and explanations to queries or recommendations raised by shareholders at a general meeting of shareholders, unless the matters relate to commercial secrets of the Company which cannot be disclosed at the general meeting of shareholders.	**Article 80** Shareholders may put forward recommendations or enquiries to the Company at the general meeting. Subject to the disclosure principles of fairness, directors and senior management shall provide responses and explanations to queries or suggestions raised by shareholders at a general meeting, unless the matters relate to commercial secrets of the Company which cannot be disclosed at the general meeting.

Original Articles	Amended Articles
Article 94 The chairman of the board shall preside over general meetings of shareholders. If the chairman of the board is unable to or does not perform his or her duties, the vice-chairman of the board of directors (and in case the Company has two or more vice-chairmen of the board of directors, the vice-chairman of the board of directors jointly elected by half or more of the total number of directors) shall preside over and chair the meeting. If the vice-chairman of the board of directors is unable to or does not perform his or her duties, a director jointly elected by half or more of the total number of directors shall preside over and chair the meeting. A shareholders' general meeting convened by the supervisory committee on their own shall be presided by the chairman of the supervisory committee. If the chairman of the supervisory committee is unable to or does not perform his or her duties, the vice-chairman of the supervisory committee shall preside over the meeting. If the vice-chairman of the supervisory committee is unable to or does not perform his or her duties, a supervisor jointly elected by half or more of the total number of supervisors shall preside over the said meeting. If a shareholders' general meeting is convened by the shareholders on their own, the convener shall elect a representative to preside over the meeting. When convening a shareholders' general meeting, if the person presiding over the meeting violates the rules of procedure resulting that the shareholders' general meeting becomes unable to proceed, a person may, subject to the consent of a majority of the shareholders with voting rights attending the meeting at the scene, be elected at the shareholders' general meeting to act as the person presiding the shareholders' general meeting so that the meeting may be proceeded.	**Article 81** The chairman of the board shall preside over general meetings. If the chairman of the board is unable to or does not perform his or her duties, the vice chairman of the board (and in case the Company has two or more vice chairmen of the board, the vice chairman of the board jointly elected by a majority of the total number of directors) shall preside over and chair the meeting. If the vice chairman of the board is unable to or does not perform his or her duties, a director jointly elected by a majority of the total number of directors shall preside over and chair the meeting. A general meeting convened by the audit and compliance committee on their own shall be presided over by the chairman of the audit and compliance committee. If the convener of the audit and compliance committee is unable to or does not perform his or her duties, a member of the audit and compliance committee jointly recommended by a majority of the total number of members of the audit and compliance committee shall preside over the said meeting. If a general meeting is convened by the shareholders on their own, the convener or a representative recommended by him/her shall preside over the meeting. When convening a general meeting, if the person presiding over the meeting violates the rules of procedure resulting that the general meeting becomes unable to proceed, a person may, subject to the consent of a majority of the shareholders with voting rights attending the meeting at the scene, be elected at the general meeting to act as the person presiding the general meeting so that the meeting may be proceeded.

Original Articles	Amended Articles
Article 95 Before a resolution is decided on a motion at a general meeting of shareholders, two representatives of the shareholders shall be nominated to participate in counting the votes as well as supervising the counting process. If a shareholder is interested in the matters under consideration, the relevant shareholder and his proxies shall not participate in counting the votes or supervising the counting process. At the time of deciding on a motion by voting at a general meeting, legal advisers, representatives of shareholders and representatives of supervisors shall participate in counting the votes as well as supervising the counting process. They shall announce the voting results to the meeting. The voting results in connection with the resolution shall be recorded in the minutes. At any general meeting of shareholders, the chairman shall be responsible for deciding whether any resolution has been carried or not and the result of this decision shall be announced to the meeting and recorded in the minutes thereof and shall be conclusive.	**Article 82** Before a proposal is resolved at a general meeting, two representatives of the shareholders shall be nominated to participate in counting the votes as well as supervising the counting process. If a shareholder is interested in the matters under consideration, the relevant shareholder and his proxies shall not participate in counting the votes or supervising the counting process. At the time of resolving on a proposal by voting at a general meeting, legal advisers and representatives of shareholders shall participate in counting the votes as well as supervising the counting process. They shall announce the voting results to the meeting. The voting results in connection with the resolution shall be recorded in the minutes.

Original Articles	Amended Articles
Article 99 Minutes of a general meeting of shareholders shall be kept and such minutes shall be prepared by the secretary of the board of directors. Minutes of general meetings of shareholders should set out the following: (1) the date and venue for convening the meeting, meeting agenda and the name of the convenor; (2) the name of the chairman of the meeting as well as those of the directors, supervisors, and senior officers who attend the meeting as attendees and non-voting attendees; (3) the number of shareholders and proxies attending the meeting, the total number of voting shares represented by the shareholders who are entitled to vote; the proportion of the number of voting shares represented by the shareholders who are entitled to vote out of the total number of shares of the Company; (4) a description of the considerations taken for each motion, the main points put forward by each speaker relating thereto and the voting results thereof; (5) details of queries and recommendations of the shareholders and the corresponding response or explanation in relation thereto; (6) the names of the legal advisers and persons responsible for counting the votes and for supervising the counting process; and (7) other contents which should be recorded in the minutes as provided for in the Articles of Association.	**Article 86** Minutes of a general meeting shall be kept and such minutes shall be prepared by the secretary of the board of directors. Minutes of general meetings should set out the following: (1) the date and venue for the meeting, meeting agenda and the name of the convenor; (2) the name of the chairman of the meeting as well as those of the directors and senior management who are present at the meeting as non-voting attendees; (3) the number of shareholders and proxies attending the meeting, the total number of voting shares represented by the shareholders who are entitled to vote; the proportion of the number of voting shares represented by the shareholders who are entitled to vote out of the total number of shares of the Company; (4) a description of the considerations taken for each proposal, the main points put forward by each speaker relating thereto and the voting results thereof; (5) details of enquiries and suggestions of the shareholders and the corresponding response or explanation in relation thereto; (6) the names of the legal advisers and persons responsible for counting the votes and for supervising the counting process; and (7) other contents which should be recorded in the minutes as provided for in these Articles.

Original Articles	Amended Articles
The convenor shall ensure that the content of the minutes shall be true, accurate and complete. Minutes shall be signed by attendees of the meeting, including the directors, supervisors, secretary of the board of directors, the convenor or its representative and the chairman of the meeting. Minutes shall together with the register relating to shareholders present at the meeting in person and by proxy by way of issuing a proxy form or via internet or other permitted means, be kept by the Company at the Company address for an indefinite period of time.	The convenor shall ensure that the content of the minutes shall be true, accurate and complete. Minutes shall be signed by the directors, secretary to the board, the convenor or its representative and the chairman of the meeting attending or present at the meeting. Minutes shall together with the register relating to shareholders present at the meeting in person and by proxy by way of issuing a proxy form or via internet or other permitted means, be kept by the Company at the register office of the Company for at least ten (10) years.
Article 100 Copies of the minutes of meetings shall be made available for inspection by shareholders during the business hours of the Company free of charge. If any shareholder requests for a copy of any minutes, the Company shall send a copy to him within seven (7) days after receipt of reasonable charges.	/
Article 101 A public announcement of resolutions of a general meeting of shareholders should set out the number of shareholders (or proxies) attending the meeting, the number of shares (or proxies) represented and the proportion of the Company's total shares with voting power thereby represented, the method of voting and the results of voting for each resolution. For resolutions proposed by shareholders, the announcement should set out the name of the shareholder proposing the resolution, the proportion of shares held and the content of the resolution. For resolutions not passed at the meeting, or where shareholders amend a resolution, the directors should provide an explanation in the public announcement of resolutions of the general meeting of shareholders.	**Article 87** An announcement of resolutions of a general meeting should be released immediately, which sets out the number of shareholders or proxies attending the meeting, the total number of voting shares held and the proportion of the Company's total shares with voting power thereby represented, the method of voting and the results of voting for each proposal, as well as the detailed contents of the resolutions passed. For proposals not passed at the meeting, or where the general meeting alters the resolution(s) passed at the previous general meeting, a special note shall be made in the announcement of the resolutions of the general meeting.

Original Articles	Amended Articles
Article 104 If a motion in respect of the distribution of cash or bonus shares, or in connection with the capital increase by conversion from common reserve funds is adopted at a general meeting of shareholders, the Company shall implement such distribution within two (2) months of the relevant general meeting. If the above motion is a profit distribution proposal, the board of directors of the Company is required to complete the distribution of dividends (or shares) within two (2) months after convening the shareholders' general meeting.	**Article 90** If a proposal in respect of the distribution of cash or bonus shares, or in connection with the capital increase by conversion from reserve funds is adopted at a general meeting, the Company shall implement such distribution within two (2) months of the relevant general meeting. After the board of directors of the Company has formulated the specific plan in accordance with the interim dividend distribution next year considered and approved at the annual general meeting, the dividends (or shares) distribution shall be completed within two (2) months.
Article 209 Once the dividend payout policy has been approved by the shareholders at the shareholders' meeting, the directors shall complete the distribution of dividends (or shares) within two months after the shareholders' meeting. Any payment for the shares paid before calls on shares shall be entitled to dividends. However, shareholders shall not be entitled to receive dividends where the dividends are subsequently declared.	
CHAPTER 9 SPECIAL PROCEDURES ON CLASS MEETINGS	**Section 2 Special procedures for voting by A and H shareholders**
Article 105 Holders of different classes of shares are class shareholders. Class shareholders shall have the same rights and obligations in accordance with law, administrative regulations and the Company Articles.	/
Article 106 Rights conferred on any class shareholder ("class rights") may not be varied or abrogated unless approved by a special resolution of shareholders in general meeting and by shareholders of that class at a separate shareholders' meeting held in accordance with Articles 108 to 112.	**Article 91** If the Company intends to modify or abolish the rights of A or H shareholders, it shall be subject to approval by a special resolution of the general meeting and by the affected A or H shareholders at the general meetings respectively convened in accordance with Articles 93 to 97 of these Articles before such modification or abolition can be carried out.

Original Articles	Amended Articles
Article 107 The following shall be deemed to be a variation or abrogation of the class rights: (1) to increase or decrease the number of shares of such class, or increase or decrease the number of shares of a class having voting or distribution rights or other privileges equal or superior to the shares of such class; (2) to effect a conversion of all or a part of the shares of such class into another class or to effect a conversion or create a right of conversion of all or part of the shares of another class into the shares of such class; (3) to remove or reduce rights to dividends, rights to accrued dividends or rights to cumulative dividends of such class; (4) to reduce or remove the preferential rights to dividends of such class or the preferential rights to asset distributions of such class upon liquidation of the Company; (5) to add, remove to reduce the rights to conversion, option, voting, transfer, preferential placement or acquisition of the Company's securities of such class;	**Article 92** The following circumstances shall be deemed to be a variation or abrogation of the rights of A or H shareholders: (1) to increase or decrease the number of shares of such type, or increase or decrease the number of shares of a type having voting or distribution rights or other privileges equal or superior to the shares of such type; (2) to effect a conversion of all or a part of the shares of such type into another class or to effect a conversion or create a right of conversion of all or part of the shares of another type into the shares of such type; (3) to remove or reduce rights to dividends, rights to accrued dividends or rights to cumulative dividends of such type; (4) to reduce or remove the preferential rights to dividends of such type or the preferential rights to asset distributions of such type upon liquidation of the Company; (5) to add, remove or reduce the rights to conversion, option, voting, transfer, preferential placement or acquisition of the Company's securities of such type;

Original Articles	Amended Articles
(6) to remove or reduce the rights to receive payment in particular currencies of such class;	(6) to remove or reduce the rights to receive payment in particular currencies of such type;
(7) to create a new class of shares having voting or distribution rights or other privileges equal or superior to the shares of such class;	(7) to create a new type of shares having voting or distribution rights or other privileges equal or superior to the shares of such type;
(8) to restrict the transfer of ownership of the shares of such class or add to such restrictions;	(8) to restrict the transfer or the ownership of the shares of such type or add more restrictions;
(9) to allot and issue rights to subscribe for, or to convert into, shares in the Company of such class or another class;	(9) to allot and issue rights to subscribe for, or to convert into, shares in the Company of such type or another type;
(10) to increase the rights or privileges of another class;	(10) to increase the rights or privileges of another type;
(11) to restructure the Company where the proposed restructuring will result in different classes of shareholders bearing a disproportionate burden of such proposed restructuring;	(11) to restructure the Company where the proposed restructuring will result in different type of shareholders bearing a disproportionate burden of such proposed restructuring;
(12) to vary or abrogate this Article.	(12) to vary or abrogate this section.

Original Articles	Amended Articles
Article 108 Shares of the affected class, whether or not otherwise carrying the right to vote at general meetings, shall nevertheless carry the right to vote at class meetings in respect of matters concerning Articles 107(2) to 107(8), Articles 107(11) to 107(12) of these Articles, but Interested Shareholder(s) shall not be entitled to vote at class meetings. The meaning of an Interested Shareholder as mentioned in the foregoing paragraph shall be: (1) in the case of repurchase of shares by making a general offer to the shareholders in proportion to their shareholding or repurchasing their shares in public on a stock exchange under Article 31, an "Interested Shareholder" means the Controlling Shareholder as defined in Article 58; (2) in the case of a repurchase of shares by an off-market contract under Article 31, an "Interested Shareholder" means a holder of the shares to which the proposed contract relates; (3) in the case of a restructuring of the Company, an "Interested Shareholder" means a shareholder within a class who bears less than a proportionate burden imposed on that class under the proposed restructuring or who has an interest in the proposed restructuring different from the interest of shareholders of that class.	**Article 93** Affected A or H shareholders , whether or not otherwise carrying the right to vote at general meetings, shall nevertheless carry the right to vote at the A or H shareholders' meeting in respect of matters concerning Articles 92(2) to 92(8), Articles 92(11) to 92(12) of these Articles, but interested shareholder shall not be entitled to vote at that class meetings. The meaning of an interested shareholder as mentioned in the foregoing paragraph shall be: (1) in the case of repurchase of shares by making a general offer to the shareholders in proportion to their shareholding or repurchasing their shares in public on a stock exchange, an "interested shareholder" means the controlling shareholder as defined in relevant regulatory rules; (2) in the case of a repurchase of shares by an off-market contract, an "interested shareholder" means a holder of the shares to which the proposed contract relates; (3) in the case of a restructuring of the Company, an "interested shareholder" means a shareholder within a type who bears less than a proportionate burden imposed on that type under the proposed restructuring or who has an interest in the proposed restructuring different from the interest of shareholders of that type.
Article 109 Resolutions of any class shareholders' meeting shall be made by two-thirds or more of the votes of the shareholders whose shares carry rights to vote of that class present at that meeting in accordance with Article 108 of these Articles.	**Article 94** Resolutions of the A or H shareholders' meeting shall be made by two-thirds or more of the votes of the shareholders whose shares carry rights to vote of that class present at corresponding meeting.

Original Articles	Amended Articles
Article 110 Written notice of shareholders' meeting of specific classes shall be given to the relevant class shareholders as per requirements regarding notice period of convening shareholders meeting specified in Article 67 of these Articles of Association. The agenda, date and place of the meeting shall be notified to all of the class shareholders whose names are on the register (regardless of whether the registered address of such shareholders is within or outside the PRC).	**Article 95** Written notice of A or H shareholders' meeting, shall be given to the relevant class shareholders as per requirements regarding notice period of convening the meeting specified in Article 61 of these Articles. The agenda, date and venue of the meeting shall be notified to all of the type shareholders whose names are on the register (regardless of whether the registered address of such shareholders is within or outside the PRC).
Article 111 Notice of class shareholders' meeting needs only be served on class shareholders who are entitled to vote thereat. Meeting of any class of shareholders shall be conducted as nearly as possible as general meetings of shareholders. The provisions of these Articles relating to any meeting of shareholders shall apply to any meeting of a class of shareholders.	**Article 96** Notice of A or H shareholders' meeting needs only be served on class shareholders who are entitled to vote thereat. The A or H shareholders' meeting shall be held in accordance with the procedures as similar as possible to those of the meeting. The provisions of the Articles of Association regarding the procedures for holding the general meeting shall apply to the A or H shareholders' meeting.

Original Articles	Amended Articles
Article 112 Save and except for other classes of shares, holders of domestic shares and overseas listed foreign shares are deemed to be different classes of shareholders. The special procedures of approval by separate class shareholders shall not apply to the following circumstances: (1) where the Company issues, upon approval by a special resolution of the shareholders in a general meeting, either separately or concurrently once every twelve months, not more than twenty per cent. (20%) of each of the existing issued domestic shares and overseas listed foreign shares of the Company; or (2) where the Company's plan to issue domestic shares and overseas listed foreign shares on establishment is implemented within fifteen (15) months from the date of approval by the State Council Securities Commission.	**Article 97** Subject to the approval of the meeting by way of a special resolution, if the Company issues A shares and/or H shares separately or simultaneously every 12 months and the number of the proposed issuance of A shares and/or H shares does not exceed 20% of the issued shares of such type, the special procedures for the voting of A or H shareholders shall not apply.

Original Articles	Amended Articles
CHAPTER 10 BOARD OF DIRECTORS	**CHAPTER 6 BOARD OF DIRECTORS**
Article 113 The Company shall have a board of directors which shall consist of five to nineteen (5-19) members, of which more than one-third and at least three shall be independent (non-executive) directors (that is, directors who are independent from the shareholders of the Company and do not hold any office in the Company, hereinafter referred to as "independent directors"), and at least one independent director shall be an accounting professional who meets the requirements of the securities regulatory rules in places where the Company is listed. There shall be one (1) chairman and one (1) to two (2) vice-chairman. The Board shall establish audit and compliance, nomination, strategic and ESG, remuneration and appraisal, and other special committees. These special committees shall consider specific matters and give their opinions and proposals for the Board's reference when the Board makes decisions. The Board is responsible for formulating rules of procedure for professional committees and regulating the operation of professional committees. The board of directors shall have one or more directors as executive directors. The executive directors shall be responsible for matters as entrusted by the board.	**Article 98** The Company shall have a board of directors which shall consist of five to nineteen (5-19) members, among which there should be at least one (1) employee representative director, and more than one-third and at least three (3) shall be independent (non-executive) directors, and at least one (1) independent director shall be an accounting professional who meets the requirements of the relevant regulatory rules. There shall be one (1) chairman and one (1) to two (2) vice chairman.

Original Articles	Amended Articles
Article 114 The independent directors shall be directors who do not hold any positions other than director in the Company, and who are not directly or indirectly connected with the Company and the substantial shareholders and the de facto controllers of the Company in a way that may affect their independent and objective judgements. The independent directors shall have the obligation of loyalty and diligence to the Company and all shareholders, and shall conscientiously perform their duties in accordance with the provisions of relevant laws and administrative regulations, the securities regulatory rules in places where the Company is listed and the Articles of Association, play the roles of participating in the decision-making, supervising, checking and balancing, and professional consulting in the Board, safeguard the interests of the Company as a whole, and protect the lawful rights and interests of minority shareholders. Independent directors shall perform their duties independently and impartially and none of them shall be influenced by the Company and its substantial shareholders, de facto controllers or entities or parties that are interested in the Company, its substantial shareholders or de facto controllers.	**Article 99** The independent directors shall be directors who do not hold any positions other than director in the Company, and who are not directly or indirectly connected with the Company and the substantial shareholders and the de facto controllers of the Company in a way that may affect their independent and objective judgements. Independent directors must maintain their independence, and their qualifications for the position shall comply with the provisions of relevant regulatory rules. The independent directors shall have the obligation of loyalty and diligence to the Company and all shareholders, and shall conscientiously perform their duties in accordance with the provisions of relevant regulatory rules and these Articles, play the roles of participating in the decision-making, supervising, checking and balancing, and professional consulting in the board of directors, safeguard the interests of the Company as a whole, and protect the lawful rights and interests of minority shareholders. Independent directors shall perform their duties independently and impartially and none of them shall be influenced by the Company and its substantial shareholders, de facto controllers or entities or parties that are interested in the Company.
Article 129 The Company shall establish a system governing the work of independent directors, specifying the terms of office, nomination, election and replacement, responsibilities and rights, performance guarantees and other matters of independent directors.	The Company shall establish a system governing the work of independent directors, specifying the terms of office, nomination, election and replacement, responsibilities and rights, performance guarantees and other matters of independent directors. Such system shall be implemented after approval by the board of directors.

Original Articles	Amended Articles
Article 115 Directors shall be natural persons, and are not required to hold shares in the Company. Directors shall be elected by shareholders at shareholders' general meetings. The term of office of the directors shall be three (3) years, which commences from the date on which such directors serve their term of office until the end of the current session of the board of directors. The directors may be re-elected after the expiration of their term, however independent directors may not serve for terms exceeding six (6) years. Serving more than six (6) years could be relevant to the determination of a non-executive director's independence. Any independent director who has served the Company for six consecutive years shall not be nominated as a candidate for independent director of the Company within 36 months from the date of the occurrence of such fact. Newly appointed directors or supervisors shall serve their respective term of office immediately after a shareholders' general meeting is closed or at such time as may be specified in a resolution adopted at the shareholders' general meeting. If the term of the directors expires but re-election has not been conducted in time, the existing directors shall continue to perform their directors' duties in accordance with the laws, administrative regulations, the rules and regulations of the competent authorities together with these Articles and the appendices attached hereto until the re-elected directors serve their respective term of office. The chairman and vice-chairman shall be appointed and removed from office by more than half of all the directors. The term of office of the chairman and vice chairman shall be three years and they may be re-elected after the expiration of their term.	**Article 100** Directors shall be natural persons, and are not required to hold shares in the Company. Among the board members, non-employee representative directors shall be elected by the general meeting, and employee representative directors shall be democratically elected by the Company's employees through the employee representative assembly, the employee general assembly or other forms. The term of office of the directors shall be three (3) years, which commences from the date on which such directors serve their term of office until the end of the current session of the board of directors. The directors may be re-elected after the expiration of their term, however independent directors may not serve for terms exceeding six (6) years. Any independent director who has served the Company for six (6) consecutive years shall not be nominated as a candidate for independent director of the Company within thirty-six (36) months from the date of the occurrence of such fact. The newly appointed director shall assume office immediately after the general meeting or the employee representative assembly, the employee general assembly or other form of democratic meeting, or at the time specified in the resolution(s) of the above meetings. If the term of the directors expires but re-election has not been conducted in time, the existing directors shall continue to perform their directors' duties in accordance with the relevant regulatory rules together with these Articles and its appendices until the re-elected directors serve their respective term of office. The chairman and vice chairman shall be elected and removed from office by a majority of all the directors. The term of office of the chairman and vice chairman shall be three years and they may be re-elected after the expiration of their term.

Original Articles	Amended Articles
Article 116 The candidates for election as directors shall be placed as a resolution before a general meeting of shareholders. Candidates for independent directors may be nominated by the board of directors, supervisory committee or shareholders individually or together holding one per cent. (1%) or more of the issued shares of the Company, and shall be elected by the shareholders at shareholders' general meetings. The Investor Protection Organization established according to law may publicly request the shareholders to authorize it to exercise the right to nominate the independent directors on their behalf. The nominator aforementioned shall not nominate any person who has an interest or any other close associate that may affect the independent performance of his or her duties as a candidate for independent director. Candidates for directors other than independent directors may be nominated by the board of directors, supervisory committee or shareholders individually or together holding three per cent. (3%) or more of the total voting rights of the Company, and shall be elected by the shareholders at shareholders' general meetings.	**Article 101** The list of candidates for directors other than employee representative directors shall be proposed to the general meeting for resolution in the form of a proposal and passed by an ordinary resolution. Candidates for directors other than employee representative directors may be nominated by the board of directors, the audit and compliance committee or shareholders individually or jointly holding one percent (1%) or more of the issued shares of the Company, and shall all be elected by the shareholders at general meetings in the form of a proposal. The investor protection organizations established according to law may publicly request the shareholders to authorize it to exercise the right to nominate the independent directors on their behalf. The nominator aforementioned shall not nominate any person who has an interest or any other close associate that may affect the independent performance of his or her duties as a candidate for independent director.

Original Articles	Amended Articles
Article 117 The following procedure must be followed prior to electing independent directors: (1) Before nominating a candidate for election as an independent director, the nominator should first obtain the consent of the nominee, prudently verify whether the independent director candidate meets the conditions and qualifications for appointment, the ability to perform the duties of the office, and whether there are any circumstances affecting his/her independence, and fully understand the nominee's qualifications, education, profession, detailed working experience and other positions held, and whether there is any major breach of trust and other adverse records, and said nominator is responsible for providing such written materials to the Company. The candidate shall provide a written undertaking to the Company, agreeing to accept the nomination, confirming the truthfulness and completeness of the publicly disclosed materials relating to the candidate and guaranteeing that following election they will practically carry out the responsibilities of a director; (2) The nominator of the independent director shall make a statement regarding that the nominee meets the independence and other conditions for serving as an independent director, and the nominee shall make a public declaration that he/she meets the independence and other conditions for serving as an independent director. Both the nominator and the nominee shall make declarations and undertakings in compliance with the requirements of the securities regulatory rules in places where the Company is listed;	**Article 102** The following procedure must be followed prior to electing candidates for directors other than employee representative directors: (1) Before nominating a candidate for election, the nominator should first obtain the consent of the nominee, and fully understand the nominee's occupation, educational background, professional title, detailed working experience and other part-time job, and whether there is any major breach of trust and other adverse records, and said nominator is responsible for providing such written materials to the Company. If the nominee is a candidate for an independent director, the nominator shall also prudently verify whether the independent director candidate meets the conditions and qualifications for appointment, the ability to perform the duties of the office, and whether there are any circumstances affecting his/her independence. Each of such candidates for directors shall provide a written undertaking to the Company, agreeing to accept the nomination, confirming the truthfulness and completeness of the publicly disclosed materials relating to the candidate and guaranteeing that following election they will practically carry out the responsibilities of a director.

Original Articles	Amended Articles
(3) The nomination committee of the board of directors of the Company shall examine the qualifications of the nominees for appointment and form a clear opinion on such examination;	(2) If the nominee is a candidate for an independent director, the nominator shall also make a statement regarding that the nominee meets the independence and other conditions for serving as an independent director, and the nominee shall make a public declaration that he/she meets the independence and other conditions for serving as an independent director. Both the nominator and the nominee shall make declarations and undertakings in compliance with the requirements of the relevant regulatory rules.
(4) If the nomination of a candidate for independent director occurs before the Company holds a meeting of the board of directors, then the written materials regarding the nominee set out in paragraphs (1), (2) and (3) of this Article shall be made public together with the resolutions of the board of directors or the notice of the shareholders' general meeting;	(3) The nomination committee of the board of directors of the Company shall examine the qualifications of the nominees for appointment and form a clear opinion on such examination.
(5) If shareholders alone or together holding one percent (1%) or more of the total number of the voting shares of the Company intend to propose a temporary motion at the annual general meeting of shareholders for the election of a candidate for an independent director, then written notice of the intention of such person(s) nominating the candidate and the willingness of the nominee to accept the nomination, together with the written materials and undertakings relating to the nominee set out in paragraphs (1) and (2) of this Article, shall be delivered to the Company during a period of not less than ten (10) days commencing no earlier than the day after the despatch of the notice of such annual general meeting of shareholders and ending no later than ten (10) days before the date of such shareholders' general meeting;	(4) If the nomination occurs before the Company holds a board meeting, then the written materials regarding the nominee set out in paragraphs (1), (2) and (3) of this Article shall be made public together with the resolutions of the board of directors or the notice of the general meeting.

Original Articles	Amended Articles
(6) Before convening the shareholders' general meeting for the election of independent directors, the Company shall disclose the relevant contents in accordance with the provisions of paragraphs (1), (2) and (3) of this Article, and submit the relevant materials of all candidates for independent directors simultaneously to the domestic listed stock exchange of the Company. If the board of directors have any objections to the nominees, it should also submit its written opinions at the same time;	(5) If shareholders who hold 1% or more of the Company's shares individually or jointly propose a additional proposal for the election of directors other than employee representative directors prior to the general meeting, then written notice of the intention of such person(s) nominating the candidates for non-employee representative directors or independent directors and the willingness of the nominee to accept the nomination, together with the written materials and undertakings relating to the nominee set out in paragraphs (1) and (2) of this Article, shall be delivered to the Company no less than ten (10) days before the general meeting. The period given by the Company to the relevant nominator to submit the aforementioned notice and documents, which starts from the day following the date of the general meeting notice, shall be no less than ten (10) days.
(7) The board of directors of the Company, independent director candidates and independent director nominators shall truthfully answer the inquiries of the domestic stock exchange where the company is listed within the prescribed time, and supplement the relevant materials in a timely manner as required. When convening a general meeting of shareholders to elect independent directors, the board of directors of the Company should explain whether the domestic listed stock exchanges of the Company have any objections to any of the candidates for election as independent director. Candidates for independent directors who receive objections from the domestic listed stock exchanges of the Company shall not be submitted to the shareholders' general meeting for election. If it has been submitted to the shareholders' general meeting for consideration, the proposal shall be cancelled.	(6) The Company shall, at the latest, when it issues the notice of the general meeting for the election of independent directors, also disclose the relevant contents in accordance with the provisions of paragraphs (1), (2) and (3) of this Article, and submit the relevant materials of all candidates for independent directors simultaneously to the domestic stock exchanges where the Company's shares are listed. If the board of directors have any objections to the nominees, it should also submit its written opinions at the same time.

Original Articles	Amended Articles
Article 118 Prior to electing non-independent directors, the following procedure should be followed: (1) Before nominating a candidate for election as a non-independent director, the nominator should first obtain the consent of the nominee, and fully understand the nominee's qualifications, education, profession, detailed working experience and other positions held, and said nominator is responsible for providing such written materials to the Company. The candidate shall provide a written undertaking to the Company, agreeing to accept the nomination, confirming the truthfulness and completeness of the publicly disclosed materials relating to the candidate and guaranteeing that following election they will practically carry out the responsibilities of a director;	(7) The board of directors of the Company, independent director candidates and independent director nominators shall truthfully answer the enquiries of domestic stock exchanges where the Company's shares are listed within the prescribed time, and supplement the relevant materials in a timely manner as required. When convening a general meeting to elect independent directors, the board of directors of the Company should explain whether the domestic stock exchanges where the Company's shares are listed have any objections to any of the candidates for election as independent director. Candidates for independent directors who receive objections from the domestic stock exchanges where the Company's shares are listed shall not be submitted to the general meeting for election. If it has been submitted to the general meeting for consideration, the proposal shall be cancelled.

Original Articles	Amended Articles
(2) If the nomination of a candidate for non-independent director occurs before the Company holds a meeting of the board of directors, then the written materials regarding the nominee set out in paragraph (1) of this Article shall be made public together with the resolutions of the board of directors or the notice of the shareholders' general meeting; (3) If shareholders alone or together holding three per cent. (3%) or more of the voting rights of the Company or the supervisory committee propose a candidate for election as a non-independent director to the annual general meeting of shareholders, then written notice of the intention of such person(s) nominating the candidate and the willingness of the nominee to accept the nomination, together with the written materials and undertakings relating to the nominee set out in paragraph (1) of this Article, shall be delivered to the Company during a period of not less than ten (10) days commencing no earlier than the day after the despatch of the notice of such annual general meeting of shareholders and ending no later than ten (10) days before the date of such shareholders' general meeting.	

Original Articles	Amended Articles
Article 119 If the controlling shareholder of the Company exercise more than 30% control, when resolutions are proposed for the election of directors (including independent directors) or supervisors at a shareholders' general meeting, the cumulative voting method shall be adopted, thus when a shareholders' general meeting is electing two or more directors or supervisors, each share held by a shareholder participating in the vote has equal voting rights in relation to the total number of candidates for election as directors or supervisors, and a shareholder may either vote all of their shares on one person, or divide their votes across several persons. When electing independent directors, the voting of minority shareholders shall be counted separately and disclosed. The main contents of the cumulative voting system are specified by the "Rules of Procedure for the General Meetings". In the event of inconsistency regarding the relevant provisions of cumulative voting system between the relevant provisions of the securities regulatory rules of the place where the Company is listed and the Articles of Association, the board of directors may decide to adopt an appropriate cumulative voting system subject to laws, administrative regulations, departmental rules and regulations, relevant normative documents, and the securities regulatory rules in place where the Company is listed.	**Article 103** When electing more than two (2) directors other than non-employee representative directors at a general meeting, the cumulative voting method shall be adopted, thus when a general meeting is electing directors other than employee representative directors, each share held by a shareholder participating in the vote has equal voting rights in relation to the total number of candidates for election as directors, and a shareholder may either vote all of their shares on one person, or divide their votes across several persons. When electing independent directors, the voting of minority shareholders shall be counted separately and disclosed. The main contents of the cumulative voting system are specified by the "Rules of Procedure for the General Meetings". In the event of inconsistency regarding the relevant provisions of cumulative voting system between the relevant regulatory rules and these Articles, the board of directors may decide to adopt an appropriate cumulative voting system subject to relevant regulatory rules.

Original Articles	Amended Articles
Article 120 Subject to compliance with all relevant laws and administrative regulations, the shareholders' general meeting may by ordinary resolution remove any director whose term of office has not expired (however this will not prejudice any request for compensation which may be raised pursuant to any contract). In case of early dismissal of an independent director, the Company shall promptly disclose the specific reasons and basis. If the independent directors have objections, the Company shall disclose them in a timely manner.	**Article 104** Subject to compliance with the relevant regulatory rules, the general meeting may by ordinary resolution remove any director whose term of office has not expired (however this will not prejudice any request for compensation which may be raised pursuant to any contract). The removal shall take effect on the date the resolution is passed. In case of early dismissal of an independent director, the Company shall promptly disclose the specific reasons and basis. If the independent directors have objections, the Company shall disclose them in a timely manner.
Article 121 Directors may resign prior to the expiration of their term of office. A director may resign by submitting written notice of his resignation to the board of directors, and an independent director must in addition provide explanations of any matters related to his resignation or which he believes should be brought to the attention of shareholders and creditors of the Company, and the Company shall disclose the reasons and concerns for the resignation of the independent director. Subject to Article 122 of these Articles of Association, a director's resignation shall be effected when the written notice of resignation is received by the board of directors. The board of directors shall disclose such resignation within 2 days of receipt of the written notice.	**Article 105** Directors may resign prior to the expiration of their term of office. A director may resign by submitting written notice of his resignation to the Company, and an independent director must in addition provide explanations of any matters related to his resignation or which he believes should be brought to the attention of shareholders and creditors of the Company, and the Company shall disclose the reasons and concerns for the resignation of the independent director. The Company will make relevant disclosure within two trading days.

Original Articles	Amended Articles
Article 122 Under the following circumstances, director's notice of resignation will only become effective after a new director has been appointed to fill the vacancy so caused by his resignation: (1) The resignation of a director would lead the board of directors of the Company to have less than the legally minimum number of directors; (2) The resignation of an independent director would lead the board of directors or its special committee of the Company to have less than the minimum proportion of independent directors required by these Articles, or a shortage of professional accountants among the independent directors. Before the resignation report takes effect, the director who intends to resign shall continue to perform his duties in accordance with the provisions of laws, administrative regulations and these Articles, except where there are laws, administrative regulations or the securities regulatory rules in places where the Company is listed. The Company shall complete the by-election of a director/an independent director within sixty days from the date of his/her resignation to ensure that the composition of the board of directors and its special committees complies with the laws and regulations, the securities regulatory rules in places where the Company is listed and the provisions of these Articles. Prior to the shareholders' general meeting resolution to elect the director, the resigning director and remaining directors powers should be reasonably restricted.	The resignation of a director shall take effect from the date on which the Company receives the notice. Except as otherwise provided by relevant regulatory rules and these Articles, if the resignation of a director would result in any of the following circumstances, the original director shall continue to perform his/her duties in accordance with the relevant regulatory rules and these Articles until a new director is elected and assumes office: (1) Where re-election procedures are not carried out in a timely manner on the expiration of the directors' term of office, or where the number of directors on the board of directors falls below the quorum due to a director's resignation; (2) The resignation of an independent director would lead the board of directors or its special committee of the Company to be not conforming to the requirements of the relevant regulatory rules or the provisions of these Articles for the proportion of independent directors, or a shortage of professional accountants among the independent directors; (3) The resignation of a member of the audit and compliance committee results in the audit and compliance committee falling below the quorum required by law, or there is a shortage of accounting professionals to serve as the convenor. The Company shall complete the by-election of a director within sixty (60) days from the date of his/her resignation to ensure that the composition of the board of directors and its special committees complies with the relevant regulatory rules and the provisions of these Articles.

Original Articles	Amended Articles
Article 123 The board of directors shall be responsible to the shareholders' general meeting and shall exercise the following powers: (1) to be responsible for convening shareholders' general meetings and reporting on its work to the shareholders' general meeting; (2) to implement the resolutions of the shareholders' general meetings; (3) to decide on the Company's business plans and investment proposals; (4) to formulate the Company's proposed annual financial budgets and final accounts; (5) to formulate the Company's profit distribution plans and plans for recovery of losses; (6) to formulate the Company's financial strategy, the Company's plan to increase or decrease its registered capital, the Company's acquisition of its own shares and the issuance of any type of securities (including but not limited to corporate bonds) and plans for listing or repurchasing Company stocks as per item (1) or (2) of Article 30 of these Articles of Association; (7) to draft plans for major acquisitions or disposals, and for the merger, division, dissolution or changing of the form of the Company; (8) to formulate the proposal for amendments to the Articles of Association;	**Article 106** The board of directors shall exercise the following powers: (1) to be responsible for convening general meetings and reporting on its work to the general meeting; (2) to implement the resolutions of the general meetings; (3) to decide on the Company's development strategy and five-year development plan; (4) to decide on the Company's business plans and investment proposals; (5) to decide on the Company's annual budget plan and regular reports (including financial reports); (6) to formulate the Company's profit distribution plans and plans for recovery of losses; (7) to formulate the Company's financial strategy, the Company's plan to increase or decrease its registered capital, and the issuance of corporate bonds, corporate bonds convertible into shares or other securities and plans for listing and to make decisions for the execution within the scope prescribed by these Articles or authorized by the general meeting; (8) to draft plans for major acquisitions or disposals, purchase of the Company's own shares, and for the merger, division, dissolution or changing of the form of the Company, and to decide on the merger where the price paid by the Company does not exceed 10% of the Company's net assets;

Original Articles	Amended Articles
(9) to decide on matters relating to foreign investment, purchase or sale of assets, mortgage of assets, entrusted asset management and connected transactions by the Company within the scope of authority conferred by the shareholders' general meeting;	(9) to formulate the proposal for amendments to the Articles of Association and its appendices;
(10) to decide on issues relating to the provision of guarantee in favour of a third party within the scope of authority conferred by the shareholders' general meeting;	(10) to decide on matters relating to foreign investment, purchase or sale of assets, mortgage of assets, entrusted asset management, connected transactions and external donation by the Company within the scope of authority conferred by the general meeting;
(11) to appoint or dismiss the Company's general manager, and pursuant to the general manager's nomination, to appoint or dismiss deputy general manager and financial officers of the Company; to appoint or dismiss the company secretary; and to decide on their remuneration;	(11) to decide on matters relating to the provision of guarantee and financial assistance of the Company in favour of a third party within the scope of authority conferred by the general meeting;
(12) to appoint or change the members of the boards of directors and supervisory committees of the Company's wholly-owned subsidiaries, to appoint, change or recommend shareholder representatives, directors (or candidates) and supervisors (or candidates) to the Company's controlled subsidiaries or subsidiaries in which the Company holds shares;	(12) to appoint or dismiss the Company's general manager, and pursuant to the general manager's nomination, to appoint or dismiss deputy general manager and financial officers of the Company; to appoint or dismiss the secretary to the board; and to decide on their remuneration;
(13) to decide on the establishment of the Company's internal management structure;	(13) to appoint or change the members of the boards of directors of the Company's wholly-owned subsidiaries, to appoint, change or recommend shareholder representatives, directors (or candidates) and supervisors (or candidates, if any) to the Company's controlled subsidiaries or companies in which the Company holds shares;
(14) to decide on the establishment of branch entities of the Company;	(14) to decide on the establishment of the Company's internal management structure;
(15) to formulate the Company's basic management system;	(15) to decide on the establishment of branch entities of the Company;
(16) to administer the disclosure of information by the Company;	

Original Articles	Amended Articles
(17) to submit nominations for the appointment or change of accounting firms as the auditors of the Company to the shareholders' general meeting;	(16) to formulate the Company's basic management system;
(18) to review the work reports of the general manager and monitor the work of the general manager;	(17) to administer the disclosure of information by the Company;
(19) to develop and review the Company's policies and practices on corporate governance;	(18) to submit nominations for the appointment or change of accounting firms as the auditors of the Company to the general meeting;
(20) to review and monitor the training and continuous professional development of directors and senior management of the Company;	(19) to review the work reports of the general manager and monitor the work of the general manager;
(21) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;	(20) to develop and review the Company's policies and practices on corporate governance;
(22) to develop, review and monitor the code of conduct and compliance manual applicable to employees and directors of the Company;	(21) to review and monitor the training and continuous professional development of directors and senior management of the Company;
(23) to resolve for the acquisition of the Company's shares as per the circumstances as specified in item (3), (5) or (6) of Article 30 of these Articles of Association;	(22) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
(24) to decide other major matters and administrative matters not required by laws, administrative regulations or these Articles to be decided by the shareholders' general meeting, and to sign other major agreements; and	(23) to develop, review and monitor the code of conduct and compliance manual applicable to employees and directors of the Company;
	(24) to resolve for the acquisition of the Company's A shares as per the circumstances as specified in items (3), (5) or (6) of Article 29 of these Articles, or to resolve for the acquisition of the Company's H shares in accordance with the authorization of the general meeting;

Original Articles	Amended Articles
(25) to exercise other powers as stipulated by laws, administrative regulations, the rules and regulations of authorized departments or these Articles or as authorized by shareholders' general meeting. Save and except for the matters in sub-paragraphs (6), (7), (8) above which require the consent of two-thirds or more of all the directors, all the other matters may be approved upon resolution by a majority of all the directors (in which the matter as forth in sub-paragraph (10) is still subject to approval upon resolution by two-thirds or more of all the directors).	(25) to review the Company's independent changes in accounting policies, changes in accounting estimates, and significant asset impairment; (26) to decide other major matters and administrative matters not required by relevant regulatory rules or these Articles to be decided by the general meeting, and to sign other major agreements; (27) to exercise other powers as stipulated by relevant regulatory rules or the Articles of Association or as authorized by general meeting. Save and except for the matters in sub-paragraphs (6), (7), (8) above which require the consent of more than two-thirds of all the directors, all the other matters may be approved upon resolution by a majority of all the directors (in which the matter as forth in sub-paragraph (10) is still subject to approval upon resolution by more than two-thirds of all attending directors). If the matters are required to be decided by the general meeting in accordance with the relevant regulatory rules, the resolution of the general meeting shall still be necessary.

Original Articles	Amended Articles
Article 124 Where the board of directors are in unanimous agreement, the powers of the board of directors set out in the previous Article may be delegated to one or more directors, however matters relating to the major interests of the Company should be decided by the entire board of directors. The scope of delegation by the board of directors must be clear and specific.	**Article 107** The board of directors may, in accordance with the relevant regulatory rules and the actual needs of the Company, under certain conditions and within a certain scope, delegate some of the powers mentioned in the preceding article to the chairman of the board, one or several directors, the general manager or other relevant subjects for exercise. However, the various statutory powers of the board of directors, as well as matters involving the Company's major interests that require collective decision-making by the board of directors or submission to the general meeting for decision, cannot be delegated. The Company formulates the management measures for the authorization of the board of directors, specifically stipulating the basic scope, procedures, supervision and change, responsibility and other specific matters of the board of director 's authorization, and implements them upon approval by the board of directors.

Original Articles	Amended Articles
Article 132 When the board of directors makes a decision regarding the entering of new markets, mergers and acquisitions or investments in new fields, where the amount of investment or assets being acquired exceed ten per cent. (10%) of the Company's total assets, a consultancy body should be appointed to provide an expert opinion, as a major basis of the board of directors' decision. The "Rules of Procedure for the General Meetings" and "Rules of Procedures for Board of Directors' Meetings" shall set out regulations for the limitations on the power of the board of directors to approve the investments in third parties, acquisition and disposal of assets, mortgage of assets, provision of guarantee to third parties, entrusted assets management, connected transactions and other related matters. The board of directors shall establish strict review and approval procedures for the above matters. For major investment projects exceeding the board of directors' approval limits, the board of directors must organise relevant experts and specialists to assess the projects, and report to the shareholders' general meeting for approval.	**Article 109** When the board of directors makes a decision regarding the entering of new markets, mergers and acquisitions or investments in new fields, where the amount of investment or assets being acquired exceed ten per cent. (10%) of the Company's total assets, a consultancy body should be appointed to provide an expert opinion, as a major basis of the board of directors' decision. The "Rules of Procedure for the General Meetings" and "Rules of Procedures for the Board Meetings" shall set out regulations for the limitations on the power of the board of directors to approve the investments in third parties, acquisition or disposal of assets, mortgage of assets, provision of guarantee to third parties, financial assistance, entrusted assets management, connected transactions, external donation and other related matters. The board of directors shall establish strict review and approval procedures for the above matters. For major investment projects exceeding the board of directors' approval limits, the board of directors must organise relevant experts and specialists to assess the projects, and report to the general meeting for approval.
Article 131 The board of directors shall formulate "Rules of Procedure for Board of Directors' Meetings", in order to ensure the effective working and scientific policy-making of the board of directors.	**Article 110** The board of directors shall formulate "Rules of Procedure for the Board Meetings", in order to ensure that the board of directors implements the resolutions of the general meeting, improves work efficiency, and guarantees scientific decision-making.

Original Articles	Amended Articles
Article 113 (2) The Board shall establish audit and compliance, nomination, strategic and ESG, remuneration and appraisal, and other special committees. These special committees shall consider specific matters and give their opinions and proposals for the Board's reference when the Board makes decisions. The Board is responsible for formulating rules of procedure for professional committees and regulating the operation of professional committees.	**Article 112** The board of directors shall establish audit and compliance, nomination, strategic and ESG, remuneration and appraisal, and other special committees. Additionally, it may establish certain other specialized committees in accordance with the relevant regulatory rules as amended from time to time, and the Company's actual requirements. These committees conduct research on specialized matters, and provide opinions and suggestions which serve as references for the board of directors' decision-making. The audit and compliance committee of the board of directors exercises the powers of supervisory committee as stipulated in the Company Law. Members of the specialized committees are all composed of directors, usually for a term of three years, and the term of office of the committee members should be consistent with that of the directors. Among them: (1) The audit and compliance committee shall consist of at least three (3) members, with independent directors constituting a majority. There shall be one (1) chairperson, who shall be an independent director elected by the board of directors. All members of the audit and compliance committee shall be directors who do not hold senior management positions in the Company, and the chairperson shall be an accounting professional satisfying the requirements of relevant regulatory rules.

Original Articles	Amended Articles
	(2) The nomination committee and the remuneration and appraisal committee shall each consist of at least three (3) members, with independent directors constituting a majority. Each committee shall have one (1) chairperson, who shall be an independent director elected by the board of directors. (3) The strategy and ESG committee shall consist of at least five (5) directors, with one (1) chairperson, and one (1) vice chairperson if necessary. The chairperson and vice chairperson shall be elected by the board of directors from the committee members.
	Article 113 The specialized committees perform their duties in accordance with these Articles and the authorization of the board of directors. Unless otherwise stipulated by relevant regulatory rules, or these Articles, proposals shall be submitted to the board of directors for deliberation and decision. Each specialized committee is mainly responsible for providing opinions and suggestions to the board of directors on the following matters, as well as undertaking other duties as authorized by the board of directors in accordance with the relevant regulatory rules: (1) The audit and compliance committee is primarily responsible for reviewing the Company's financial information and its disclosure, supervising and evaluating internal and external audit work and internal control, inspecting the Company's finances in accordance with the law, supervising the legality and compliance of the duties performed by directors and senior management, and other duties stipulated in the Articles of Association and its appendices, to safeguard the legitimate rights and interests of the Company and its shareholders.

Original Articles	Amended Articles
	(2) The nomination committee is mainly responsible for formulating the selection criteria and procedures for directors and senior management, selecting and reviewing directors and senior management and their qualifications, and evaluating the performance of the board of directors in fulfilling its duties, etc. (3) The remuneration and appraisal committee of the board of directors is mainly responsible for formulating the appraisal standards for directors and senior management and conducting appraisal, and formulating and reviewing remuneration policies and plans for directors and senior management such as compensation determination mechanisms, decision-making processes, payment, suspension of payment and clawback arrangements. (4) The strategy and ESG committee is mainly responsible for researching the Company's developmental strategy plans, major investment plans, major investment projects, and other significant matters that affect the Company's development. It also provides suggestions on the Company's ESG (environmental, social, and governance) related strategies, plans, and major decisions. The Company has formulated working rules for the specialized committees, clarifying the composition of personnel thereunder, term of office of committee members, scope of responsibilities, rules of procedure, archival preservation and relevant matters for the specialized committees, and standardizing the operation of the specialized committees. Such working rules shall be implemented upon approval by the board of directors.

Original Articles	Amended Articles
Article 126 An independent director shall have the following special functions and powers in addition to those conferred on directors by the Company Law, other relevant laws, administrative regulations and these Articles: (1) to independently employ intermediaries to audit, consult or verify specific matters of the Company; (2) to propose to the board of directors to convene an extraordinary general meeting; (3) to propose to convene a board meeting; (4) to publicly solicit the rights of shareholders from shareholders according to law; (5) to express independent opinions on matters that may damage the rights and interests of the Company or minority shareholders; (6) other functions and powers as prescribed by laws, administrative regulations, securities regulatory rules in places where the Company is listed and the Articles of Association. Where an independent director exercises the functions and powers listed in sub-paragraphs (1) to (3) of the preceding paragraph shall be considered and approved by a special meeting of independent directors. Where an independent director exercises the functions and powers listed in sub-paragraphs (1) of the preceding paragraph, the Company shall disclose it in a timely manner. If the above-mentioned functions and powers cannot be exercised normally, the Company shall disclose the specific circumstances and reasons.	**Article 114** An independent director shall have the following special functions and powers in addition to those conferred on directors by relevant regulatory rules and these Articles: (1) to independently employ intermediaries to audit, consult or verify specific matters of the Company; (2) to propose to the board of directors to hold an extraordinary general meeting; (3) to propose to hold a board meeting; (4) to publicly solicit the rights of shareholders from shareholders according to law; (5) to express independent opinions on matters that may damage the rights and interests of the Company or minority shareholders; (6) other functions and powers as prescribed by relevant regulatory rules and these Articles. The Company has established a special meeting mechanism for independent directors. When the board of directors considers matters such as related-party transactions, they shall be preliminarily approved by the special meeting of independent directors. Where an independent director exercises the functions and powers listed in sub-paragraphs (1) to (3) of the preceding paragraph shall be considered and approved by a special meeting of independent directors. Where an independent director exercises the functions and powers listed in sub-paragraph (1) of the first paragraph, the Company will disclose it in a timely manner. If the above-mentioned functions and powers cannot be exercised normally, the Company will disclose the specific circumstances and reasons.

Original Articles	Amended Articles
Article 127 The following matters shall be submitted to the Board for consideration after being considered and approved by the special meetings of independent directors: (1) connected transactions that shall be disclosed; (2) plans of the Company and the relevant parties for the modification or waiver of their undertakings; (3) decisions made and measures taken by the Board of the acquired Company in relation to the acquisition; (4) other matters prescribed by the laws, administrative regulations, the securities regulatory rules in places where the Company is listed and the Articles of Association.	**Article 115** The Company shall hold special meetings of independent directors on a regular or ad hoc basis. The following matters shall be submitted to the board of directors for consideration after being considered and approved by the special meetings of independent directors: (1) related transactions that shall be disclosed; (2) plans of the Company and the relevant parties for the modification or waiver of their undertakings; (3) decisions made and measures taken by the board of directors of the acquired company in relation to the acquisition; (4) other matters prescribed by relevant regulatory rules and these Articles. Special meetings of independent directors may also, as needed, study and discuss other matters of the Company. A convenor and chairperson for a special meeting of independent directors shall be jointly elected by a majority of all independent directors. If the convenor fails or is unable to perform his or her duties, two or more independent directors may convene the meeting themselves and elect a representative to preside.

Original Articles	Amended Articles
	A resolution of the special meetings of independent directors shall be adopted by a majority vote of all independent directors. Minutes shall be prepared for special meetings of independent directors in accordance with the relevant requirements, and the opinions of independent directors shall be clearly recorded in the minutes. Independent directors shall sign to confirm the minutes. The Company shall provide convenience and support for the convening of special meetings of independent directors.
Article 128 A work report describing the situations regarding the performance of their duties shall be submitted by the independent directors at the annual general meeting of the Company.	/
Article 129 The Company shall establish a system governing the work of independent directors, specifying the terms of office, nomination, election and replacement, responsibilities and rights, performance guarantees and other matters of independent directors.	/
Article 130 The board of directors must explain to the shareholders' general meeting when a registered accountancy firm issues a non-standard audit opinion in respect of the Company's financial statements.	/
Article 131 The board of directors shall formulate "Rules of Procedure for Board of Directors' Meetings", in order to ensure the effective working and scientific policy-making of the board of directors.	/

Original Articles	Amended Articles
Article 132 When the board of directors makes a decision regarding the entering of new markets, mergers and acquisitions or investments in new fields, where the amount of investment or assets being acquired exceed ten per cent. (10%) of the Company's total assets, a consultancy body should be appointed to provide an expert opinion, as a major basis of the board of directors' decision. The "Rules of Procedure for the General Meetings" and "Rules of Procedures for the Board of Directors' Meetings" shall set out regulations for the limitations on the power of the board of directors to approve the investments in third parties, acquisition and disposal of assets, mortgage of assets, provision of guarantee to third parties, entrusted assets management, connected transactions and other related matters. The board of directors shall establish strict review and approval procedures for the above matters. For major investment projects exceeding the board of directors' approval limits, the board of directors must organise relevant experts and specialists to assess the projects, and report to the shareholders' general meeting for approval.	/

Original Articles	Amended Articles
Article 133 The board of directors, in disposing of the Company's fixed assets, shall not without the prior approval of the shareholders in general meeting, dispose of or agree to dispose of any fixed assets of the Company where the aggregate of the expected value or amount of consideration for the proposed disposition and any fixed assets of the Company which have been disposed of in the period of four (4) months immediately preceding the proposed disposition exceeds thirty-three per cent. (33%) of the value of the Company's fixed assets as shown in the last balance sheet submitted to the shareholders in shareholders' general meeting. For the purpose of this Article, a disposition includes an act involving some transfer of an interest in assets other than by way of security. The validity of a disposition by the Company shall not be affected by a breach of the first paragraph of this Article.	/

Original Articles	Amended Articles
Article 134 The chairman of the board of directors shall exercise the following powers:	**Article 116** The chairman of the board of directors shall exercise the following powers:
(1) to preside over shareholders' general meetings and convene and preside over meetings of the board of directors;	(1) to preside over general meetings and convene and preside over meetings of the board of directors;
(2) to organise the implementation of the responsibilities of the board of directors, and to supervise the implementation of board resolutions;	(2) to organise the implementation of the responsibilities of the board of directors, and to supervise the implementation of board resolutions;
(3) to sign the Company's securities;	(3) to sign the Company's securities;
(4) to sign major documents of the board of directors and other documents which require signature by the legal representative of the Company;	(4) to sign major documents of the board of directors and other documents which require signature by the legal representative of the Company;
(5) to exercise the powers of the legal representative;	(5) to exercise the powers of the legal representative;
(6) in the case of major natural disaster or other circumstances of force majeure, to exercise special management of matters of the Company in accordance with laws, regulations, and the interests of the Company, and subsequently to report to the board of directors and shareholders' general meeting;	(6) in the case of major natural disaster or other circumstances of force majeure, to exercise special disposal power of matters of the Company in accordance with laws, regulations, and the interests of the Company, and subsequently to report to the board of directors and general meeting;
(7) to exercise other powers as authorized by the board of directors.	(7) to exercise other powers as authorized by the board of directors.

Original Articles	Amended Articles
The vice-chairman of the board of directors shall assist the chairman of the board of directors with his or her duties. When the chairman is unable to, or does not, perform his or her duties, the vice-chairman of the board of directors shall perform the said duties (and if the Company has two or more vice-chairmen of the board of directors, the vice-chairman of the board of directors jointly elected by half or more of the total number of the directors shall perform the said duties). When the vice-chairman of the board of directors is unable to, or does not, perform his/her duties, a director jointly elected by half or more of the total number of the Directors shall perform the said duties.	The vice chairman of the board shall assist the chairman of the board with his or her duties. When the chairman is unable to, or does not, perform his or her duties, the vice chairman of the board shall perform the said duties (and if the Company has two or more vice chairmen of the board, the vice chairman of the board jointly elected by a majority of the total number of the directors shall perform the said duties). When the vice chairman of the board is unable to, or does not, perform his/her duties, a director jointly elected by a majority of the total number of the directors shall perform the said duties.
/	**Article 117** The chairman of the board conducts collective research, discussion or decision-making on important matters within the scope of authority granted to directors by the Articles of Association, matters authorized by the board of directors, and other relevant important matters through the chairman's special meeting. The Company has established a special meeting system for the chairman of the board, clearly defining specific matters such as authority, rules of procedure, meeting organization and document management, reporting of meeting resolutions, implementation and supervision. The system will be implemented after approval by the board of directors.

Original Articles	Amended Articles
Article 136 In any one of the following circumstances, the chairman should convene and chair an extraordinary meeting of the board of directors within ten working days: (1) shareholders representing not less than one-tenth of the voting rights requisition a meeting; (2) not less than one-third of the directors together requisition a meeting; (3) independent directors requisition a meeting after consideration and approval of the same at a special meeting; (4) the supervisory committee requisitions a meeting. Where the chairman cannot convene an extraordinary meeting of the board of directors for special reasons, the chairman shall appoint the vice-chairman or other director to convene the meeting. Where the chairman fails to convene the meeting without cause and fails to appoint any person to convene the meeting on his behalf, a director may be nominated by the vice-chairman or half or more of the total number of all directors to convene the meeting.	**Article 119** In any one of the following circumstances, the chairman of the board should convene and chair an extraordinary board meeting within ten (10) working days after receiving the proposal: (1) shareholders representing 10% or more of the voting shares requisition a meeting; (2) one-third or more of the directors together requisition a meeting; (3) independent directors requisition a meeting after consideration and approval of the same at a special meeting; (4) specialized committees of the board of directors requisition a meeting; (5) president requisitions a meeting. Where the chairman of the board cannot convene an extraordinary board meeting for special reasons, the chairman of the board shall appoint the vice chairman of the board or other director to convene the meeting. Where the chairman of the board fails to convene the meeting without cause and fails to appoint any person to convene the meeting on his behalf, a director may be nominated by the vice chairman of the board or a majority of the total number of all directors to convene the meeting.

Original Articles	Amended Articles
/	**Article 120** Board meetings shall be convened and held strictly in accordance with these Articles and the "Rules of Procedure for the Board Meetings". All directors shall be notified in advance as required and provided with sufficient meeting materials, including all information, data and materials necessary for directors to vote on the proposals, such as the relevant background materials of the meeting topics. Directors' enquiries shall be promptly answered, and relevant meeting materials shall be supplemented before the meeting as required by the directors. The Company shall ensure that independent directors enjoy the same right to information as other directors. It shall promptly send out notices of board meetings to independent directors in accordance with these Articles, and provide relevant meeting materials no later than the notice period stipulated by relevant regulatory rules, or the Articles of Association. The Company shall also provide independent directors with effective communication channels.

Original Articles	Amended Articles
Article 137 Notice of meeting of the board of directors shall be given in the following manner: (1) regular meetings of the board may be held without notice if the time and place of such meetings have been fixed in advance by the board; (2) notice of the time and place of meetings of the board, for which a time and place have not otherwise been fixed in advance by the board, shall be given by the chairman to the directors by telex, telegram, telefax, courier, registered airmail or personal delivery not less than ten (10) days in advance; (3) notices shall be given in the Chinese language. An English version may be attached if necessary. The agenda shall also be given. Any of the directors may waive his right to receive notice of board meeting; (4) any director may waive his rights to receive notice of board meeting.	**Article 121** Notice of board meeting shall be given in the following manner: (1) Regular board meetings may be held without notice if the time and venue of such meetings have been fixed in advance by the board. (2) Notice of the time and venue of board meetings, for which a time and venue have not otherwise been fixed in advance by the board of directors, shall be given by the chairman of the board not less than five (5) days in advance; where an extraordinary board meeting needs to be convened as soon as possible in emergency, the notice of the meeting may be sent by telephone or by other oral means, but the convener shall make explanations at the meeting and record in the minutes of the meeting. (3) Notification methods for the board meetings are: telex, telegram, telefax, E-mail, courier, registered airmail, personal delivery or other means. (4) Notices shall be given in the Chinese language. An English version may be attached if necessary. The agenda shall also be given. (5) Any director may waive his rights to receive notice of board meeting.

Original Articles	Amended Articles
Article 139 Unless otherwise specified in these Articles of Association, the quorum for a meeting of the board of directors is a majority of all members of the board (including directors who appoint other directors as proxies). Each member of the board shall have one vote. Any board resolution shall be passed by more than half of all the directors. When there is a tie, the chairman of the board shall have a casting vote. All resolutions passed by the executive directors committee shall be passed by two-thirds of all the executive directors attending the meeting. Regular meetings of the executive directors committee shall be convened by the chairman or the executive director appointed by the chairman. The resolutions of such meeting shall be circulated to all directors for the purpose of managing workflow.	**Article 123** Unless otherwise specified in relevant regulatory rules and these Articles, the quorum for a board meeting is a majority of all members of the board of directors (including directors who appoint other directors by proxies). Each member of the board shall have one vote. Any board resolution shall be passed by a majority of all the directors.

Original Articles	Amended Articles
Article 140 The directors should attend board meetings in person. Should any directors be unable to attend the meeting, he may authorize another director by a way of a written instrument of proxy to attend on his behalf. Should any independent director be unable to attend the meeting, he may review the meeting materials in advance to form a clear opinion, and authorize another independent director by way of a proxy form to attend on his behalf in writing. The proxy form shall set out the name of the proxy, the matter the appointment relates to, scope of authority and should be signed or sealed by the appointer. Any director acting as a proxy shall exercise the right of the appointment director within the scope of authority as set out in the proxy form. In the event that no proxy is appointed by the absent director to attend a board meeting, the absent director shall be deemed to have waived his right to vote at such a meeting.	**Article 124** The directors should attend board meetings in person. Should any directors be unable to attend the meeting, he may authorize another director by a way of a written instrument of proxy to attend on his behalf, and review the meeting materials in advance to form a clear opinion. The proxy form shall set out the name of the proxy, the matter the appointment relates to, scope of authority and valid period and should be signed or sealed by the principle. In relation to voting on proposals, the principal should specify his opinions on voting for, voting against or being abstain from voting on each of the proposals. A director shall not make or accept the entrustment without providing any voting intent on the proposals, discretionary entrustment or any entrustment not well defined. One director shall not accept entrustment by more than two directors to attend one board meeting on his/her behalf. Independent director cannot appoint a non-independent director as a proxy to attend the meeting. When considering related transactions, non-related directors shall not appoint related directors to attend the meeting on their behalf. Directors' liability in respect of matters to be voted shall not be waived by the entrustment of other directors. Any director acting as a proxy shall exercise the right on behalf of the principal within the scope of authority as set out in the proxy form. In the event that no proxy is appointed by the absent director to attend a board meeting, the absent director shall be deemed to have waived his right to vote at such a meeting.

Original Articles	Amended Articles
Article 141 If an independent director fails to attend two consecutive board meetings in person, nor does he/she entrust another independent director to attend on his/her behalf, the board of directors shall, within thirty (30) days as of the date of such occurrence, propose to convene a general meeting of shareholders to remove such independent director. Other directors shall be deemed as failing to carry out their duties if they fail to attend two consecutive board meetings in person and to appoint an alternate director to attend board meetings on their behalf. The board of directors shall propose at the shareholders' meeting for the removal of such directors.	**Article 125** If an independent director fails to attend two (2) consecutive board meetings in person, nor does he/she entrust another independent director to attend on his/her behalf, the board of directors shall, within thirty (30) days as of the date of such occurrence, propose to convene a general meeting to remove such independent director. Other directors shall be deemed as failing to carry out their duties if they fail to attend two (2) consecutive board meetings in person and to appoint an alternate director to attend board meetings on their behalf. The board of directors shall propose at the general meeting for the removal of such directors. Attendance in person includes attendance in person on site or by correspondence.
Article 143 A written resolution may be adopted by the board of directors if such resolution has been sent to all the directors and affirmatively signed by the number of directors which would form the quorum required to pass such a resolution. Such written resolution shall become a directors resolution in lieu of a board meeting, provided that such written resolution is sent to the secretary of the board of directors.	/

Original Articles	Amended Articles
Article 144 The minutes of the board resolutions discussed in the board meetings shall be recorded in the Chinese language. The board minutes shall include the following: (1) date, time, the name of the convener and the chairman; (2) name of the directors, the person preparing the proxy and the proxy attending; (3) agenda of the meeting; (4) the key points of the directors' views as expressed at the meeting (in the case of a written resolution, the key views of the directors set out in writing); (5) the opinion of the independent directors and whether such opinion is consistent with that of the directors; (6) the mechanism and results of voting for each resolution (the results shall include the number of votes cast for and against the resolution and the number of votes that abstained; (7) the signature of the directors.	**Article 127** The board of directors shall keep minutes of the meetings in accordance with the regulations. The minutes shall be true, accurate and complete, fully reflecting the opinions expressed by attendees on the matters considered. The board minutes shall include the following: (1) date, time, the name of the convener and the chairman; (2) name of the attending directors, the principal preparing the proxy attendance procedure and the proxy; (3) agenda of the meeting; (4) the key points of the directors' views as expressed at the meeting (in the case of a written resolution, the key views of the directors set out in writing); (5) the opinion of the independent directors (if any) and whether such opinion is consistent with that of the directors; (6) the mechanism and results of voting for each resolution (the results shall include the number of votes cast for and against the resolution or the number of votes that abstained); (7) the signature of the directors.

Original Articles	Amended Articles
CHAPTER 11 COMPANY SECRETARY	/
Article 146 The Company shall have a secretary of the board of directors ("the Secretary") who shall be a senior officer of the Company. The board of directors may set up a company secretarial working committee should the need arise.	/
Article 147 A director or senior officer of the Company may be appointed to act as the Secretary. The accountants of the accounting firm and lawyers of the law firm employed by the Company shall not be appointed to act as the Secretary. Where the Secretary is also a director of the Company and an act is required to be done by that director and the Secretary separately, a person who is both the Secretary and the director may not perform the act in both capacities.	/

Original Articles	Amended Articles
Article 148 The Secretary shall be a natural person having the requisite professional knowledge and experience and shall be nominated by the Chairman of the board and appointed or removed by the board of directors.	/
Article 149 The main responsibilities of the Secretary are: (1) to assist directors in performing the day-to-day functions of the board of directors; continuously provide, remind and ensure that directors understand the requirements of local and overseas regulatory bodies on the Company's operations, policies and requirements; assist directors and general manager to exercise their powers in accordance with the local and overseas laws and regulations, the Company's Articles and other relevant rules; (2) to be responsible for organizing and preparing documents for board meetings and shareholders' meeting; preparing minutes, ensuring that resolutions are passed in accordance with procedures required by law and be informed about the implementation of the board resolutions; (3) to be responsible for organizing and coordinating the Company's disclosure, ensuring a timely, accurate, legal, true and fair disclosure of information relating to the Company; maintaining investor relations and enhancing the Company's transparency; (4) to participate and coordinate fund raising in the capital markets; (5) to maintain relationships with market intermediaries, regulatory bodies, media and maintaining public relations.	/

Original Articles	Amended Articles
Article 150 The scope of the Secretary's duties includes the following: (1) coordinate and organize board meetings and shareholders' meetings, prepare the relevant materials for the meeting, arrange matters relating to the meeting, responsible for keeping minutes of the meetings, ensuring the accuracy of the minutes, keeping documents and minutes of the meeting, actively informing himself of the implementation of resolutions; reporting and providing recommendations to the board of directors on material matters that are being implemented; (2) ensure that material decisions of the board of directors are performed strictly in accordance with the relevant requirements. Upon the request of the board of directors, participate in the consultation and analysis of the matters before the board of directors and offer his opinion and make recommendations accordingly; be authorized to perform the day-to-day functions of the board of directors and other committees; (3) act as the Company's contact person with securities regulatory bodies, responsible for organizing, preparing and submitting documents required by such regulatory bodies, responsible for accepting, organizing and completing tasks delegated by such regulatory bodies; ensuring that the Company prepares and submits to the authorized bodies reports and documents required by such bodies in accordance with the law;	

Original Articles	Amended Articles
(4) responsible for coordinating and arranging for the disclosure of the Company, putting in place an appropriate disclosure mechanism, participating in all meetings relating to information disclosure, be made aware of the Company's material operating decisions and all related information; (5) responsible for keeping in confidence any price sensitive information of the Company, and put in place effective rules and systems for maintaining confidentiality of information. Where price sensitive information of the Company has been revealed to the public, take all necessary actions to rectify, explain and clarify and notify the overseas securities regulatory body of the place in which the Company is listed and the China Securities Regulatory Commission; (6) responsible for coordinating market publicity, reception of visitors, manage investor relations, maintain relationships with investors, market intermediaries and the mass media; responsible for ensuring that enquiries of the public are addressed, ensuring that investors receive information disclosed by the Company on a timely basis; organise and prepare publicity campaigns of the Company locally and overseas, preparing reports summarizing market publicity and material visits and arrange to report any related matters to the China Securities Regulatory Commission;	

Original Articles	Amended Articles
(7) ensuring that the Company's register of members is properly set up, responsible for maintaining and keeping the register of members, register of directors, information relating to shareholdings of substantial shareholders and directors, and a list of holders of debentures issued by the Company; (8) assisting directors and general manager to exercise their powers in accordance with local and overseas laws and regulations, the Company Articles and other requirements, and provide them with relevant information (including, but not limited to, providing newly appointed directors with all latest information published by the Company regarding corporate governance). When the Secretary is aware that the Company has made or may possibly pass resolutions that are in breach of the relevant requirements, he has an obligation to duly remind and report such breach to the China Securities Regulatory Commission and other regulatory bodies; (9) coordinate the provision of necessary information to the Company's supervisory committee and other audit committees to enable them to perform their supervisory functions, and assist the investigation of the integrity of the Company's financial controller, directors and general manager; (10) ensuring that the Company has a complete set of documents and minutes, such that persons who have the right to access to these documents and minutes can have timely access to such documents and minutes; (11) perform other duties delegated by the board of directors and the other duties required by any stock exchange on which the Company is listed.	

Original Articles	Amended Articles
Article 151 The Secretary shall guide or assist the Company to comply with any relevant laws of the PRC and of any place in which the shares of the Company are listed and with the rules and regulations of any securities regulatory bodies of the place in which the shares of the Company are listed.	/
CHAPTER 12 GENERAL MANAGER OF THE COMPANY	**CHAPTER 7 SENIOR MANAGEMENT OF THE COMPANY**
Article 152 The Company shall have a general manager who shall be nominated by the Chairman of the board and appointed or removed by the board of directors. Upon authorization by the board of directors, the general manager shall have the full right to manage the business of the Company and deal with the internal and external matters of the Company. Directors can also be employed as the general manager, deputy general manager or any other senior management personnel but directors holding such offices shall not exceed one half of all the directors of the Company.	**Article 129** The Company shall have a general manager who shall be appointed or removed by the board of directors. The general manager shall have a term of office of three (3) years and may serve consecutive terms upon reappointment. Upon authorization by the board of directors, the general manager shall have the full right to manage the business of the Company and deal with the internal and external matters of the Company. Directors (excluding directors who are members of the audit and compliance committee of the board of directors) may concurrently serve as the general manager, deputy general manager or any other senior management, provided that the total number of directors who concurrently serve as the senior management and the total number of directors who are served by employee representatives shall not exceed one half of all the directors of the Company.
Article 155 The general manager shall report to board of directors or supervisory committee material contracts entered into by the Company, the implementation of these contracts, the use of funds and profitability of the business. The general manager shall warrant the accuracy of such report.	**Article 132** The general manager shall report to board of directors (or upon the request of the audit and compliance committee), on the material contracts entered into by the Company, the implementation of these contracts, the use of funds and profitability of the business. The general manager shall warrant the accuracy of such report.

Original Articles	Amended Articles
Article 158 The "General Manager Guidelines" shall include the following: (1) the requirements, procedures and attendees of a general manager meeting; (2) the duties and division of responsibility between general manager, deputy manager and other senior management personnel; (3) the usage of the Company's funds and assets, the limits of his authority to enter into material contracts, and the mechanism of reporting to the board of directors and supervisory committees; (4) other necessary matters as the board of directors shall see fit.	**Article 135** The "General Manager Guidelines" shall include the following: (1) the requirements, procedures and attendees of the general manager working conference; (2) the duties and division of responsibility between general manager, deputy general manager and other senior management; (3) the usage of the Company's funds and assets, the limits of his authority to enter into material contracts, and the mechanism of reporting to the board of directors and the audit and compliance committee; (4) other necessary matters as the board of directors deems necessary.
/	**Article 136** The general manager shall, through the general manager working conference, conduct collective research, discussion or decision-making on material matters within the scope of authority granted to the general manager by the Articles of Association, on matters authorized by the board of directors or the chairman of the board and other relevant material matters. The Company shall formulate the general manager working conference system to clarify specific matters related to the authority, rules of procedure, meeting organization and documents management, implementation and supervision, etc., and report to the board of directors for approval before implementation.
Article 160 In exercising their powers, the general manager, the deputy general manager and the financial controller shall comply with law, administrative regulations and the Company Articles and act honestly and diligently.	/

Original Articles	Amended Articles
Article 146 The Company shall have a secretary of the board of directors ("the Secretary") who shall be a senior officer of the Company. The board of directors may set up a company secretarial working committee should the need arise.	**Article 138** The Company shall have a secretary to the board who shall be a member of senior management of the Company. The board of directors may set up a company secretarial working committee as required. The Company shall establish a working system for the secretary to the board, set out in detail the main duties, the qualifications for the job, appointment and dismissal of the secretary to the board and other matters, and implement such upon the approval of the board of directors.
Article 148 The Secretary shall be a natural person having the requisite professional knowledge and experience and shall be nominated by the Chairman of the board and appointed or removed by the board of directors.	**Article 139** The secretary to the board shall be a natural person having the requisite professional knowledge and experience and shall be nominated by the chairman of the board and appointed or removed by the board of directors.
Article 149 The main responsibilities of the Secretary are: (1) to assist directors in performing the day-to-day functions of the board of directors; continuously provide, remind and ensure that directors understand the requirements of local and overseas regulatory bodies on the Company's operations, policies and requirements; assist directors and general manager to exercise their powers in accordance with the local and overseas laws and regulations, the Company's Articles and other relevant rules; (2) to be responsible for organizing and preparing documents for board meetings and shareholders' meeting; preparing minutes, ensuring that resolutions are passed in accordance with procedures required by law and be informed about the implementation of the board resolutions;	The secretary to the board is responsible for matters such as preparing the Company's general meetings and the board meetings, safekeeping documents, managing the information of the Company's shareholders and handling information disclosure and the investors relations management. The secretary to the board shall comply with relevant provisions of relevant regulatory rules and the Articles of Association and its appendices.

Original Articles	Amended Articles
(3) to be responsible for organizing and coordinating the Company's disclosure, ensuring a timely, accurate, legal, true and fair disclosure of information relating to the Company; maintaining investor relations and enhancing the Company's transparency; (4) to participate and coordinate fund raising in the capital markets; (5) to maintain relationships with market intermediaries, regulatory bodies, media and maintaining public relations.	
Article 150 The scope of the Secretary's duties includes the following: (1) coordinate and organize board meetings and shareholders' meetings, prepare the relevant materials for the meeting, arrange matters relating to the meeting, responsible for keeping minutes of the meetings, ensuring the accuracy of the minutes, keeping documents and minutes of the meeting, actively informing himself of the implementation of resolutions; reporting and providing recommendations to the board of directors on material matters that are being implemented; (2) ensure that material decisions of the board of directors are performed strictly in accordance with the relevant requirements. Upon the request of the board of directors, participate in the consultation and analysis of the matters before the board of directors and offer his opinion and make recommendations accordingly; be authorized to perform the day-to-day functions of the board of directors and other committees;	

Original Articles	Amended Articles
(3) act as the Company's contact person with securities regulatory bodies, responsible for organizing, preparing and submitting documents required by such regulatory bodies, responsible for accepting, organizing and completing tasks delegated by such regulatory bodies; ensuring that the Company prepares and submits to the authorized bodies reports and documents required by such bodies in accordance with the law; (4) responsible for coordinating and arranging for the disclosure of the Company, putting in place an appropriate disclosure mechanism, participating in all meetings relating to information disclosure, be made aware of the Company's material operating decisions and all related information; (5) responsible for keeping in confidence any price sensitive information of the Company, and put in place effective rules and systems for maintaining confidentiality of information. Where price sensitive information of the Company has been revealed to the public, take all necessary actions to rectify, explain and clarify and notify the overseas securities regulatory body of the place in which the Company is listed and the China Securities Regulatory Commission;	

Original Articles	Amended Articles
(6) responsible for coordinating market publicity, reception of visitors, manage investor relations, maintain relationships with investors, market intermediaries and the mass media; responsible for ensuring that enquiries of the public are addressed, ensuring that investors receive information disclosed by the Company on a timely basis; organise and prepare publicity campaigns of the Company locally and overseas, preparing reports summarizing market publicity and material visits and arrange to report any related matters to the China Securities Regulatory Commission; (7) ensuring that the Company's register of members is properly set up, responsible for maintaining and keeping the register of members, register of directors, information relating to shareholdings of substantial shareholders and directors, and a list of holders of debentures issued by the Company; (8) assisting directors and general manager to exercise their powers in accordance with local and overseas laws and regulations, the Company Articles and other requirements, and provide them with relevant information (including, but not limited to, providing newly appointed directors with all latest information published by the Company regarding corporate governance). When the Secretary is aware that the Company has made or may possibly pass resolutions that are in breach of the relevant requirements, he has an obligation to duly remind and report such breach to the China Securities Regulatory Commission and other regulatory bodies;	

Original Articles	Amended Articles
(9) coordinate the provision of necessary information to the Company's supervisory committee and other audit committees to enable them to perform their supervisory functions, and assist the investigation of the integrity of the Company's financial controller, directors and general manager; (10) ensuring that the Company has a complete set of documents and minutes, such that persons who have the right to access to these documents and minutes can have timely access to such documents and minutes; (11) perform other duties delegated by the board of directors and the other duties required by any stock exchange on which the Company is listed.	
Article 151 The Secretary shall guide or assist the Company to comply with any relevant laws of the PRC and of any place in which the shares of the Company are listed and with the rules and regulations of any securities regulatory bodies of the place in which the shares of the Company are listed.	
/	**Article 141** The Company shall execute the chief legal advisor system, and shall have a chief legal advisor, who shall play its role as the gatekeeper for legal review in operation management to facilitate the lawful operation and compliance management of the Company.
Article 161 The general manager, deputy general manager, financial controller and other senior management personnel shall give notice of their resignation to the board of directors in accordance with the provisions of their respective service contracts and shall follow the various procedures and requirements as provided for in such service contracts.	**Article 142** The general manager, deputy general manager, financial officer and other senior management may resign prior to the expiry of its term of service. The specific procedures and requirements for the resignation of the aforesaid senior management shall be stipulated in accordance with the service contracts between the person and the Company.

Original Articles	Amended Articles
CHAPTER 13 SUPERVISORY COMMITTEE	/
Article 162 The Company shall have a supervisory committee.	/
Article 163 The supervisory committee shall consist of seven (7) supervisors, including four (4) supervisors who are not employee representatives (including supervisor who are qualified to act as external supervisors) and three (3) supervisors representing the employees. Supervisors who are not employee representatives shall be elected and removed from office by the shareholders in general meeting. The supervisors representing the employees shall be democratically elected and removed from office by the employees. The supervisory committee shall have one chairman who shall be a supervisor. The term of office for a supervisor is three (3) years and the supervisor is eligible for re-election at the expiration of the term. The election or removal of the chairman of the supervisory committee shall be decided by two-thirds or more of the members of the supervisory committee. The chairman of the supervisory committee shall co-ordinate the performance of the committee's duties. Where the chairman of the supervisory committee cannot perform his duties, half or more of the members of the supervisory committee shall appoint a supervisor to exercise the chairman's powers on behalf of the chairman.	/
Article 164 The supervisory committee shall set up an operations committee, according to its needs, to manage the supervisory committee's day-to-day operations.	/
Article 165 The directors, the general manager, the deputy general manager, financial officers and the Secretary of the Company shall not act as supervisors concurrently.	/

Original Articles	Amended Articles
Article 166 The list of candidates for election as supervisors who are not employee representatives shall be placed as a resolution before a general meeting of shareholders. Candidates for election as supervisors who are not employee representatives (other than the candidates for election as independent supervisors) may be nominated by the board of directors, supervisory committee, and shareholders individually or together holding three per cent. (3%) or more of the total voting shares of the Company, and shall be elected at the shareholders' general meetings. Amongst candidates for election as supervisors who are not employee representatives, the candidates for election as independent supervisors may be nominated by the board of directors, supervisory committee and shareholders individually or together holding one per cent. (1%) or more of the total voting shares of the Company, and shall be elected at the shareholders' general meeting.	/

Original Articles	Amended Articles
Article 167 The following procedure must be followed when electing supervisors who are not employee representatives: (1) Before nominating a candidate for election as a supervisor who is not an employee representative, the nominator should first obtain the consent of the nominee, and fully understand the nominee's qualifications, education, profession, detailed working experience and other positions held, and the said nominator is responsible for providing such written materials to the Company. The candidate shall provide a written undertaking to the Company, agree to accept the nomination, undertake that the publicly disclosed materials relating to the candidate are true and complete and guarantee that following election they will practically carry out the responsibilities of a supervisor; (2) If the nomination of a candidate for election as a supervisor who is not an employee representative occurs before the Company holds a meeting of the board of directors, then the written materials regarding the nominee set out in paragraph (1) of this Article shall be published in the same announcement as that containing the resolutions of the board of directors or the resolutions of the supervisory committee or the corresponding notice of a shareholders' general meeting;	/

Original Articles	Amended Articles
(3) If a shareholder who has the nomination power proposes to a shareholders' general meeting a candidate for the election as a supervisor who is not an employee representative, then a written notice of the intention of such person nominating the candidate and the willingness of the nominee to accept the nomination, together with the written materials and undertakings relating to the nominee set out in paragraph (1) of this Article, shall be delivered to the Company ten (10) days prior to the date of the shareholders' general meeting.	
Article 168 The Supervisory Committee shall propose at a shareholders' meeting or trade union representatives' meeting for the removal of a supervisor who, without reasons, fails to attend in person two consecutive supervisory committee meetings and fails to nominate another supervisor to act on his behalf. A supervisor may resign before the termination of his office, and the provisions set out in Chapter 10 in relation to the resignation of directors shall be applicable to supervisors.	/
Article 169 Supervisory committee meetings shall be held at least four times each year, and the Chairman of the supervisory committee shall be responsible for convening such meeting. All supervisors shall be given 10 days' notice of the supervisory committee meeting, such notice shall be given by electronic means, fax, express post, registered post or in person. Such notice shall also include the date of the meeting, the place and duration of the meeting, the agenda and resolutions to be passed and the date of the notice. If an extraordinary supervisory committee meeting is proposed to be convened, all supervisors shall be given three days verbal or written notice of the meeting.	/

Original Articles	Amended Articles
Article 170 The supervisory committee shall report to shareholders' general meetings and shall have the following powers: (1) to inspect the Company's financial situation; (2) to supervise the directors and senior officers in relation to their performance of duties of the Company and to propose removal of a director or a senior officer who has contravened any law, administrative regulation, these Articles of Association or resolutions passed at a general meeting of shareholders; (3) to require the directors, the general manager, deputy general manager, financial controller and secretary of the Company to rectify their behaviour when their conduct is harmful to the interest of the Company and to report to the shareholders' general meeting or the relevant competent authority of the State if necessary; (4) to verify the financial reports, business reports, profit distribution proposal and other financial information proposed to be submitted to shareholders' general meetings and in the case of doubt, may request public accountants or auditors in the name of the Company to assist reviewing the same; to review periodic reports of the Company prepared by the board of directors and to furnish written review opinions; (5) to make recommendations in relation to the appointment of accountant; (6) to propose extraordinary resolutions at the annual shareholders' meeting.	/

Original Articles	Amended Articles
(7) to requisite for convening extraordinary shareholders' meetings, and to convene and preside over the shareholders' general meetings when the board of directors fail to do so in accordance with the Company Law; (8) to requisite for convening interim board meetings; (9) to initiate proceedings against a director and senior officer in accordance with section 152 of the Company Law; (10) to conduct investigation into any identified irregularities in the Company's operations, and where necessary, to engage accountants, legal advisers or other professionals to assist in the investigation; and (11) to exercise other powers specified by the laws, administrative regulations, in the Articles of Association and as authorized by the shareholders' meeting. The supervisors may attend board meetings as non-voting attendees, and to make enquiries or give recommendations about the resolutions of the board of directors.	
Article 171 Unless otherwise required by the Articles of Association, the supervisory committee shall resolve by way of passing a resolution with the affirmative votes of two-thirds or more of the members of the supervisory committee.	/

Original Articles	Amended Articles
Article 172 Minutes shall be kept for all supervisory committee meetings. All supervisors attending the meeting and the person recording the minutes shall sign on the minutes of the supervisory meeting. Supervisors have the right to make, in the minutes, certain clarifications of the opinions they expressed at the supervisory committee meeting. Minutes of the supervisory committee meeting shall be permanently kept by the Company.	/
Article 173 Any reasonable expenses incurred by the supervisory committee in employing professionals such as lawyers, public accountants or auditors in the exercise of its authority shall be assumed by the Company.	/
Article 174 A supervisor shall act honestly in discharging his supervisory responsibilities in accordance with law, administrative regulations and the Company Articles.	/

Original Articles	Amended Articles
CHAPTER 14 QUALIFICATIONS AND OBLIGATIONS OF DIRECTORS, SUPERVISORS AND SENIOR OFFICERS OF THE COMPANY	**CHAPTER 8 QUALIFICATIONS AND OBLIGATIONS OF DIRECTORS AND SENIOR MANAGEMENT OF THE COMPANY**
Article 175 A person shall be disqualified from being a director, a supervisor or a senior officer of the Company if any of the following applies: (1) the individual has no civil capacity or his civil capacity is restricted; (2) a period of less than five (5) years has elapsed since the person was released after serving the full term of a sentence of corruption, bribery, expropriation of assets, misappropriation of assets or social and economic disorder or since the deprival of political rights on the person due to a criminal conviction; (3) a period of less than three (3) years has elapsed since a company or an enterprise in which the person was a director, factory supervisor or a manager was wound up due to mismanagement and such person was held personally liable to the winding up of the company or the enterprise; (4) a period of less than three (3) years has elapsed since the revocation of the licence of a company or an enterprise for illegal business operations under circumstances where the person was the legal representative of such company or enterprise and was held personally liable to the illegal business operations of the company or the enterprise;	**Article 143** A person shall be disqualified from being a director or a member of senior management of the Company if any of the following applies: (1) the individual has no civil capacity or his civil capacity is restricted; (2) a period of less than five (5) years has elapsed since the person was released after serving the full term of a sentence of corruption, bribery, expropriation of assets, misappropriation of assets or social and economic disorder or since the deprival of political rights on the person due to a criminal conviction, or has been declared on probation, where less than two (2) years have elapsed since the date of the completion of the probation period; (3) a period of less than three (3) years has elapsed since a company or an enterprise in which the person was a director, factory supervisor or a manager was wound up and such person was held personally liable to the winding up of the company or the enterprise;

Original Articles	Amended Articles
(5) the person has a debt of a material amount which has not been repaid or cleared when due; (6) a civil servant; (7) the person has committed criminal offence and is subject to investigation by judicial authorities and the case has yet to be settled; (8) provisions of law or administrative regulations stipulates that the person is not permitted to assume the position of a leader of an enterprise; (9) the person not being a natural person; (10) a period of less than five (5) years has elapsed since the date when the person was convicted of offences involving fraud or dishonesty and was considered by the relevant authorities to have violated relevant securities regulations; (11) persons who have been identified as being prohibited from participating in the markets by the China Securities Regulatory Commission and where such prohibitions are still in force; (12) other particulars as provided for by the laws, administrative laws and regulations or departmental rules and regulations. If the election or appointment of a director, supervisor or senior officer is taken place in contravention of this Article, the said election, appointment or engagement shall be invalid. If a director, supervisor or senior officer falls into any of the circumstances set forth in the first paragraph of this Article during his term of office, the Company shall relieve him of his duties.	(4) a period of less than three (3) years has elapsed since the revocation of the licence or the order for closure of a company or an enterprise for illegal business operations under circumstances where the person was the legal representative of such company or enterprise and was held personally liable to the illegal business operations of the company or the enterprise; (5) the person has a debt of a material amount which has not been repaid or cleared when due and has been listed as a dishonest person subject to enforcement by the People's Court; (6) a person who has been and is still being banned by the CSRC from entering the stock market; (7) a person who is publicly identified by a stock exchange as inappropriate to act as a director or senior management of listed company, where the designated period has not yet expired; (8) other circumstances specified by the relevant regulatory rules. Any election of a director or employment of a senior management in violation of this Article shall be invalid.

Original Articles	Amended Articles
/	**Article 144** Should any director or senior management fall under any circumstances in Article 143(1) to (6) of these Articles during their tenure, or if an independent director loses his/her independence as stipulated by the relevant regulatory rules after assuming office, the relevant director or senior management should immediately cease their duties, and the Company should dismiss their position in accordance with relevant regulations. In case of the circumstances in Article 143(7) or (8) of these Articles arising during tenure of any director or senior management, the Company should dismiss their position within thirty (30) days from the date of occurrence, except where otherwise stipulated by the domestic stock exchanges where the Company's shares are listed. If relevant directors who are supposed to cease their duties but haven't ceased their duties, or those supposed to be dismissed but haven't been dismissed, and if they attend the board meetings, its specialized committee meetings and independent director specialized meetings and vote thereat, their votes shall be deemed invalid and they shall not be counted in the quorum.
/	**Article 145** If an independent director does not propose to resign due to the fact that he/she contravenes the circumstances stipulated in Article 143 of these Articles or does not meet the independence requirements, the board of directors shall immediately dismiss him in accordance with the provisions after it knows or should have known of the occurrence of such fact.
Article 176 The validity of an act of a director or senior officer of the Company on behalf of the Company is not, vis-a-vis a bone fide third party, affected by any irregularity in his election or appointment or any defect in his qualification.	/

Original Articles	Amended Articles
Article 177 Directors, supervisors and senior officers of the Company cannot act on behalf of the Company or the board of directors, without being legally authorized by the Articles of Association or by the board of directors. Where such persons act on their own behalf but a third party may reasonably assume such persons to be acting on behalf of the Company, such persons shall state their own positions and identities.	**Article 146** Directors and senior management of the Company cannot act on behalf of the Company or the board of directors, without being legally authorized by the Articles of Association or by the board of directors. Where such persons act on their own behalf but a third party may reasonably assume such persons to be acting on behalf of the Company or the board of directors, such persons shall state their own positions and identities.
Article 178 In addition to obligations imposed by law or administrative regulations or required by the stock exchanges on which shares of the Company are listed, each director, supervisor or senior officer of the Company owes the following duties to each shareholder, in the exercise of the powers of the Company entrusted to him: (1) not to cause the Company to exceed the scope of business stipulated in its business licence; (2) to act honestly in what he considers to be in the best interests of the Company; (3) not to expropriate in any guise the Company's assets, including without limitation, not to usurp the Company's opportunities; (4) not to expropriate the individual rights of shareholders, including without limitation, rights to distribution and voting rights, save and except pursuant to a restructuring submitted to shareholders for approval in accordance with these Articles.	/

Original Articles	Amended Articles
Article 179 Each director, supervisor or senior officer of the Company 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. The duty of diligence to be discharged by directors, supervisors and senior officers includes but not limited to: (1) to exercise the rights conferred upon them in a prudent, serious and diligent manner so as to ensure that the commercial activities carried out by the Company are in compliance with the laws and administrative regulations, as well as the requirements of various economic policies of the State and falls within the scope of business provided for in the business license; (2) to treat all shareholders equally; (3) to keep informed of the business operation and management of the Company in a timely manner; (4) to sign a written confirmation or opinion in connection with the regular reports of the Company and to ensure that the information disclosed by the Company is true, accurate and complete; (5) to inform the supervisory committee of the relevant circumstances and information that is in accordance with the facts, and shall not impede the supervisory committee or a supervisor from exercising their powers; and	**Article 147** The directors and senior management shall comply with the relevant regulatory rules and the Articles of Association, and bear the duty of diligence to the Company. In performing their duties, they shall exercise the reasonable care that a manager should ordinarily exercise for the best interests of the Company. The directors and senior management shall have the following duties of diligence to the Company: (1) to exercise the rights conferred upon them in a prudent, serious and diligent manner so as to ensure that the commercial activities carried out by the Company are in compliance with the laws and administrative regulations, as well as the requirements of various economic policies of the State and falls within the scope of business provided for in the business license; (2) to treat all shareholders equally; (3) to keep informed of the business operation and management of the Company in a timely manner; (4) to sign a written confirmation or opinion in connection with the regular reports of the Company and to ensure that the information disclosed by the Company is true, accurate and complete; (5) to inform the audit and compliance committee of the relevant circumstances and information that is in accordance with the facts, and shall not impede the audit and compliance committee from exercising their powers; and

Original Articles	Amended Articles
(6) to perform other duties of diligence as required by the laws, administrative regulations, rules and regulations of authorized departments and these Articles of Association.	(6) to perform other duties of diligence as required by the relevant regulatory rules and these Articles.
Article 180 A director, supervisor and senior officer of the Company, in the exercise of the powers of the Company entrusted to him, must observe the fiduciary principle and shall not place himself in a position where his duty and his interest may be in conflict with the same. The principle includes without limitation a duty: (1) to act honestly in what he considers to be in the best interests of the Company; (2) to exercise the powers within his authority and not to exceed the relevant authority; (3) to exercise the discretion vested in him personally and not to allow himself to act under the direction of another and, unless and to the extent permitted by laws, administrative regulations or the informed consent of shareholders in general meeting, not to delegate the exercise of his discretion; (4) to treat shareholders of the same class equally and to treat shareholders of different classes fairly; (5) except in accordance with these Articles or with the informed consent of shareholders in shareholders' general meeting, not to enter into a contract, transaction or arrangement with the Company;	**Article 148** Directors and senior management shall comply with the relevant regulatory rules and the Articles of Association, bear the duties of loyalty to the Company, take measures to avoid conflicts of interests between their personal interests and the interests of the Company, and shall not take advantage of their positions and powers to gain improper benefits. The directors and senior management shall have the following duties of loyalty to the Company: (1) not to encroach on the assets of the Company or misappropriate the funds of the Company; (2) not to put any funds of the Company under any account opened in their own names or in the name of others for deposits; (3) not to accept bribes or other illegal income by taking advantage of their position or powers; (4) not to directly or indirectly enter into contracts or conduct transactions with the Company without reporting to the board of directors or the general meeting and having a resolution adopted by the board of directors or the general meeting in accordance with the provisions of the Articles of Association;

Original Articles	Amended Articles
(6) without the informed consent of shareholders in general meetings, not to use the Company's assets for his own benefit in any form;	(5) not to take advantage of their positions to seek business opportunities for themselves or others that should belong to the Company, unless reported to the board of directors or the general meeting and adopted by the resolution of the general meeting, or if the Company is unable to utilize such opportunity pursuant to laws, administrative regulations, or the provisions of the Articles of Association;
(7) not to accept bribery or other illegal income and not to expropriate in any guise the Company's assets including without limitation, not to usurp the Company's opportunities;	(6) not to engage in or operate businesses similar to those of the Company for themselves or others without reporting to the board of directors or the general meeting and having a resolution adopted by the general meeting;
(8) without the informed consent of shareholders in general meeting, not to accept commissions in connection with the Company's transactions;	(7) not to accept commissions from others involved in transactions with the Company for their own uses;
(9) to comply with the Articles of Association and act honestly in exercising his powers and discharging his functions and act in the best interest of the Company and not to use his position and power to make profits for himself;	(8) not to disclose the Company's secrets without authorization;
(10) without the informed consent of shareholders in general meeting, not to compete with the Company;	(9) not to use their connected relationship to impair the interests of the Company;
(11) not to expropriate funds of the Company or to lend the capital of the Company to others and not to expropriate the Company's assets and deposit the same in his own name or another's name and not to use the Company's assets to provide security for any of the indebtedness of a shareholder of the Company or other person;	(10) other duties of loyalty as required by the relevant regulatory rules and the Articles of Association.

Original Articles	Amended Articles
(12) unless otherwise permitted by the informed consent of shareholders in general meeting, to keep in confidence confidential information acquired by him in the course of and during his office and not to use such information other than in furtherance of the interests of the Company, save and except that disclosure of such information to the court or other governmental authorities is permitted if: (i) disclosure is made under compulsion of law; (ii) there is a duty to the public to disclose; (iii) it is so required for the interest of the director, supervisor or senior officer of the Company. Any profits derived by a director, supervisor and senior officer in contravention of this Article shall be for the account of the Company. The relevant director, supervisor and senior officer shall be personally liable for any loss suffered by the Company as a result of his contravention of this Article.	Any profits derived by a director and senior management in contravention of this Article shall be for the account of the Company. The relevant director and senior management shall be personally liable for any loss suffered by the Company as a result of his contravention of this Article. When close relatives of directors and senior management, enterprises directly or indirectly controlled by directors, senior management, or their close relatives, and other connected parties with connected relationships to directors and senior management enter into contracts or conduct transactions with the Company, item (4) of paragraph 2 of this Article shall apply.

Original Articles	Amended Articles
Article 181 A director, supervisor or senior officer of the Company shall not cause any of the following persons or authorities ("Connected Person") to do what he is prohibited from doing: (1) the spouse or minor child of that director, supervisor or senior officer; (2) a person acting in a capacity of a trustee of that director, supervisor or senior officer or any person referred to in sub-paragraph (1) above; (3) a person acting in a capacity of a partner of that director, supervisor or senior officer or any person referred to in sub-paragraphs (1) and (2) above; (4) a company in which that director, supervisor or senior officer, alone or jointly with one or more persons referred to in sub-paragraphs (1), (2) and (3) above and other directors, supervisors or senior officers of the Company, has a de facto controlling interest; (5) a director, supervisor or senior officers of a company referred to in sub paragraph (4).	/

Original Articles	Amended Articles
Article 182 During their respective term of office, a director, supervisor and senior officer of the Company shall regularly report to the Company their shareholdings in the Company and any changes in such shareholdings, and shall not transfer on an annual basis more than twenty-five per cent. (25%) of the total number of shares held in the Company. The shares held by such director, supervisor and senior officer are non-transferrable within one (1) year from the date on which the shares of the Company are listed and traded. The aforesaid personnel shall not transfer their shares in the Company within six months from the termination date of their employment with the Company. This provision shall not apply to the change in shareholdings due to judicial enforcement, succession, legacy and division of properties according to law. If the number of shares held by a director, supervisor or senior officer is not more than 1,000 shares, such director, supervisor or senior officer may transfer all of his or her shares in lump sum and shall be free from the restriction on transfer ratio as described in the preceding paragraph.	/

Original Articles	Amended Articles
Article 183 Where a director and senior officer gives notice of this resignation or where his office terminates, the duty of a director, supervisor and senior officer does not necessarily cease when the resignation report has not become effective, or within a reasonable period after it has become effective or within a reasonable period after the termination of his office. The duty of confidence in relation to trade secrets of the Company survives the termination of his office until such trade secrets becomes public information. Other duties may continue for such a period as fairness may require and depending on the time which has elapsed between the termination and the act concerned and the circumstances under which the relationship with the Company is terminated.	**Article 149** The resignation of a senior management shall take effect upon receipt of the resignation letter by the board of directors. If directors or senior management of the Company give notice of their resignation or if their term of office expire, they shall complete all handover procedures with the Company. The duties of loyalty borne by the directors and senior management to the Company and shareholders shall not necessarily cease within a reasonable period of their resignation or the expiry of the term of their tenure. Their obligations to maintain confidentiality of the Company's business confidential information shall remain effective before such business confidential information becomes public information, and they shall also strictly abide with the obligations of non-competition within the same industry as agreed with the Company. Other duties may continue for such a period as fairness may require and depending on the time which has elapsed between the termination and the act concerned and the circumstances under which the relationship with the Company is terminated. The obligations that directors and senior management should bear for performing their duties during their term of office shall not be exempted or terminated due to their resignation. The Company shall establish a management system for the resignation of directors and senior management, clarifying the protective measures regarding accountability and compensation for unfulfilled public undertakings and other outstanding matters. Such system shall be implemented after approval by the board of directors.

Original Articles	Amended Articles
/	**Article 150** The senior management of the Company shall faithfully perform their duties, and safeguard the best interests of the Company and all shareholders. Any senior management of the Company who fails to faithfully perform his/her duties or breaches the fiduciary duty shall indemnify the Company and the public shareholders for the damages arising therefrom according to law.
Article 184 Directors, supervisors and senior officers of the Company who determine their office before the end of the term shall compensate the loss suffered by the Company as a result of such early termination.	**Article 151** If a director or a senior management causes damage to others while performing his/her duties in the Company, the Company shall bear the liability for compensation. If the director or the senior management acts with intent or gross negligence, they shall also bear liability for compensation. A director or a senior management who violates any relevant regulatory rules or these Articles in performing his/her duties shall be liable for indemnifying the Company against any loss so caused.
Article 185 A director, supervisor or senior officer shall be personally liable for any loss suffered by the Company as a result of a violation by him of any law, administrative regulation, rules and regulations of authorized departments or these Articles of Association in the course of performing his duties. Except for the circumstances under Article 57, a director, supervisor or senior officer may be relieved of liability for specific breaches of his duty by the informed consent of shareholders in general meeting.	

Original Articles	Amended Articles
Article 186 Where a director, supervisor or senior officer is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company, other than his contract of service, he shall disclose the nature and extent of his interest to the board of directors at the earliest opportunity, whether or not such contract, transaction or arrangement or proposal therefore is otherwise subject to the approval of the board of directors. A director shall not be entitled to vote, whether for himself or on behalf of another director, on (nor shall be counted in the quorum in relation to) any resolution of the board in respect of any contract, transaction or arrangement in which he or any of his associates as defined in the Listing Rules ("Associate") has any material interest. A board meeting in respect of any contract, transaction or arrangement in which a director or any of his Associates has any material interest can be convened where a majority of the disinterested directors of the Company attend the meeting and any such resolutions shall be passed by a majority of the disinterested directors of the Company. If the number of disinterested directors present at a board meeting is less than 3, the matters shall be presented to the shareholders for consideration at a general meeting.	/

Original Articles	Amended Articles
Unless the interested director, supervisor or senior officer has disclosed his interest in accordance with this Article and the contract, transaction or arrangement has been approved by the board at a meeting in which the interested director is not counted in the quorum and has refrained from voting, such contract transaction or arrangement in which a director, supervisor or senior officer is materially interested in is voidable at the instance of the Company except as against a bona fide party thereto acting without notice of the breach of duty by the director, supervisor or senior officer concerned. For the purposes of this Article, a director, supervisor or senior officer is deemed to be interested in a contract, transaction or arrangement in which a Connected Person or Associate of such director, supervisor or senior officer is so interested.	
Article 187 Where a director, supervisor or senior officer of the Company gives to the board of directors a general notice in writing stating that by reason of facts specified in the notice, he is interested in contracts, transactions or arrangements of any description which may subsequently be made by the Company, that notice shall be deemed for the purposes of this Chapter to be sufficient declaration of his interest, so far as attributable to those facts, in relation to any contract, transaction or arrangement of that description which may subsequently be made by the Company; provided that such a general notice shall have been given before the date on which the question of entering into the relevant contract, transaction or arrangement is first taken into consideration by the Company.	/
Article 188 The Company shall not in any manner pay taxes for or on behalf of a director, supervisor or senior officer of the Company.	/

Original Articles	Amended Articles
Article 189 The Company shall not directly or indirectly make a loan to a director, supervisor or senior officer or to a director, supervisor or senior officer of its parent company, provide any guarantee in connection with a loan made by any person to such a director, supervisor or senior officer, or make a loan to or provide any guarantee in connection with any loan made by any person to a Connected Person of such a director, supervisor or senior officer. The following transactions are not subject to the prohibition set out in foregoing paragraph of this Article: (1) the provision of a loan or a guarantee for a loan by the Company to a company which is a subsidiary of the Company; (2) the provision of a loan or a guarantee for a loan or other sums by the Company under a service contract with any of its directors, supervisors or senior officers as approved by shareholders in general meeting for meeting expenditure incurred or to be incurred by him for the purposes of the Company or for the purpose of enabling him properly to perform his duties; (3) the Company may make a loan to or provide a guarantee for a loan made by another person to any of its directors, supervisors or senior officers or a Connected Person of such director, supervisor or senior officer in the ordinary course of its business on normal commercial terms, where the ordinary course of business of the Company includes the lending of money or the giving of guarantees.	/
Article 190 A loan made by the Company in breach of the preceding Article shall be forthwith repaid by the recipient of the loan regardless of the terms of the loan.	/

Original Articles	Amended Articles
Article 191 A guarantee provided by the Company in breach of Article 189(1) shall be unenforceable against the Company unless: (1) the guarantee was provided in connection with a loan to a Connected Person of a director, supervisor or senior officer of the Company or its parent company and at the time the loan was advanced the lender was not aware of the relevant circumstances; or (2) any collateral provided has been lawfully disposed of by the lender to a bona fide purchaser.	/
Article 192 For the purposes of the foregoing Articles in this Chapter, a guarantee includes an undertaking by the guarantor or the provision of assets to secure the performance of obligations by the obligor.	/

Original Articles	Amended Articles
Article 193 In addition to any rights and remedies provided by law and administrative regulations, where a director, supervisor or senior officer is in breach of his duties to the Company, the Company has a right to: (1) recover from such director, supervisor or senior officer compensation for losses sustained by the Company as a result of such breach; (2) rescind any contract or transaction entered into by the Company with such director, supervisor or senior officer and any contract or transaction entered into by the Company with a third party where such third party knew or should have known there was such a breach; (3) request the director, supervisor or senior officer to account for the profits arising from such breach; (4) recover any monies received by the director, supervisor or senior officer which should have belonged to the Company including without limitation commissions; (5) request for the return from such director, supervisor or senior officer of the interest earned or which may have been earned on any monies which should have been returned to the Company.	/

Original Articles	Amended Articles
Article 194 The Company shall, with the prior approval of shareholders in general meeting, enter into a contract in writing with each director or supervisor stipulating provisions relating to the rights and obligations of the Company and the director/supervisor, the emoluments of the director/supervisor, the liabilities of the director/supervisor if he commits a breach of the laws, regulations and the Company Articles, and compensation for early termination of the contract. Matters relating to emoluments shall be approved by the shareholders' general meeting, including: (1) emoluments in respect of his service as a director, supervisor or senior officer of a subsidiary of the Company; (2) emoluments in respect of his service as a director, supervisor or senior officer of a subsidiary of the Company; (3) emoluments otherwise in connection with the provision of services in connection with the management of the Company or a subsidiary of the Company; (4) payment by way of compensation for loss of office by a director or supervisor or as consideration for or in connection with his retirement from office or loss of office. Except under a contract entered into in accordance with the foregoing, no proceedings may be brought by a director or supervisor against the Company for anything due to him in respect of the above matters.	**Article 152** The Company shall enter into a contract in writing with each director, stipulating provisions relating to the rights and obligations of the Company and the director, the remuneration plan and the tenure of the director, the liabilities of the director if he commits a breach of the laws, regulations and the Articles of Association, and compensation payable by the Company for terminating such contracts in advance for any reason. Matters relating to remuneration plan shall be approved by the general meeting. The remuneration plan of senior management shall be approved by the board of directors and shall provide details at the general meeting. The board of directors shall determine the remuneration of senior management based on the recommendations put forward by the remuneration and appraisal committee on the remuneration assessment of directors and senior management. The remuneration of directors shall be approved by the general meeting.

Original Articles	Amended Articles
Article 195 In a contract where a director's or supervisor's emoluments are stipulated, it shall provide that in connection with the takeover of the Company, a payment may be made to a director or a supervisor of the Company by way of compensation for loss of office, or as consideration for his retirement from the office, with the prior informed consent of the shareholders in shareholders' general meeting to his receiving such payment. A takeover of the Company refers to one of the following situations: (1) an offer made to all the shareholders of the Company; (2) an officer made by any person with a view to the offeror becoming a Controlling Shareholder within the meaning of Article 58. If the relevant director or supervisor does not comply with the provisions set out in this Article, any sum received by the director or supervisor on account of the payment shall belong to those persons who have sold their shares as a result of the offer made; any expenses incurred by him in distributing that sum pro rata amongst those persons shall be borne by him and not be paid out of that sum.	/

Original Articles	Amended Articles
CHAPTER 15 ACCOUNTING SYSTEM, ALLOCATION OF PROFITS AND AUDIT	**CHAPTER 9 ACCOUNTING SYSTEM, ALLOCATION OF PROFITS AND AUDIT**
/	**Section 1 Accounting system**
Article 197 The accounting year of the Company shall follow the calendar year, that is, the period from 1 January to 31 December each year shall be counted as one financial year. The Company shall use Renminbi as the currency for its accounts, and the accounts shall be prepared in the Chinese language. The Company shall prepare its financial report at the end of each accounting year and such reports shall be verified in accordance with the law.	**Article 154** The accounting year of the Company shall follow the calendar year, that is, the period from 1 January to 31 December each year shall be counted as one financial year. The Company shall use Renminbi as the currency for its accounts, and the accounts shall be prepared in the Chinese language. The Company shall prepare its financial report at the end of each accounting year and such reports shall be audited by accounting firm in accordance with the law.
Article 198 The board of directors shall place before the shareholders at every annual general meeting such financial report as is required by law, administrative regulations or normative provisions promulgated by competent regional government authorities and departments in charge to be prepared by the Company. Such reports shall be examined and verified.	/
Article 199 Twenty (20) days prior to the convening of the annual general meeting, the Company shall make available the financial report for inspection by shareholders at the Company. Every shareholder of the Company shall have the right to receive the financial report as referred to in this Chapter. The Company shall send the above-mentioned financial report and the directors' report at least twenty-one (21) days before the convening of the annual general meeting to shareholders. Provided the compliance with the securities regulatory rules where the Company is listed, the Company may also issue or provide the above-mentioned reports through announcement (including through the Company's website or electronic methods).	**Article 155** Twenty (20) days prior to the holding of the annual general meeting, the Company shall make available the financial report for inspection by shareholders at the Company. Every shareholder of the Company shall have the right to receive the financial report as referred to in this Chapter.

Original Articles	Amended Articles
Article 202 The Company shall make four announcements of its financial report in each financial year. The quarterly financial reports shall be submitted to a resident office of China Securities Regulatory Commission and a stock exchange and announced within one (1) month after the end of the first three (3) months and the first nine (9) months of the financial year respectively; the half-yearly financial report shall be submitted to a resident office of China Securities Regulatory Commission and a stock exchange and announced within two (2) months after the end of the first six (6) months of the financial year; and the annual financial report shall be submitted to a resident office of China Securities Regulatory Commission and a stock exchange and announced within one hundred and twenty (120) days after the end of the financial year. The annual financial report shall be examined and verified in accordance with law.	**Article 158** The Company shall make four announcements of its financial report in each financial year. The quarterly financial reports shall be submitted, disclosed and announced within one (1) month after the end of the first three (3) months and the first nine (9) months of the financial year respectively; the interim financial report shall be submitted to a resident office of the CSRC and a stock exchange and announced within two (2) months after the end of the first six (6) months of each financial year; and the annual financial report shall be submitted to a resident office of the CSRC and a stock exchange and announced within four (4) months after the end of each financial year. The aforesaid annual report, interim report and quarterly report shall be prepared in accordance with the relevant regulatory rules.
Article 203 The Company shall have no accounting ledgers other than the statutory accounting ledgers. The Company's assets shall not be held under any personal account.	**Article 159** The Company shall have no accounting books other than the statutory accounting books. The Company's funds shall not be held under any personal account.

Original Articles	Amended Articles
Article 205 The after-tax profits of the Company shall be distributed in the following order of priority: (1) to make up for losses of the previous year; (2) allocation of 10% to the statutory common reserve; (3) allocation to the discretionary common reserve; and (4) payment of dividends. Where the statutory common reserve of the Company is over 50% of the registered capital of the Company, profits need not be allocated to it. Where the statutory common reserve of the Company is insufficient to make up the Company's losses in the previous year, the profits of the current year shall be applied to make up the losses before allocations are made from the statutory common reserve. The Company may allocate funds from profits after tax for discretionary common reserve, provided that funds have been first allocated for common reserves and shareholders' resolution has been passed to approve such allocations. The Company may distribute profits, after applying its profits towards making up losses, common reserve, in accordance with the proportions of shareholdings except where the Articles of Association stipulate that no profit distributions shall be made in accordance with the shareholding proportion.	**Article 161** The Company shall allocate 10% of the after-tax annual profits as the statutory reserve fund of the Company. Where the statutory reserve fund of the Company is over 50% of the registered capital of the Company, profits need not be allocated to it. Where the statutory reserve fund of the Company is insufficient to make up the Company's losses in the previous year, the profits of the current year shall be applied to make up the losses before allocations are made from the statutory common reserve. The Company may allocate funds from profits after tax for discretionary common reserve, provided that funds have been first allocated for common reserves and general resolution has been passed to approve such allocations. The Company may distribute profits, after applying its profits towards making up losses, reserve fund, in accordance with the proportions of shareholdings except where these Articles stipulate that no profit distributions shall be made in accordance with the shareholding proportion. If the general meeting distributes profits to shareholders, in violation of the Company Law, the shareholders shall return the profits distributed in violation of the provisions to the Company. If the Company consequentially incurs losses, the shareholders and the responsible directors and senior management shall bear the compensation liability.

Original Articles	Amended Articles
Article 206 Before the Company has made up for losses and allocated to the statutory common reserve, no distribution in the form of dividend or bonus share shall be made. If the general meeting has, in violation of the provisions of the preceding paragraphs, distributed profits to the shareholders before the Company has made up for its losses and made allocations to the statutory common reserve, the shareholders must return the profits distributed in violation of the provision to the Company. No profits shall be distributed in respect of the shares held by the Company.	No profits shall be distributed in respect of the shares held by the Company.
Article 208 The common reserve of the Company shall be used for the purposes of making up losses of the Company, increasing the scale of production and operation of the Company or conversion into capital of the Company. The Company shall not apply the capital common reserve for making up its losses. When the statutory common reserve is converted into share capital of the Company, the remaining statutory common reserve after such conversion shall be no less than twenty-five percent. (25%) of the registered capital.	**Article 163** The reserve fund of the Company shall be used for the purposes of making up losses of the Company, increasing the scale of production and operation of the Company or conversion into the registered capital of the Company. The reserve funds shall be used to make up the losses of the Company on the basis of the audited individual financial statements for the preceding year of the Company and to the extent of reducing the negative number of undistributed profits at the end of the period to zero. The discretionary reserve funds and the statutory reserve funds shall be used first in sequence; if they fall short, the capital reserve funds may be used in accordance with the regulations. When the statutory reserve fund is converted into an increase in the registered capital of the Company, the remaining statutory reserve fund after such conversion shall be no less than twenty-five percent. (25%) of the registered capital.

Original Articles	Amended Articles
Article 209 Once the dividend payout policy has been approved by the shareholders at the shareholders' meeting, the directors shall complete the distribution of dividends (or shares) within two months after the shareholders' meeting. Any payment for the shares paid before calls on shares shall be entitled to dividends. However, shareholders shall not be entitled to receive dividends where the dividends are subsequently declared.	/
Article 210 Dividends and other payments made to local shareholders shall be paid in Renminbi. Dividends paid to holders of listed foreign shares shall be declared and calculated in Renminbi but paid in foreign currency. Dividends paid in respect of foreign shares listed in Hong Kong shall be paid in Hong Kong dollars.	**Article 164** Cash dividends and other payments maded by the Company to shareholders shall be denominated and declared in Renminbi and paid to the shareholders in accordance with relevant regulatory rules.
Article 211 Unless otherwise provided in law and administrative regulations, the exchange rate used for the payment of cash dividend and other payments in foreign currency shall be the average closing rate quoted by the Foreign Exchange Trading Centre of the PRC in the calendar week before the declaration of dividend.	**Article 165** Unless otherwise provided in the relevant regulatory rules, the exchange rate used for the payment of cash dividends and other payments in Hong Kong dollars shall be the average of the daily reference exchange rate last published by the Foreign Exchange Trading Centre of the PRC for the five working days before the declaration of dividend.
Article 212 Unless otherwise resolved by shareholders in general meeting, the board of directors to declare half-yearly dividends. Unless otherwise provided by law, the amount of half-yearly dividend shall not exceed fifty per cent. (50%) of the net profits for such period as set out in the interim profit statements.	**Article 166** When the annual general meeting considers the annual profit distribution plan, it may consider and approve the interim dividends matters for the next year. The interim dividends limit for the following year considered at the annual general meeting shall not exceed the net profits attributable to shareholders of the Company during the corresponding period. The board of directors shall, in accordance with the resolution of the general meeting, develop a specific interim plan for distribution of dividends in line with the conditions of profit distribution.

Original Articles	Amended Articles
Article 214 The Company shall appoint on behalf of the holders of overseas listed foreign shares a receiving agent to receive on behalf of such shareholders dividends declared and all other monies owing the Company in respect of the overseas listed foreign shares. Appointment of the receiving agent shall comply with the law of the place where the shares are listed or the requirements of the local stock exchange. The Company shall appoint as receiving agent a company which is registered as a trust company under the Trustee Ordinance of Hong Kong.	**Article 168** The Company shall appoint on behalf of the holders of foreign shares a receiving agent to receive on behalf of such shareholders dividends declared and all other monies owing the Company in respect of the overseas listed foreign shares. Appointment of the receiving agent shall comply with the relevant regulatory rules.
/	**Section 2 Internal audit**
Article 215 The Company shall implement internal audit procedures by engaging auditors dedicated to carrying out internal audit on the financial and business activities of the Company.	**Article 169** The Company shall implement internal audit procedures, which shall specify the leadership structure, responsibilities and authorities, staffing, funding safeguards, utilization of audit results, and accountability mechanisms for internal audit work. The internal audit procedures of the Company shall be implemented upon approval by the board of directors and shall be disclosed externally.
Article 216 The internal audit procedures and the duties of the internal auditors shall be implemented after such procedures and duties have been approved by the board of directors. The head of the internal auditors shall be accountable, and shall report its work, to the board of directors.	

Original Articles	Amended Articles
/	**Article 170** The internal audit department of the Company being staffed with dedicated audit personnel shall supervise and inspect the Company's business activities, risk management, internal controls and financial information. The internal audit department shall be accountable to the board of directors. In the course of supervising and inspecting the Company's business activities, risk management, internal controls and financial information, the internal audit department shall be subject to the supervision and guidance of the audit and compliance committee. If the internal audit department discovers any significant issues or leads, it shall immediately report directly to the audit and compliance committee. The audit and compliance committee shall participate in the performance appraisal of the head of the internal audit department.
/	**Article 171** The internal audit department shall be responsible for the specific organization and implementation of the internal control evaluation of the Company. Based on the evaluation report and related materials issued by the internal audit department and reviewed by the audit and compliance committee, the Company shall issue the annual internal control evaluation report.
/	**Article 172** When the audit and compliance committee communicates with external audit institutions such as accounting firms or national audit institutions, the internal audit department shall actively cooperate and provide necessary support and assistance.

Original Articles	Amended Articles
CHAPTER 16 APPOINTMENT OF A FIRM OF ACCOUNTANTS	**Section 3 Appointment of accounting firm**
Article 217 The Company shall appoint an independent firm of accountants which satisfies the relevant requirements of the PRC to audit the annual financial report of the Company and review other financial reports. The accounting firm engaged by the Company shall be determined at the shareholders' meeting.	**Article 173** The Company shall appoint an accounting firm meeting the requirements of the Securities Law to audit the financial statements and verify the net assets of, and provide other counseling services to the Company. The accounting firm shall have a term of office of one (1) year and may be renewed.
Article 218 The term of appointment of the Company's accountants shall begin immediately after the shareholders' meeting of the current year and end immediately after the shareholders' meeting of the following year.	/
Article 219 The firm of accountants appointed by the Company shall have the following rights: (1) to inspect the accounting ledgers, records or evidential documents of the Company and to request the directors or senior officers of the Company to provide relevant information and explanation; (2) to request the Company to take all reasonable measures to obtain the information and explanation from its subsidiaries for the purpose of performing the duties of the firm of accountants; (3) to attend the shareholders' general meeting, to receive the notice of the meeting and other information in relation to the meeting which is received by the shareholders and to be heard at any such meeting on any part of the business of the meeting which concerns it as the firm of accountants of the Company.	**Article 174** The Company warrants that the Company will provide the engaged accounting firm with true and complete accounting vouchers, accounting books, financial accounting reports and other accounting information, and the Company shall not refuse to provide or conceal or falsify such documents.

Original Articles	Amended Articles
Article 220 If there is a vacancy in the office of the firm of accountants, the board of directors shall before the holding of the shareholders' general meeting fill that vacancy by appointing another firm of accountants. If the Company has another firm of accountants holding the office during the vacancy period, that firm of accountants may still act.	/
Article 221 The firm of accountants may be removed by ordinary resolution of the shareholders in general meeting before the expiration of its term of office notwithstanding the provisions of the contract made between the Company and the firm of accountants. The right to sue for compensation for dismissal by such firm of accountants shall not be affected.	/
Article 222 The remuneration of the firm of accountants or the form of remuneration of the firm of accountants shall be decided by shareholders in shareholders' general meeting. The remuneration of the firm of accountants who is appointed by the board of directors shall be decided by the board of directors.	**Article 175** The audit fee of an accounting firm shall be decided by the general meeting.

Original Articles	Amended Articles
Article 223 The appointment, dismissal or discontinuation of employment of the firm of accountants shall be decided by the shareholders in general meeting. The decision shall be announced in the relevant newspapers and where necessary, state the reasons for the change, and shall be filed with the China Securities Regulatory Commission for records. Where a resolution at a general meeting of shareholders is passed to appoint a firm of accountants other than an incumbent firm of accountants, to fill a casual vacancy in the office of the firm of accountants, to re-appoint a retiring firm of accountants which was appointed by the board of directors to fill a casual vacancy, or to remove a firm to accountants before the expiration of its term of office, the following provisions shall apply: (1) a copy of the proposal shall be sent before a notice of meeting is given to the shareholders to the firm proposed to be appointed or the firm proposing to leave its post or the firm who has left its post (leaving includes leaving by removal, resignation and retirement); (2) if the firm leaving its post makes representations in writing and requests their notification to the shareholders, the Company shall (unless the representations are received too late): (i) in any notice of the resolution given to shareholders, state the fact of the representations having been made; (ii) send a copy of the representations as an appendix to the notice to every shareholder in the manner set out in these Articles.	**Article 176** The appointment, dismissal or discontinuation of employment of an accounting firm shall be decided by the general meeting. The board of directors shall not appoint any accounting firm prior to a decision made by the general meeting.

Original Articles	Amended Articles
(3) if the firm's representations are not sent under sub-paragraph (2) above, the firm may (in addition to its right to be heard) require that the representations be read out at the meeting; (4) a firm which is leaving its post shall be entitled to attend: (i) the general meeting at which its term of office would otherwise have expired; (ii) any general meeting at which it is proposed to fill the vacancy caused by its removal; (iii) any general meeting convened on his resignation; and to receive all notices of, and other information relating to, any such meeting, and to be heard at any such meeting which it attends on any part of the business of the meeting which concerns it as former firm of accountants of the Company.	

Original Articles	Amended Articles
Article 224 Any removal or discontinuation of employment of the firm of accountants by the Company shall be notified to the firm of accountants. The firm of accountants has the right to explain in shareholders' general meeting. Any resigning firm of accountants shall explain in the shareholders' general meeting as to whether there is any irregularity. A firm of accountants may resign its office by depositing at the Company's address a notice in writing (any such notice shall terminate its office on the date on which it is deposited or on such later date as may be specified therein) to that effect and containing: (1) a statement to the effect that are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or (2) a statement of any such circumstances. Where a notice is deposited under the foregoing paragraph, the Company shall within fourteen (14) days send a copy of the notice to the competent authority in charge. If the notice contained a statement under sub-paragraph (ii) of the foregoing paragraph, a copy of the statement shall be placed at the Company for shareholders' inspection. Provided the compliance with the securities regulatory rules where the Company is listed, the Company may also provide the above-mentioned statement copies through announcement (including through the Company's website or electronic methods) to every shareholder who is entitled to receive the Company's financial report.	**Article 177** Any removal or discontinuation of employment of an accounting firm by the Company shall be notified to the accounting firm thirty (30) days in advance. When the general meeting vote on the removal of an accounting firm, such accounting firm shall be given an opportunity to express its opinions. Any resigning accounting firm shall explain in the general meeting as to whether there is any improper matters.

Original Articles	Amended Articles
Where the notice of resignation of the firm of accountants contains a statement under sub-paragraph (2) above, it may require the board of directors to convene an extraordinary general meeting of shareholders for the purpose of receiving an explanation of the circumstances connected with its resignation.	
CHAPTER 20 MERGER AND DIVISION OF THE COMPANY	**CHAPTER 12 MERGER AND DIVISION OF THE COMPANY**
Article 231 Any merger or division of the Company shall be conducted in accordance with the following procedures: (1) the board of directors shall draft the merger or division proposal; (2) the resolutions shall be passed at the shareholders' general meeting in accordance with the Company Articles; (3) all parties to the merger or division shall enter into a merger or division contract; (4) carry out approval procedures in accordance with the law; (5) deal with matters relating to merger and division, such as indebtedness and debtors; and (6) cancel registrations or amend registrations. Where the Company merges or divides, the board of directors shall take all necessary actions to protect the rights and interests of the shareholders who oppose the merger or division. Shareholders who oppose the merger or division proposal have the right to request the Company or those shareholders who agree with the merger or division proposal to acquire their shares at a fair value.	/

Original Articles	Amended Articles
The resolution relating to merger or division shall be regarded as a specialised document and shall be made available for shareholders' inspection. The documents shall be sent to the holders of foreign listed shares by mail.	
Article 232 The merger of the Company may take the form of either merger by absorption or merger by establishment of a new company. Merger by absorption refers to a company absorbs another company and thereby the absorbed company shall be dissolved. Merger by establishment of a new company refers to the creation of a new company by two companies or more and thereby the merging parties shall be dissolved. In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days of the date when the resolution relating to the merger is passed and shall publish notices in newspapers designated by the relevant regulatory authorities located at the place where the Company's shares are listed within thirty (30) days of the date when the resolution relating to the merger is passed. A creditor may within thirty (30) days of receipt of the notice from the Company or, in the case of failure to receive such notice, within forty-five (45) days of the date of announcement, require the Company to repay its debts or to provide the corresponding guarantee for such debt.	**Article 183** The merger of the Company may take the form of either merger by absorption or merger by establishment of a new company. Merger by absorption refers to a company absorbs another company and thereby the absorbed company shall be dissolved. Merger by establishment of a new company refers to the creation of a new company by two companies or more and thereby the merging parties shall be dissolved. In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days of the date when the resolution relating to the merger is passed and shall make an announcement on newspapers that meet the conditions stipulated by the securities regulatory authorities of the place where the shares of the Company are listed, or on the National Enterprise Credit Information Publicity System within thirty (30) days of the date when the resolution relating to the merger is passed. A creditor may within thirty (30) days of receipt of the notice from the Company or, in the case of failure to receive such notice, within forty-five (45) days of the date of announcement, require the Company to repay its debts or to provide the corresponding guarantee for such debt. Upon the merger, the credits and debts of each of the parties to the merger shall be inherited by the company which survives the merger or the newly established company.

Original Articles	Amended Articles
Article 233 When the Company is divided, its assets shall be split accordingly. In the event of a division, the parties to the division shall execute a division agreement and prepare a balance sheet and an inventory of assets. The company shall notify its creditors within ten (10) days of the date when the resolution relating to the division is passed and shall publish notices in newspapers designated by the relevant regulatory authorities located at the place where the shares of the Company are listed within thirty (30) days of the date when the resolution relating to the division is passed.	**Article 184** When the Company is divided, its assets shall be split accordingly. In the event of a division, the parties to the division shall execute a division agreement and prepare a balance sheet and an inventory of assets. The company shall notify its creditors within ten (10) days of the date when the resolution relating to the division is passed and shall make an announcement on newspapers that meet the conditions stipulated by the securities regulatory authorities of the place where the shares of the Company are listed, or on the National Enterprise Credit Information Publicity System within thirty (30) days of the date when the resolution relating to the division is passed. Debts of the Company before the division shall be jointly and severally assumed by the company after the division except to the extent that prior to the division, the Company has otherwise reached an agreement with its creditors in writing in respect of the settlement of debts.
Article 234 The assets, rights and liabilities of each party to the merger or division of the Company shall be stipulated clearly in a contract. Pursuant to the merger of the Company, the rights and liabilities of the parties to the merger shall be assumed by the merged entity or newly formed company. The liabilities of the Company before the division shall be jointly and severally assumed by the company after the division except to the extent that prior to the division, the Company has otherwise reached an agreement with its creditors in writing in respect of the settlement of debts.	/

Original Articles	Amended Articles
CHAPTER 21 TERMINATION AND LIQUIDATION OF THE COMPANY	**CHAPTER 13 TERMINATION AND LIQUIDATION OF THE COMPANY**
Article 236 The Company shall be dissolved and liquidated in any of the following circumstances: (1) the shareholders in a general meeting have decided to dissolve the Company; (2) the Company is required to be dissolved due to merger or division; (3) the Company cannot repay its debts when due and is declared insolvent in accordance with law; (4) the Company has its business license revoked, is ordered to be closed down or terminated for contravention of laws and administrative regulations; (5) shareholders holding 10% or more of the total voting rights of the Company may apply to the People's Court to dissolve the Company if the Company experiences extreme difficulties in respect of its operation and management, which cannot otherwise be resolved, such that if the Company continues to operate, its shareholders will suffer significant losses, and the Company would be dissolved after the People's Court has rendered its judgment.	**Article 186** The Company shall be dissolved and liquidated in any of the following circumstances: (1) expiry of term of business stipulated in the Articles of Association or occurrence of any other cause for dissolution stipulated in the Articles of Association; (2) a resolution for dissolution is passed at a general meeting; (3) the Company is required to be dissolved due to merger or division; (4) the Company has its business license revoked, is ordered to be closed down or revoked in accordance with the laws; (5) shareholders holding 10% or more of the total voting rights of the Company may request the People's Court to dissolve the Company if the Company experiences extreme difficulties in respect of its operation and management, which cannot otherwise be resolved, such that if the Company continues to operate, its shareholders will suffer significant losses. If dissolution causes stipulated in the preceding paragraph occur, the Company shall publicize the dissolution causes through the National Enterprise Credit Information Publicity System within ten (10) days.

Original Articles	Amended Articles
/	**Article 187** Upon the occurrence of the situation mentioned in sub-paragraphs (1) and (2) of the preceding Article, and where the Company has not yet distributed its property to shareholders, the Company may continue to exist by amending the Articles of Association or by a resolution of the general meeting. Amendments to the Articles of Association in accordance with the provisions of the preceding paragraph or by resolution of the general meeting shall be approved by more than two-thirds of the votes held by the shareholders attending the general meeting.
Article 237 If the Company is dissolved in accordance with Article 236(1), Article 236(4) and Article 236(5), a liquidation group shall be formed within fifteen (15) days and the members of the liquidation group shall be decided by ordinary resolutions of shareholders in general meetings. If a liquidation group is not set up within the specified time limit, the creditors of the Company may apply to the People's Court to appoint designated persons to carry out the liquidation. If the Company is dissolved in accordance with Article 236(2), the liquidation will be carried out by the parties to the merger or division in accordance with the provisions of the merger or division contract. If the Company is dissolved in accordance with Article 236(3), the People's Court shall organise a liquidation group in accordance with laws to carry out the liquidation. The group shall consist of shareholders, relevant authorities and relevant professional personnel.	**Article 188** If the Company is dissolved in accordance with Article 186(1), (2), (4) and (5) of the Articles of Association, it shall be liquidated. The directors shall be the obligors of liquidation of the Company and shall form a liquidation group to carry out liquidation within fifteen (15) days from the date on which the cause of dissolution arises. The liquidation group shall consist of the directors, unless the general meeting resolves to elect another person. A liquidation obligor who fails to fulfill its liquidation obligations in a timely manner and causes losses to the Company or creditors shall be liable for compensation.

Original Articles	Amended Articles
Article 238 Where the board of directors proposes to liquidate the Company otherwise than because of a declaration of insolvency, the board shall, in the notice convening a general meeting of shareholders to consider the proposal, include a statement to the effect that, after having made a full inquiry into the affairs of the Company, the board is of the opinion that the Company will be able to pay its debts in full within 12 months after the commencement of the liquidation. The board of directors and the general manager shall cease to function once the resolution to liquidate is passed by the shareholders in general meeting. The liquidation group shall take instructions from the shareholders in general meeting and, not less than once each year, make a report to the shareholders of the group's receipts and payments, the business of the Company and the progress of the liquidation and shall make a final report to shareholders on completion of the liquidation.	/

Original Articles	Amended Articles
Article 239 The liquidation group shall within ten (10) days of its establishment send notices to creditors and within sixty (60) days of its establishment publish notices in newspapers designated by the relevant regulatory authority located at the place where the shares of the Company are listed. Creditors shall within in thirty (30) days upon receipt of such notice or, in the case of failure to receive such notice, forty-five (45) days from the notice publication date declare their creditors' right to the liquidation group. When declaring their creditors' right, the creditors shall specify particulars of such creditors' right and provide the evidential materials. The liquidation group shall register the creditors' rights. During the period of declaration of creditors' right, the liquidation group shall not make repayment to the creditors.	**Article 189** The liquidation group shall within ten (10) days of its establishment send notices to creditors and within sixty (60) days of its establishment make announcements on the newspapers that meet the conditions stipulated by the securities regulatory authorities of the place where the shares of the Company are listed, or on the National Enterprise Credit Information Publicity System. Creditors shall within thirty (30) days upon receipt of such notice or, in the case of failure to receive such notice, forty-five (45) days of the release of the public announcement, declare their creditors' right to the liquidation group. When declaring the creditors' right, the creditors shall specify particulars of such creditors' right and provide the evidential materials. The liquidation group shall register the creditors' rights. During the period of declaration of creditors' right, the liquidation group shall not make repayment to the creditors.

Original Articles	Amended Articles
Article 240 During the liquidation period, the liquidation group shall exercise the following powers:	**Article 190** During the liquidation period, the liquidation group shall exercise the following powers:
(1) to deal with the assets of the Company and prepare a balance sheet and an inventory of assets;	(1) to deal with the assets of the Company and prepare a balance sheet and an inventory of assets;
(2) to send notices to creditors or notify them by public notice;	(2) to send notices to creditors or notify them by public announcement;
(3) to deal with and liquidate relevant uncompleted business matters of the Company;	(3) to deal with and liquidate relevant uncompleted business matters of the Company;
(4) to settle in full all outstanding taxes and taxes incurred during the liquidation process;	(4) to settle in full all outstanding taxes and taxes incurred during the liquidation process;
(5) to deal with creditors' rights and indebtedness;	(5) to deal with creditors' rights and indebtedness;
(6) to deal with the residue assets after the Company's debts have been paid;	(6) to distribute the remaining assets after the Company's debts have been paid;
(7) to represent the Company in any civil proceedings.	(7) to represent the Company in any civil proceedings.

Original Articles	Amended Articles
Article 241 After dealing with the Company's assets and preparing a balance sheet and an inventory of assets, the liquidation group shall formulate a liquidation plan and present it to the shareholders' general meeting or to the People's Court authority for confirmation. Upon first paying the liquidation fees, the Company shall make repayments out of its assets in the following order: (1) wages, labour insurance contributions and statutory compensation of employees of the Company; (2) outstanding tax liabilities; and (3) bank loans, Company's debts and other liabilities. The Company shall subsist during the course of liquidation but shall not conduct any business activity that is not related to liquidation. No assets of the Company shall be distributed to the shareholders without having been used for making repayment in accordance with the preceding paragraphs.	**Article 191** After dealing with the Company's assets and preparing a balance sheet and an inventory of assets, the liquidation group shall formulate a liquidation plan and present it to the general meeting or to the People's Court for confirmation. After the Company's assets are used for payment of liquidation expenses, employees' wages, social insurance premiums and statutory compensation, payment of tax in arrears and settlement of the Company's debts, the remaining assets shall be distributed in accordance with the class and proportion of the shareholders' shares by the Company. The Company shall subsist during the course of liquidation but shall not conduct any business activity that is not related to liquidation. No assets of the Company shall be distributed to the shareholders without having been used for making repayment in accordance with the preceding paragraphs.

Original Articles	Amended Articles
The residue assets left after repaying its debts in accordance with the second paragraph of this Article shall be divided by the shareholders of the Company in accordance with the type of shares held by them and their shareholding proportion in the following order: (1) where there are preferences shares, the preference shareholders shall receive the face value of the preference shares; if there are insufficient funds for paying the preference shares amount, the assets will be distributed in accordance with their shareholding proportion; (2) payment shall be divided by the ordinary shareholders in accordance with their shareholdings.	
Article 242 Where the Company is liquidated upon dissolution, and the liquidation group after dealing with the assets of the Company and, preparing a balance sheet and an inventory of assets, finds that the assets of the Company is not sufficient to repay its debts, it shall apply to the People's Court for insolvency. After the Company is declared insolvent by the ruling of the People's Court, the liquidation group shall transfer the liquidation matters to the People's Court.	**Article 192** The liquidation group after dealing with the assets of the Company and, preparing a balance sheet and an inventory of assets and finding that the assets of the Company is not sufficient to repay its debts, it shall apply to the People's Court for insolvency and liquidation immediately. Upon acceptance of the insolvency application by the People's Court, the liquidation group shall transfer the liquidation affairs to the insolvency administrator appointed by the People's Court. Where the Company is declared insolvent in accordance with laws, it shall implement insolvency liquidation in accordance with the relevant laws relating to insolvency of an enterprise.

Original Articles	Amended Articles
Article 243 After the liquidation of the Company is completed, the liquidation group shall prepare liquidation report and income and expenses statements together with financial ledgers for the liquidation period and shall submit to the shareholders' general meeting or the People's Court for confirmation after verification by accountants registered in the PRC. The liquidation group shall within 30 days from the date of the confirmation by the shareholders' general meeting or the People's Court submit the abovementioned documents to the relevant company registration authorities for cancellation of the registration of the Company and publish a notice that the Company is terminated.	**Article 193** After the liquidation of the Company is completed, the liquidation group shall prepare liquidation report and shall submit to the general meeting or the relevant court for confirmation, and then submit the same to the relevant company registration authorities for cancellation of the registration of the Company.
Article 244 Members of the liquidation group shall be devoted to their duties and shall perform their obligations in accordance with the law. Members of the liquidation group shall not exploit their position to accept bribes or other illegal income or misappropriate the Company's properties. Members of the liquidation group shall be liable for damages if their wilful default or gross negligence causes loss on the Company or its creditors.	**Article 194** Members of the liquidation group shall fulfill the liquidation duties and have obligations of loyalty and diligence. Members of the liquidation group shall be liable for damages if they fail to perform their liquidation duties and cause losses to the Company; and shall be liable for damages if their wilful misconduct or gross negligence causes loss on the Company or its creditors.
CHAPTER 22 PROCEDURE FOR AMENDING THE ARTICLES	**CHAPTER 14 AMENDMENTS TO THE ARTICLES OF ASSOCIATION**
Article 245 The Company shall make amendments to these Articles in accordance with applicable laws, administrative regulations and the provisions of these Articles.	/

Original Articles	Amended Articles
Article 247 The following amendments to the Articles shall require the approval of the relevant government authorities: (1) change the name of the Company; (2) change, expand or reduce the scope of the business operation of the Company; (3) alter the share trading arrangement; (4) increase or reduce the number of the shares issued by the Company in any class; (5) change the class of all or part of the shares of the Company, or change all or any portion of the shares of the Company; (6) create additional class of shares; (7) create or cancel convertible securities; (8) change the par value of the shares of the Company; (9) alter any provisions of the Articles in respect of other matters which would require adoption of a special resolution of the shareholders. When the Company reduces its capital and alters these Articles, the method to reduce capital shall be stipulated in the resolution which authorizes the alteration of the Articles. The provisions of this Article are subject in all respects to any other provisions of these Articles.	**Article 196** The board of directors shall amend the Articles of Association and its appendices pursuant to the resolution of the general meeting on the amendment of the Articles of Association and the approval opinion of the relevant competent authorities (if involved).

Original Articles	Amended Articles
Article 248 The following procedure shall be followed for the amendment of these Articles: (1) the board of directors shall resolve to amend these Articles in accordance with these Articles and formulate the amendments; (2) the shareholders shall be notified of the amendments and a shareholders' meeting shall be convened to vote on the amendments; (3) the amendment to these Articles shall be resolved by special resolution of the shareholders. The board of directors shall amend these Articles pursuant to the resolutions of a shareholders' general meeting in respect of the amendment of these Articles of Association and the examination and approval opinion of the relevant competent authorities. Amendments to these Articles which involve the provisions of the Mandatory Provisions shall be effective after approval by the authorized company approval authority of the State Council.	
Article 249 Where the amendments to these Articles involve matters requiring registration, the Company shall amend its registration with the responsible company registration authority in accordance with the applicable laws. Where the amendments to these Articles involve matters requiring disclosure by laws and regulations, the amendments shall be announced in accordance with the applicable laws.	**Article 197** Where the amendments to the Articles of Association and its appendices resolved by the general meeting involve matters requiring registration, the Company shall amend its registration with the responsible company registration authority in accordance with the applicable laws. Where the amendments to the Articles of Association and its appendices involve matters requiring disclosure by relevant regulatory rules, the amendments shall be announced in accordance with the applicable laws.

Original Articles	Amended Articles
CHAPTER 23 NOTICES	**CHAPTER 15 NOTICES**
Article 250 The Company shall give notice in the following ways: (1) personal service; (2) by post; (3) by way of announcement; (4) methods as provided for in the Company Articles. Where a notice is given by way of announcement, all relevant persons will be deemed as being served when the announcement is made. Unless otherwise provided in the Articles of Association and its appendixes, provided the compliance with the securities regulatory rules where the Company is listed, any requirement under the Articles of Association and its appendixes in relation to the delivery, e-mailing, post, distribution, announcement or the provision of any corporate communications may be sent out or provided via the Company's website or through electronic methods.	**Article 198** The Company shall give notice in the following ways: (1) personal service; (2) by post; (3) by way of announcement; (4) methods as provided for in the relevant regulatory rules or the Articles of Association. Where a notice is given by way of announcement, all relevant persons will be deemed as being served when the announcement is made. Subject to compliance with relevant regulatory rules, the Company may distribute the corporate communications as required by the Hong Kong Stock Exchange through its company website, the website of the Hong Kong Stock Exchange or by electronic means.

Original Articles	Amended Articles
"Corporate communications" means any documents, which are referred or used to take actions by any holders of securities of the Company and are sent or will be sent by the Company. Such documents represent, including but not limited to: (1) the report of the board of directors, the annual accounts of the Company, together with the auditors' report and (if applicable) the summary of the financial report; (2) the interim report and (if applicable) the summary of the interim report; (3) notice of the meeting; (4) listing documents; (5) circulars; and (6) proxy form(s) of the shareholder.	

Original Articles	Amended Articles
Article 251 Where the Company serves notice by personal service, the person being served shall acknowledge receipt by signing (or affixing the seal) on the receipt. The person is deemed to be served on the date of acknowledging receipt. Where the Company serves notice by way of announcement, the person is deemed to be served on the date the announcement is published. If the notice of the Company is sent out in electronic form, the sending date is deemed as the delivery date. Provided the compliance with the securities regulatory rules where the Company is listed, if a notice of the Company is sent by way of the website, the delivery date shall be regarded as follows: (1) on the date when the notice in accordance with the securities regulatory rules of the listing places is sent to the intended recipient; or (2) if later, the date on which the corporate communication first appears on the website after that notice is sent.	**Article 199** Where the Company serves notice by personal service, the person being served shall acknowledge receipt by signing (or affixing the seal) on the receipt. The person is deemed to be served on the date of acknowledging receipt. Where the Company serves notice by way of announcement, the date of the first publication of the announcement shall be the date of service. If the notice of the Company is sent out in electronic form, the sending date is deemed as the delivery date. Provided the compliance with the relevant regulatory rules, if a notice of the Company is sent by way of the website, the delivery date shall refer to the date on which the notice is first published on the website. Where a notice is sent by post, service of the notice shall be deemed to have been effected by properly addressing, prepaying and posting a letter containing the notice and to take effect five (5) business days after the letter containing the same is posted. Where the notice of the Company is sent by personal service or postage pre-paid mail, the recipient's address shall be the address as shown in the register of shareholders.

Original Articles	Amended Articles
Where a notice is sent by post, service of the notice shall be deemed to have been effected by properly addressing, prepaying and posting a letter containing the notice and to take effect five (5) business days after the letter containing the same is posted. Any summons, notice, order, document, information or written statement to be served on the Company by shareholders or directors may be served by leaving it, or by sending it by registered mail addressed to the Company, at its legal address, or by leaving it with, or by sending it by registered mail to, the registered agent of the Company. Service of any summons, notice, order, document, information or written statement to be served on the Company by shareholders or directors may be proved by showing that that summons, notice, order, document, information or written statement was mailed in such time as to admit to its being delivered in the normal course of delivery within the period prescribed for service and was correctly addressed and the postage was prepaid.	Any notice, order, document, information or written statement to be served on the Company by shareholders, directors or senior management to the Company may be served by leaving it, or by sending it by registered mail addressed to the Company, at its legal address, or the registered agent of the Company. Where the address is clearly stated and the postage is prepaid, notice, order, document, information or written statement is mailed in such time as to admit to its being delivered in the normal course of delivery within the period prescribed for service.
Article 252 Meetings and resolutions passed in meetings shall not be null and void by reason of an accidental omission to notify any person who is entitled to receive notice of the meeting or if such person has not received notice of the meeting.	**Article 200** Meetings and resolutions passed in meetings shall not be null and void by reason of an accidental omission to notify any person who is entitled to receive notice of the meeting or if such person has not received notice of the meeting.

Original Articles	Amended Articles
CHAPTER 24 RESOLUTION OF DISPUTES	/
Article 253 The Company shall comply with the following provisions in any dispute resolution: (1) For any disputes or claims arising from the rights or obligations conferred on by the Articles of Association, the Company Law and other applicable laws and administrative regulations between any holder of overseas listed foreign shares and the Company, between any holder of overseas listed foreign shares and a director, supervisor, or senior officer of the Company or between any holder of overseas listed foreign shares and holder of domestic shares, such disputes or claims shall be referred to arbitration. When the abovementioned disputes or claims are referred to arbitration, they shall constitute the entire claims or disputes. All the persons who have the cause of action due to the same reason or the persons who are required to participate in the arbitration shall abide by the arbitration proceedings if the person is the Company, a shareholder, a director, a supervisor, or a senior officer of the Company. Any disputes in relation to definition of shareholders or shareholders' register may not be referred to arbitration.	/

Original Articles	Amended Articles
(2) The claimant may choose to arbitrate at either the China International Economic and Trade Arbitration Commission in accordance with its rules or the Hong Kong International Arbitration Centre in accordance with its Securities Arbitration Rules. Once a claimant refers a dispute or claim to arbitration, the other party shall submit to the arbitral body elected by the claimant. If the claimant chooses to arbitrate at the Hong Kong International Arbitration Centre, any of the parties may request for the arbitration to take place in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong Arbitration Centre. (3) Unless otherwise provided by laws and administrative regulations, for any dispute or claim as mentioned in paragraph (1) above which is referred to arbitration, the governing law shall be the law of the PRC. (4) The decision made by the arbitration body shall be final and conclusive and binding on all parties.	
CHAPTER 25 SUPPLEMENTARY PROVISIONS	**CHAPTER 16 SUPPLEMENTARY PROVISIONS**
Article 259 Any reference to a "firm of accountants" in these Articles shall mean "auditor" of the Company. Any reference to "general manager" in these Article shall mean "manager" as defined under the Company Law.	**Article 201** Any references to "general manager", "deputy general manager" in the Article of Association and its appendices shall mean "manager" "deputy manager" as defined under the Company Law.
Article 255 References to "above", "within", "below" are inclusive; references to "less than", "exclude", "lower than" and "more than" are exclusive.	**Article 203** In the Articles of Association and its appendices, references to "or more", "within" are inclusive; references to "exceed", "exclude", "lower than" "more than", "greater than" and "a majority of" are exclusive.

Original Articles	Amended Articles
Article 256 In respect of the matters not covered by these Articles, they shall be proposed by the board and submitted to the shareholders in general meetings for resolution.	/
/	**Article 204** The appendices to these Articles include rules of procedure for the general meetings and rules of procedure for the board meetings.
Article 257 The right to interpret these Articles shall be vested in the board of directors. The right to amend these Articles shall be vested in the shareholders in the general meeting.	**Article 205** The right to interpret these Articles and its appendices shall be vested in the board of directors.
Article 258 Where these Articles are inconsistent with the laws, regulations and requirements set out in other regulatory documents from time to time, such laws, regulations and requirements shall prevail.	**Article 206** In the event that any matter not covered herein contradicts the requirements of the relevant regulatory rules as promulgated from time to time, such relevant regulatory rules shall prevail.

Note: If the number of an Article is changed due to the addition, deletion or order of certain Articles, the number of Articles after the amendments to the Articles of Association will be re-numbered in order, and the number of Articles involved in cross-reference will be adjusted accordingly. In addition non-substantive revisions have been adopted, including changing numerical expressions from Arabic to Chinese numerals in certain Articles and replacing "或" with "或者".

COMPARISON TABLE OF AMENDMENTS TO RULES OF PROCEDURE FOR THE GENERAL MEETINGS

Original Articles	Amended Articles
CHAPTER I GENERAL PROVISIONS	**CHAPTER I GENERAL PROVISIONS**
Article 1 These Rules are formulated in accordance with the laws and regulations and the rules and regulations governing the listed companies within and outside China, including the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Mandatory Provisions in the Articles of Association of Companies Listed Overseas, the Guidelines on the Articles of Association of Listed Companies, the Standards on Corporate Governance for Listed Companies, the Rules of Procedure for the General Meetings of Listed Companies and with the Articles of Association of Sinopec Shanghai Petrochemical Company Limited (hereinafter referred to as the "Articles"), in order to protect the lawful interest of Sinopec Shanghai Petrochemical Company Limited (hereinafter referred to as the "Company") and its shareholders, to clearly define the responsibilities and authority of the general meeting, to ensure the general meeting is conducted in a standardized, efficient and stable manner and to perform the functions and powers thereof according to law.	**Article 1** These Rules are formulated in accordance with the relevant provisions of the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China (hereinafter referred to as the "Securities Law"), the Guidelines on the Articles of Association of Listed Companies, the Standards on Corporate Governance for Listed Companies, the Rules of Procedure for the General Meeting of Listed Companies, the Rules Governing the Listing of Shares on the Shanghai Stock Exchange and other laws, administrative regulations, departmental rules, other relevant normative documents, as well as the securities regulatory rules of the places where the shares of the Company are listed (hereinafter referred to as the "relevant regulatory rules"), the Articles of Association of Sinopec Shanghai Petrochemical Company Limited (hereinafter referred to as the "Articles of Association"), as well as the actual situation of the Company, in order to protect the lawful interest of Sinopec Shanghai Petrochemical Company Limited (hereinafter referred to as the "Company") and its shareholders, to clarify the responsibilities and authority of the general meeting, to ensure the general meeting is conducted in a standardized, efficient and stable manner and to perform the functions and powers thereof according to law.
Article 2 These Rules shall be applicable to general meetings and shall have binding effect on the Company, all shareholders, proxies authorized by the shareholders, the directors, supervisors, general manager, deputy general managers, financial controller and the secretary of the board of directors of the Company and other relevant personnel who attend the general meeting.	**Article 2** These Rules shall be applicable to matters relating to the convening, proposal, notification and holding of the general meetings and shall have binding effect on the Company, all shareholders, proxies authorized by the shareholders attending or present at the general meetings, the directors and senior management of the Company and other relevant personnel.

Original Articles	Amended Articles
Article 3 General meetings can be classified as annual general meetings (hereinafter referred to as the "AGM") and extraordinary general meetings.	**Article 3** General meetings can be classified as annual general meetings and extraordinary general meetings. Except as otherwise provided in the Articles of Association and these Rules, general meetings shall be convened by the board of directors. For all general meetings held each year, meetings other than the annual general meetings shall be treated as extraordinary general meetings. The extraordinary general meetings shall be arranged in sequential order according to the time of holding during the year.
Article 5 For all general meetings convened each year, meetings other than the AGM shall be treated as extraordinary general meetings. The extraordinary general meetings shall be arranged in sequential order during the year.	
Article 5 For all general meetings convened each year, meetings other than the AGM shall be treated as extraordinary general meetings. The extraordinary general meetings shall be arranged in sequential order during the year.	/

Original Articles	Amended Articles
/	**Article 5** The board of directors shall hold an extraordinary general meeting within two months upon the occurrence of any of the following circumstances: (1) the number of directors is less than the number provided for in the Company Law or less than two-thirds of the number prescribed in the Articles of Association; (2) the unrecovered losses of the Company reach one-third of the total share capital of the Company; (3) upon written requisition for holding an extraordinary general meeting by the shareholders individually or jointly holding10% or more of the issued and outstanding voting shares of the Company; (4) when deemed necessary by the board of directors; (5) when the audit and compliance committee proposes to hold a meeting; (6) other circumstances prescribed by the relevant regulatory rules or the Articles of Association. In paragraph (3) above, the numbers of shares shall be calculated as per the shareholdings of the requesting shareholders on the date when such a written request is made.

Original Articles	Amended Articles
Article 6 Shareholders holding different classes of shares shall be referred to as "class shareholders". Apart from holders of other classes of shares, holders of domestic shares and H shares shall be treated as holders of different classes of shares. In the event that the Company intends to change or abolish the rights enjoyed by the class shareholders, the said change or abolishment shall, in accordance with the Articles, be approved by a special resolution at the general meeting and a class meeting for the classes of shareholders shall be convened in connection therewith. No shareholders other than the classes of shareholders shall be allowed to attend such class meeting. Class meetings for the class shareholders can be classified as class meetings for holders of domestic shares and class meetings for holders of H shares.	**Article 6** The ordinary shares issued by the Company shall include two types of shares: domestic shares and foreign shares. In the event that the Company intends to change or abolish the rights enjoyed by A or H shareholders, the said change or abolishment shall, in accordance with the provisions of the Articles of Association, be approved by a special resolution at the general meeting and a general meeting of A or H shareholders shall be held in connection therewith. No shareholders other than the A or H shareholders shall be allowed to attend such general meetings.
Article 7 The board of directors of the Company shall strictly comply with the relevant requirements as provided in laws, administrative regulations, the Articles of Association and these Rules in respect of convening the general meeting and shall ensure that the shareholders can exercise their rights in accordance with law. The board of directors of the Company shall perform their duties earnestly and organize the general meeting diligently and in a timely fashion. All directors of the Company shall be diligent and responsible in duty performance so as to ensure the proper convening of the general meeting and its fulfilment of duties and powers in accordance with law. Directors attending such meetings shall undertake their responsibilities in good faith and ensure that the substance of the resolutions shall be true, accurate and complete. No representation which may easily result in misinterpretation thereof shall be used.	**Article 7** The Company shall strictly comply with the relevant requirements as provided in the relevant regulatory rules, the Articles of Association and these Rules in respect of holding the general meeting and shall ensure that the shareholders can exercise their rights in accordance with law. The board of directors of the Company shall perform its duties earnestly and organize the general meeting diligently and in a timely fashion. All directors of the Company shall be diligent and responsible in duty performance so as to ensure the proper holding of the general meeting and their fulfillment of duties and powers in accordance with law. All directors of the Company shall perform their duties earnestly, organize the general meeting diligently and in a timely fashion, and shall be diligent and responsible in duty performance so as to ensure the proper holding of the general meeting and their fulfillment of duties and powers in accordance with law.

Original Articles	Amended Articles
Article 8 A shareholder who lawfully holds shares in the Company shall have the right to attend, in person or by proxy, the general meeting and shall enjoy various rights thereat according to the law and in accordance with these Rules, including the right to be informed, the right to speak, the right to question and the right to vote. Shareholders and their authorized proxies shall comply with the relevant laws and regulations, the Articles and these Rules to maintain the order of the meeting conscientiously. The lawful interests of other shareholders shall not be infringed.	**Article 8** All shareholders who are listed on the Company's register as of the record date or their proxies shall be entitled to attend, in person or appoint one person or more (who may or may not be a shareholder), as their proxy/proxies to attend the general meeting on their behalf and shall enjoy various rights thereat according to the relevant regulations and the Articles of Association and in accordance with these Rules, including the right to be informed, the right to speak, the right to question and the right to vote. Shareholders and their authorized proxies attending the general meeting shall comply with the provisions of the relevant regulations, the Articles of Association and these Rules to maintain the order of the meeting conscientiously. The lawful interests of other shareholders shall not be infringed.
Article 10 The general meeting shall be convened by adhering to the principles of cost- saving and simplicity. No additional benefits shall be granted to the shareholders (or their authorized proxies) attending such meeting.	/

Original Articles	Amended Articles
CHAPTER II FUNCTIONS AND POWERS OF THE GENERAL MEETING	**CHAPTER II FUNCTIONS AND POWERS OF THE GENERAL MEETING**
Article 11 The general meeting shall be the organ of authority of the Company. It may exercise the following functions and powers according to law:	**Article 10** The general meeting shall be the organ of authority of the Company. It may exercise the following functions and powers according to law:
(1) to determine the business objectives and investment plans of the Company;	(1) to elect non-employee representative directors;
(2) to elect and replace directors, and to determine matters relating to the remuneration of the directors;	(2) to remove directors;
(3) to elect and replace supervisors who are not employee representatives and to determine matters relating to remuneration of the supervisors;	(3) to determine the remuneration of the directors;
(4) to consider and approve the reports of the board of directors;	(4) to consider and approve the reports of the board of directors;
(5) to consider and approve the reports of the supervisory committee;	(5) to consider and approve the Company's plans for profit distribution and for making up losses;
(6) to consider and approve the Company's plans for profit distribution and for making up losses;	(6) to resolve on the increase or reduction of the Company's registered capital or the issue of shares of any class, warrant, corporate bonds convertible into shares and other similar securities;
(7) to consider and approve the Company's annual budgets and the final accounts;	(7) to resolve on the matters including the merger (where the consideration paid exceeds 10% of the Company's net assets), division, dissolution, liquidation or changing of the form of the Company;
(8) to pass resolutions relating to the increase or reduction of the Company's registered capital;	(8) to resolve on the issue of bonds of the Company, or to authorize the board of directors to resolve on the issue of corporate bonds;
(9) to pass resolutions relating to matters including the merger, division, dissolution, liquidation or changing of the form of the Company;	(9) to resolve on retaining or dismissing the accounting firms that undertake the Company's auditing activities;

Original Articles	Amended Articles
(10) to pass resolutions on the issue of bonds of the Company;	(10) to amend the Articles of Association and its appendices (including Rules of Procedure for the General Meetings and Rules of Procedure for the Board Meetings);
(11) to pass resolutions on retaining or dismissing or ceasing to continue to retain the accounting firms;	(11) to consider proposals made by the board of directors, the audit and compliance committee and shareholders representing 1% or more of the shares with voting right of the Company;
(12) to amend the Articles of Association;	(12) to consider and approve matters relating to guarantees stipulated in Article 54 of the Articles of Association;
(13) to consider motions proposed by the board of directors, the supervisory committee and shareholders representing 3% or more of the voting right of the Company;	(13) to consider and approve matters relating to financial assistance stipulated in Article 55 of the Articles of Association;
(14) to examine and approve matters relating to guarantees stipulated in Article 61 of the Articles;	(14) to consider the Company's acquisition or disposal of material assets conducted within the period of one year with a value exceeding 30% of the latest audited total assets of the Company;
(15) to consider the Company's significant acquisition or disposal of material assets conducted within the period of one year with a value exceeding 30% of the latest audited total assets of the Company;	(15) to consider and approve changes in the use of proceeds;
(16) to examine and approve changes in the use of proceeds;	(16) to consider share incentive schemes and employee stock ownership plan;
(17) to examine and approve share incentive schemes;	(17) to resolve for or to authorize the Company to repurchase its H shares as per Article 29 of the Articles of Association, or to resolve for the Company to repurchase its A shares as per item (1) or (2) of Article 29 of the Articles of Association;
(18) to resolve for the Company to repurchase its own shares as per item (1) or (2) of Article 30 of the Articles of Association;	(18) to authorize or entrust the board of directors to handle all such matters as authorized or entrusted by it;

Original Articles	Amended Articles
(19) to authorize or entrust the board of directors to handle all such matters as authorized or entrusted by it; (20) to resolve other matters of the Company as required to be resolved in general meetings in accordance with laws, administrative regulations, rules and regulations of authorized departments, and the Articles of Association and these Rules.	(19) to resolve other matters as required to be resolved by the general meetings in accordance with the relevant regulations, the securities regulatory rules of the places where the shares of the Company are listed, the Articles of Association and these Rules. The general meeting may authorize the board of directors to make resolutions on the issuance of shares and corporate bonds convertible into shares. The specific implementation shall comply with the relevant regulatory rules and the Articles of Association.
CHAPTER III DELEGATION OF POWERS OF THE GENERAL MEETING	**CHAPTER III DELEGATION OF POWERS OF THE GENERAL MEETING**
Article 12 Matters which, in accordance with laws, administrative regulations, the rules and regulations of authorized departments and provisions of the Articles of Association and these Rules, fall within the scope of the authority of the general meeting must be examined at such meeting so as to safeguard the decision-making power of the shareholders of the Company on such matters.	/
Article 13 In order to ensure and enhance the stable, healthy and efficient daily operation of the Company, the general meeting may authorize, expressly and with restrictions, the board of directors to exercise the following functions and powers in respect of investment plans and assets disposal:	**Article 11** In order to ensure the sound operation of the Company and improve the efficiency of decision-making, the general meeting may, pursuant to the provisions of the Articles of Association, authorize expressly and with restrictions, the board of directors to exercise, in accordance with the provisions of this Chapter its functions and powers relating to external investment, purchase or disposal of assets, external guarantees, financial assistance, entrusting or entrusted asset management, contracting, leasing, securities investments, derivatives business, waiver of rights, external donations, and other matters.

Original Articles	Amended Articles
Rules of Procedure for the Board Meetings **Article 11** Power and authorities of the Board in relation to non-connected transactions: (1) When entering into any non-connected transaction as referred to in the Listing Rules Governing the Listing of Shares on the Shanghai Stock Exchange not requiring the examination and approval of the Company's general meeting, the Company shall calculate the following five test indicators: (i) total assets ratio: derived from dividing the total value of the assets (the higher of the book value and the appraised valued, if both exist) involved in the transaction by the latest audited total assets value of the Company; (ii) transaction value ratio: derived from dividing the consideration of the transaction (taken into account the indebtedness and expenses borne) by the latest audited total net assets value of the Company; (iii) profit ratio: derived from dividing the absolute value of the profit derived from the transaction by the absolute value of the latest audited net profit of the Company;	**Article 12** Except as otherwise provided in this Chapter, the Company is required to conduct size tests in accordance with the relevant regulatory rules when the following events occur: (1) Daily transactions, i.e. transactions related to the Company's daily operations, including the purchase of raw materials, fuel and power, the acceptance and provision of labour services, the sale of products and commodities, the contracting of construction projects and other matters; (2) Incidental transactions, i.e. transactions occurring outside the Company's ordinary business activities, including external investment, purchase or disposal of assets, provision of guarantees, entrusting or entrusted asset management, contracting, leasing, securities investments, derivatives business, financial assistance, waiver of rights, external donations, and other matters; (3) Connected transactions, i.e. ongoing and incidental transactions between the Company and its connected parties; (4) Other matters that may have a significant impact on the Company's financial position, including the issuance of securities, mergers, demergers, spin-offs, provision for impairment of assets, write-off of assets, etc.

Original Articles	Amended Articles
(iv) ratio of income from principal operations: derived from dividing the absolute value of the income derived from the relevant principal operations which is the subject of the transaction (such as equity) for the latest financial year by the absolute value of the income from principal operations of the Company for the latest financial year; (v) ratio of net profit derived from the subject of the transaction: derived from dividing the absolute value of the net profit for the latest financial year relating to the subject of the transaction by the absolute value of the audited net profit of the Company;	The Company shall conduct a size test on the aforementioned matters. Any matter that meets the criteria specified in any rule for submission to the general meeting for consideration shall be submitted to the general meeting for consideration; any matter that meets the criteria specified in any rule for timely disclosure shall be submitted to the board of directors for consideration; for matters that do not meet the criteria for consideration by the board of directors, the board of directors may delegate the approval authority to the chairman of the board, general manager, or other relevant subjects to exercise in accordance with the Company's internal management system. For matters that shall apply the principles under the securities regulatory rules of the places where the Company's shares are listed in relation to the cumulative calculation, the Company shall also carry out the corresponding calculations as required and determine the approval procedures for the general meeting, the board of directors, etc.
(2) Transactions and asset transactions: 1. When entering into any transaction as stated in the "Listing Rules Governing the Listing of Shares on the Shanghai Stock Exchange", whether or not such transaction shall be examined and approved by a general meeting shall be determined in accordance with the provisions of the "Listing Rules Governing the Listing of Shares on the Shanghai Stock Exchange". With respect to any transaction not needed to be examined and approved by a general meeting, it shall be examined and approved by the board of directors or other authorized persons in accordance with the "Rules of Procedures for the Board Meetings".	

Original Articles	Amended Articles
2. In the course of carrying out a fixed assets transaction, if the sum of the estimated value of the fixed assets proposed to be transacted and the value derived from the fixed assets which have been transacted within four months prior to such transaction proposal are greater than 33% of the value of the fixed assets as shown in the balance sheets considered at the latest general meeting, a general meeting shall examine and approve such transaction. A fixed assets transaction which dispose of fixed assets at a value not greater than 33% shall be examined and approved by the board of directors. For the purposes of these Rules, the term "transaction" of fixed assets includes transfer of certain interests in the assets but excludes using fixed assets for the provision of guarantee. The validity of any fixed assets transaction undertaken by the Company shall not be affected by any breach of the first paragraph of this article. 3. Any significant acquisition or disposal of material assets conducted by the Company within the period of one year with a value exceeding 30% of the latest audited total assets of the Company shall be subject to the approval by shareholders at general meetings, and the board of directors shall be authorized to consider and approve any acquisition or disposal of assets conducted by the Company within the period of one year with a value below 30% of the latest audited total assets of the Company.	

Original Articles	Amended Articles
(1) Investment: 1. The general meeting shall consider the medium- to long-term investment plans and the annual investment plans of the Company; it shall delegate to the board of directors the power to make an adjustment of no more than 15% on the capital expenditure amount for the current year which has been approved by the general meeting. 2. For investments in individual projects (including, but not limited to, projects involving fixed assets and external equity), the general meeting shall examine and approve any project with an investment amount which exceeds 5% of the most recent audited net assets value of the Company; it shall delegate to the board of directors the power to examine and approve any project with an investment amount no more than 5% of the most recent audited net assets value of the Company. 3. In the event that the Company utilizes its own assets to conduct risk investments (including, but not limited to, bonds, futures and shares) in any industry which is not related to the business of the Company, the general meeting shall examine and approve any such project with an investment amount which exceeds 2% of the most recent audited net assets value of the Company; it shall delegate to the board of directors the power to examine and approve any project with an investment amount of no more than 2% of the most recent audited net assets value of the Company.	**Article 13** The powers and authorities regarding investments (1) For investments in individual projects (including, but not limited to, projects involving fixed assets and external equity), the general meeting shall consider and approve any project with an investment amount which exceeds 5% of the most recent audited net asset value of the Company; it shall delegate to the board of directors the power to consider and approve any project with an investment amount no more than 5% of the most recent audited net asset value of the Company. For projects with an investment amount no more than 5% of the Company's latest audited net asset value, the board of directors may delegate the approval authority for such projects to the chairman of the board, general manager and other relevant subjects to exercise in accordance with the Company's internal management system. (2) In the event that the Company utilizes its own assets to conduct risk investments (including, but not limited to, bonds and shares) in any industry which is not related to the business of the Company, the general meeting shall consider and approve any such project with an investment amount which exceeds 2% of the most recent audited net asset value of the Company; it shall delegate to the board of directors the power to consider and approve any project with an investment amount of no more than 2% of the most recent audited net asset value of the Company. For projects with an investment amount no more than 2% of the Company's latest audited net asset value, the board of directors may delegate the approval authority for such projects to the chairman of the board, general manager and other relevant subjects to exercise in accordance with the Company's internal management system.

Original Articles	Amended Articles
(2) Transactions and asset transactions: 1. When entering into any transaction as stated in the "Listing Rules Governing the Listing of Shares on the Shanghai Stock Exchange", whether or not such transaction shall be examined and approved by a general meeting shall be determined in accordance with the provisions of the "Listing Rules Governing the Listing of Shares on the Shanghai Stock Exchange". With respect to any transaction not needed to be examined and approved by a general meeting, it shall be examined and approved by the board of directors or other authorized persons in accordance with the "Rules of Procedures for the Board Meetings". 2. In the course of carrying out a fixed assets transaction, if the sum of the estimated value of the fixed assets proposed to be transacted and the value derived from the fixed assets which have been transacted within four months prior to such transaction proposal are greater than 33% of the value of the fixed assets as shown in the balance sheets considered at the latest general meeting, a general meeting shall examine and approve such transaction. A fixed assets transaction which dispose of fixed assets at a value not greater than 33% shall be examined and approved by the board of directors. For the purposes of these Rules, the term "transaction" of fixed assets includes transfer of certain interests in the assets but excludes using fixed assets for the provision of guarantee.	/

Original Articles	Amended Articles
The validity of any fixed assets transaction undertaken by the Company shall not be affected by any breach of the first paragraph of this article. 3. Any significant acquisition or disposal of material assets conducted by the Company within the period of one year with a value exceeding 30% of the latest audited total assets of the Company shall be subject to the approval by shareholders at general meetings, and the board of directors shall be authorized to consider and approve any acquisition or disposal of assets conducted by the Company within the period of one year with a value below 30% of the latest audited total assets of the Company.	

Original Articles	Amended Articles
(3) The following matters relating to guarantees provided by the Company to a third party shall be subject to the approval by shareholders at general meetings: 1. any subsequent guarantee to be provided by the Company in favour of a third party when the aggregate amount of guarantees of the Company and its holding subsidiaries given in favour of third parties has already exceeded 50% of the Company's most recently audited net asset value; 2. any subsequent guarantee to be provided by the Company in favour of a third party, when the aggregate amount of guarantees of the Company given in favour of third parties has reached or has already exceeded 30% of the Company's most recently audited total asset value; 3. any guarantee to be provided by the Company in favour of an entity which is subject to a gearing ratio of over 70%; 4. any single guarantee to be provided by the Company exceeding 10% of the Company most recently audited net asset value; 5. any guarantees to be provided in favour of any shareholder, de facto controllers and their connected parties. For guarantees provided by the Company to a third party which are not subject to the approval by shareholders at general meetings, the board of directors shall be authorized to consider and approve these guarantees in accordance with the Rules of Procedure for the Board Meetings.	**Article 14** The powers and authorities regarding external guarantees The following matters relating to guarantees provided by the Company to a third party shall be subject to the approval by shareholders at general meetings: (1) any subsequent guarantee to be provided by the Company in favour of a third party when the aggregate amount of guarantees of the Company and its holding subsidiaries given in favour of third parties has already exceeded 50% of the Company's most recently audited net asset value; (2) any subsequent guarantee to be provided by the Company in favour of a third party when the aggregate amount of guarantees of the Company and its holding subsidiaries given in favour of third parties has already exceeded 30% of the Company's most recently audited total assets; (3) any guarantee with amount exceeding 30% of the Company's latest audited total assets as calculated in accordance with the principle of cumulative calculation of the guaranteed amount within 12 consecutive months; (4) any guarantee to be provided by the Company in favour of an entity which is subject to a gearing ratio exceeding 70%; (5) any single guarantee to be provided by the Company exceeding 10% of the Company's most recently audited net asset value; (6) any guarantees to be provided in favour of any shareholder, de facto controllers and their connected parties;

Original Articles	Amended Articles
	(7) other external guarantees as stipulated in the relevant regulatory rules or the Articles of Association. For guarantees provided by the Company to a third party which are not subject to the approval by shareholders at general meetings, the board of directors shall be authorized to consider and approve these guarantees in accordance with the Rules of Procedure for the Board Meetings.
/	**Article 15** The powers and authorities regarding financial assistance The Company shall not provide funds and other financial assistance to its related parties as stipulated in the relevant regulatory rules, unless the financial assistance is provided to a related company in which the Company has equity interest but is not controlled by the controlling shareholder or de facto controller of the Company and that other shareholders of such company also provide such financial assistance under the same conditions in proportion to their capital contribution. Except as otherwise provided in the Articles of Association and these Rules, the following financial assistance matters shall be considered and approved by the general meeting: (1) provision of a single financial assistance, the amount of which exceeds 10% of the Company's latest audited net assets; (2) provision of financial assistance to anyone whose gearing ratio exceeds 70% according to its latest financial statements;

Original Articles	Amended Articles
	(3) provision of financial assistance, the accumulative amount of which for the recent 12 months exceeds 10% of the Company's latest audited net assets; (4) provision of financial assistance to a related company in which the Company has equity interest but is not controlled by the controlling shareholder or de facto controller of the Company that meets the conditions set forth in the first paragraph of this Article; (5) other circumstances as provided by the relevant regulatory rules, or the Articles of Association and its appendices. The board of directors is authorized to consider and approve financial assistance that does not meet the above criteria requiring consideration and approval by the general meeting, as well as financial assistance provided by the Company to a subsidiary which is included in the consolidated statements of the Company (and other shareholders of such subsidiary do not involve the Company's controlling shareholders, de facto controllers or its associates), in accordance with the Rules of Procedure for the Board Meetings.

Original Articles	Amended Articles
/	**Article 16** The power and authorities regarding external donations: (1) The general meeting shall determine external donations where the single donation amount exceeds 0.1% of the latest audited net asset value of the Company; (2) For the total external donation expenditures for the year, a size test shall be made in accordance with the threshold of disclosable transaction as specified in relevant regulatory rules. For transactions reaching the threshold of the general meeting's approval, such transaction shall be considered and approved by the general meeting; (3) For the total external donation expenditures for the year, a size test shall be made in accordance with the threshold of disclosable transaction as specified in relevant regulatory rules. For transactions reaching the disclosure threshold, such transaction shall be considered and approved by the Board meeting; (4) For the external donations with a single donation amount of no more than 0.1% of the latest audited net asset value of the Company, and where the total external donation expenditures for the year do not reach the threshold of disclosable transaction, the board of directors, the chairman of the board, general manager, or other relevant parties shall be authorized to consider and approve the matters in accordance with the consideration and approval authority as stipulated by the Company's internal management systems.

Original Articles	Amended Articles
Rules of Procedure for the Board Meetings **Article 15** If different standards of approval mentioned above are applicable to the above investment, asset disposal, loan matters, external guarantees and involve more than two or more approval bodies, approval applications shall be submitted to the highest approval body. If the above investment, asset disposal and loan matters constitute connected transactions according to the regulatory stipulations of the places where the Company is listed, the relevant matters shall be dealt with according to the relevant stipulations.	**Article 17** If the approval hierarchies involved in the relevant matters simultaneously include the general meeting, the board of directors, the chairman of the board and/or the general manager, the matter shall be submitted to the highest approval hierarchy for approval.
(4) In the event that any of the above investment, transaction or asset transaction constitutes a connected transaction according to the regulatory requirements of the listing venue, such matter shall be handled according to relevant regulatory requirements.	/
Article 14 The general meeting may reasonably authorize the board of directors the power to determine, to the extent permitted by the general meeting, any specific matters which are relevant to the matters being resolved and which are unable to be determined at the current general meeting, if necessary.	**Article 18** Without violating Article 10 of these Rules, if necessary and reasonable, the general meeting may authorize the board of directors, directors, general manager or the secretary to the board the power to determine, to the extent permitted by the general meeting, any specific matters which are relevant to the matters being resolved and which are unable or unnecessary to be determined at the current general meeting. Where the resolution in relation to which the general meeting authorizes the board of directors, directors, general manager or the secretary to the board is an ordinary resolution, then a majority of the shareholders attending the meeting (including shareholders who appoint a proxy to attend a general meeting) must approve the authorization. If it is a special resolution, then two-thirds or more of the shareholders attending the meeting (including shareholders who appoint a proxy to attend a general meeting) must approve the authorization. The content of the authorization must be clear and specific.

Original Articles	Amended Articles
	Article 19 For matters within the scope of the board of directors' approval authority as stipulated in the Articles of Association and these Rules, the board of directors may, in accordance with the relevant regulatory rules and the actual needs of the Company, under certain conditions and within a certain scope, delegate certain powers mentioned in Article 106 of the Articles of Association to the chairman of the board, one or several directors, the general manager or other relevant personal for exercise. However, the various statutory powers of the board of directors, as well as matters involving the Company's major interests that require collective decision-making by the board of directors or submission to the general meeting for decision, cannot be delegated. The board of directors of the Company formulates the management measures for the authorization of the board of directors in accordance with the Articles of Association and its appendices, specifically stipulating the basic scope, procedures, supervision and change, responsibility and other specific matters of the board of directors' authorization.

Original Articles	Amended Articles
CHAPTER IV PROCEDURES TO CONVENE A GENERAL MEETING	**CHAPTER IV PROCEDURES TO HOLD A GENERAL MEETING**
Section 1 Proposing and seeking proposals	**Section 1 Proposing and seeking proposals**
Article 16 Proposals are generally submitted by the board of directors to the general meeting.	**Article 21** Proposals are generally submitted by the board of directors to the general meeting. In the event that the audit and compliance committee and independent directors propose to convene a general meeting after consideration and approval of the same at a special meeting of the independent directors, the audit and compliance committee and such directors shall be responsible for submitting proposals. In the event that shareholders who, individually or jointly, hold 10% or more of the total voting shares of the Company propose to hold a general meeting, they shall be responsible to submit proposals in relation thereto, regardless of whether or not the meeting is convened by the board of directors.
Article 17 In the event that independent directors propose to convene an extraordinary general meeting after consideration and approval of the same at a special meeting, such directors shall be responsible for proposing resolutions. In the event that the board of directors does not agree to convene the extraordinary general meeting, it shall disclose the relevant details of its decision.	
Article 19 In the event that the supervisory committee proposes to convene an extraordinary general meeting, it shall be responsible to submit proposals in relation thereto.	
Article 20 In the event that shareholders who, individually or jointly, hold more than 10% of the total voting shares of the Company propose to convene an extraordinary general meeting, they shall be responsible to submit proposals in relation thereto, regardless of whether or not the meeting is convened by the board of directors.	

Original Articles	Amended Articles
Article 18 In the course of convening a general meeting, the board of directors, the supervisory committee, more than one-half of the number of independent directors or shareholders who, individually or jointly, hold more than 3% of the total voting shares of the Company shall have the right to submit a proposal. Shareholders individually or jointly holding more than 3% of the shares in the Company can submit an additional proposal ten days before the convening of a general meeting and make the proposals to the convenor in writing. The convenor shall within two days after receiving the proposals issue a supplemental notice of the general meeting to announce the additional resolution. In addition to the circumstances prescribed in the preceding paragraph, after giving notice of the general meeting, the convenor shall not amend the motions set out in the notice of the general meeting or add any new motion. The general meeting shall not vote or resolve on any motion which is not set out in the notice of the general meeting or which does not comply with the provisions of Article 15 of these Rules.	**Article 22** In the course of holding a general meeting, the board of directors, the audit and compliance committee, a majority of independent directors or shareholders who individually or jointly hold 1% or more of the total voting shares of the Company shall have the right to submit a proposal. Shareholders individually or jointly holding 1% or more of the shares in the Company can propose an additional proposal ten days before the convening of a general meeting and make the proposal to the convener in writing. The convener shall within two days after receiving the proposal issue a supplemental notice of the general meeting to announce the additional proposal and to submit such to the general meeting for consideration and approval, where there are more stringent requirements under the relevant regulatory rules, such requirements shall prevail, except where the additional proposal violates the laws, administrative regulations or the Articles of Association or is outside the power and authority of the general meeting. In addition to the circumstances prescribed in the preceding paragraph, after giving notice of the general meeting, the convener shall not amend the proposal set out in the notice of the general meeting or add any new proposal. The general meeting shall not vote or resolve on any proposal which is not set out in the notice of the general meeting or which does not comply with the provisions of Article 20 of these Rules.
Article 19 In the event that the supervisory committee proposes to convene an extraordinary general meeting, it shall be responsible to submit proposals in relation thereto.	/

Original Articles	Amended Articles
Article 20 In the event that shareholders who, individually or jointly, hold more than 10% of the total voting shares of the Company propose to convene an extraordinary general meeting, they shall be responsible to submit proposals in relation thereto, regardless of whether or not the meeting is convened by the board of directors.	/
Article 21 Before the chairman of the board of directors issues the notice of the board of directors convening the general meeting, the secretary of the board of directors may seek and collect proposals from shareholders who individually hold more than 3% of the total voting rights of the Company, the supervisors or independent directors and submit the same to the board of directors for consideration. Upon approval, such proposals shall be treated as resolutions to be submitted to the general meeting for consideration.	**Article 23** Before the chairman of the board issues the notice of the board of directors convening the general meeting, the secretary to the board may seek and collect proposals from shareholders who individually hold 1% or more of the total voting rights of the Company, the audit and compliance committee or a special meeting of independent directors and submit the same to the board of directors for consideration. Upon approval by the board of directors, such proposals shall be treated as resolution to be submitted to the general meeting for consideration.

Original Articles	Amended Articles
Article 22 The AGM shall at least consider the following proposals: (1) the annual report of the board of directors, including the investment plan and business strategy for the coming year; (2) the annual report of the supervisory committee; (3) the audited final accounts of the Company for the preceding year; (4) the Company's plans for profit distribution and for making up losses of the preceding year; (5) retaining, dismissing or ceasing to continue to retain an accounting firm.	**Article 24** At the annual general meeting, the board of directors shall report on their work for the previous year and submit the annual financial report to the general meeting. Each of the independent directors shall also report on their work to state the performance of their duties. The external audit firm shall attend the annual general meeting to answer questions about the conduct of the audit, the preparation and content of the auditors' report, the accounting policies and auditor independence.
Article 56 Paragraphs (2) and (3) At the annual general meeting of shareholders, the board of directors and the supervisory committee shall report on their work for the previous year. Each of the independent directors shall also report on their work. The external audit firm shall attend the annual general meeting to answer questions about the conduct of the audit, the preparation and content of the auditors' report, the accounting policies and auditor independence.	

Original Articles	Amended Articles
Article 23 If an extraordinary general meeting or a class meeting is proposed to be convened as required by the supervisory committee, two or more than two shareholders who jointly hold more than 10% of the total voting shares at the proposed meeting and proposal to the board of directors by independent director after consideration and approval at a special meeting of the independent directors, they may sign one copy or several copies of a written request in the same form and substance clearly specifying the topics for discussion for the meeting and at the same time submit to the board of directors a proposal which complies with conditions as provided in the preceding articles of these Rules.	/
Article 24 A proposal involving any of the following circumstances is deemed to be a change or abrogation of class rights, and the board of directors shall submit the same to a class meeting for consideration: (1) to increase or decrease the number of shares of that class, or to increase or decrease the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to those of the shares of that class; (2) to convert all or part of a class of shares into another class, or to convert all or part of another class of shares into that class of shares, or to grant such conversion right; (3) to cancel or reduce the rights in respect of dividends or the cumulative dividends attached to shares of that class; (4) to reduce or cancel preferential rights to dividends or to distribution of assets in the event that the Company is liquidated;	**Article 25** The following circumstances shall be regarded as the modification or abolition of the rights of A or H shareholders: (1) to increase or decrease the number of shares of that type, or to increase or decrease the number of shares of a type having voting rights, distribution rights or other privileges equal or superior to those of the shares of that type; (2) to convert all or part of that type of shares into another type, or to convert all or part of another type of shares into that type of shares, or to grant such conversion right; (3) to cancel or reduce the rights in respect of dividends or the cumulative dividends attached to shares of that type; (4) to reduce or cancel preferential rights to dividends or to distribution of assets in the event that the Company is liquidated attached to shares of that type;

Original Articles	Amended Articles
(5) to add, cancel or reduce conversion rights, options, voting rights, transfer rights, pre-emptive rights arising from placement or the right to acquire securities of the Company attached to shares of that class;	(5) to add, cancel or reduce conversion rights, options, voting rights, transfer rights, pre-emptive rights arising from placement or the right to acquire securities of the Company attached to shares of that type;
(6) to cancel or reduce the rights to obtain payables in specific currencies from the Company attached to shares of that class;	(6) to cancel or reduce the rights to obtain payables in specific currencies from the Company attached to shares of that type;
(7) to create a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of that class;	(7) to create a new type of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of that type;
(8) to restrict the transfer of ownership rights of such class of shares or impose additional restrictions thereto;	(8) to restrict the transfer of ownership rights of such type of shares or impose additional restrictions thereto;
(9) to grant the right to subscribe for, or convert into, shares of such class of shares;	(9) to grant the right to subscribe for, or convert into, shares of such type of shares;
(10) to increase the rights and privileges of shares of another class;	(10) to increase the rights and privileges of shares of another type;
(11) to conduct the proposed restructuring of the Company in such a way that may result in the holders of different classes of shares to assuming liability disproportionately;	(11) to conduct the proposed restructuring of the Company in such a way that may result in the holders of different types of shares to assuming liability disproportionately;
(12) to amend or abrogate the provisions of Chapter 9, Special Procedures for Voting by a Class of Shareholders, of the Articles.	(12) to amend or abrogate the provisions of Section 2 under Chapter 5, Special Procedures for Voting by A and H shareholders, of the Articles of Association.
Section 2 Notice of meeting and revision	**Section 2 Notice of meeting and revision**
Article 25 The convenor of the general meeting shall give notice of the general meeting. Convenors include the board of directors, the supervisory committee and shareholders who, individually or jointly, hold more than 10% of the total voting shares of the Company.	**Article 26** The convener of the general meeting shall give notice of the general meeting. Conveners include the board of directors, the audit and compliance committee and shareholders who individually or jointly hold 10% or more of the total voting shares of the Company.

Original Articles	Amended Articles
Article 26 When the Company convenes an annual general meeting of shareholders, a written notice shall be issued in 20 full working days before the meeting (excluding the meeting date), and when the Company convenes an extraordinary general meeting of shareholders, a written notice shall be issued at least 10 full working days or 15 days (whichever is longer and exclusive of the meeting date) before the meeting, to inform all registered shareholders of the matters to be considered at the meeting and the date and place of the meeting. If there are different provisions of the securities regulatory authority in the listed places of the company, the provisions shall be strictly implemented. Notice of the general meeting shall be given to the shareholders (whether or not having the right to vote at the general meeting) in the form of notice specified in the Articles of Association or in other ways permitted by the securities regulatory rules where the Company is listed. Provided the compliance with the securities regulatory rules where the Company is listed, the Company may also issue the notice of general meeting through announcement (including through the Company's website or electronic methods) instead of sending the notice to shareholders in person or by prepaid mail. In the event that the Company fails to give notice of the general meeting as scheduled such that the general meeting fails to convene for any reasons within six months since the end of the preceding accounting year, it shall promptly report the same to the stock exchanges on which the Company's shares are listed to explain the reasons therefore and make an announcement relating thereto.	**Article 27** When the Company holds an annual general meeting, a written notice shall be issued at least 20 days before the meeting (excluding the meeting date), and when the Company holds an extraordinary general meeting, a written notice shall be issued at least 10 full working days or 15 days (whichever is longer and exclusive of the meeting date) before the meeting, to inform all registered shareholders of the matters to be considered at the meeting and the date and place of the meeting. The issuance date of the notice shall also meet the relevant notice requirements of the Hong Kong Stock Exchange for the suspension of share transfer registration. Notice of the general meeting shall be given to the shareholders (whether or not having the right to vote at the general meeting) in the form of notice specified in the Articles of Association or in other ways permitted by the relevant regulatory rules. Provided that no relevant regulatory rules were violated, the Company may also issue the notice of general meeting through announcement (including through the Company's website or electronic methods) instead of sending the notice to shareholders in person or by prepaid mail. In the event that the Company fails to give notice of the meeting as scheduled such that the annual general meeting fails to hold for any reasons within six months from the end of the preceding accounting year, it shall promptly report the same to the stock exchanges on which the Company's shares are listed to explain the reasons therefore and make an announcement relating thereto.
Article 27 The notice of the meeting of the class shareholders shall only be served to such shareholders who have the right to vote in the meeting of the class shareholders.	**Article 28** The notice of the meeting of the A or H shareholders shall only be dispatched to such shareholders who have the right to vote in the meeting of the shareholders of that type.

Original Articles	Amended Articles
Article 28 The notice of the general meeting shall meet the following requirements:	**Article 29** The notice of the general meeting shall meet the following requirements:
(1) be made in writing;	(1) the venue, date, time, and duration for the meeting;
(2) specify the place, date, time, and duration for the meeting;	(2) set out the matters to be considered in the meeting;
(3) set out the matters and motions to be considered in the meeting and disclose, in full, the content of all the motions being proposed. If it is necessary to change any resolutions of the preceding general meeting, the content of the motion proposed related thereto shall be complete, and not merely list out the content of the changes; for any matter which is incorporated in "any other business" but the content of which has not been specified, it shall not be treated as a motion and no voting shall be conducted in respect of such matter at the general meeting;	(3) if matters relating to election of non-employee representative directors are proposed to be discussed at a general meeting, detailed information concerning the candidates shall be fully disclosed in the notice of the general meeting, which shall at least include the following: **1.** personal information relating to the candidates, including educational background, work experience and all other positions undertaken on a part-time basis; **2.** whether the candidates are connected with the Company, its controlling shareholders or de facto controllers, directors, senior management and shareholders holding 5% or more of the shares of the Company; **3.** whether there are circumstances under which the candidates may not be nominated as directors or senior management of a listed company in accordance with the relevant regulatory rules; **4.** the candidates' equity interest in the Company;
(4) provide the shareholders such information and explanation as necessary for them to make informed decisions in connection with the matters to be discussed; this principle includes (but is not limited to) where the Company proposes to merge with the other, repurchase its shares, restructuring its share capital or undergo other reorganization, the specific terms and conditions of the proposed transactions must be provided in detail together with copies of the contracts related thereto, if any, and the causes and effect of the same must be properly explained;	

Original Articles	Amended Articles
(5) if matters relating to election of directors and supervisors are proposed to be discussed at a general meeting of shareholders, detailed information concerning the candidates shall be fully disclosed in the notice of the general meeting, which shall at least include the following: 1. personal information relating to the candidates, including educational background, work experience and all other positions undertaken on a part-time basis; 2. whether the candidates are connected with the Company, its controlling shareholders or de facto controllers; 3. disclosing the candidates' shareholdings in the Company; 4. whether the candidates have been subject to any punishment by the China Securities Regulatory Commission or other relevant department or to any sanction by any stock exchange. Except where directors are to be elected through cumulative voting, each candidate for the position of supervisor or director shall be named by way of an individual motion; (6) contain a disclosure of the nature and extent of the material interests of any director, supervisor, senior officer in the proposed transaction and the effect which the proposed transaction will have on them in their capacity as shareholders insofar as it is different from the effect on interests of shareholders of the same class;	**5.** whether the candidates have been punished by the China Securities Regulatory Commission or other relevant department or sanctioned by any stock exchange. Except where non-employee representative directors are to be elected through cumulative voting, each candidate for the position of director shall be named by way of an individual proposal. (4) contain a clear statement that all holders of ordinary shares shall have the right to attend the general meeting and shall have the right to appoint one or more than one proxies in writing to attend and vote at the meeting on their behalf and such proxies need not be shareholders; (5) the record date for determining shareholders who have the right to attend the general meeting; (6) the names and contact numbers of the contact persons in connection with the meeting; (7) the voting time and procedure via internet or through other means. The notice and supplemental notice of the general meeting shall fully and completely disclose the full details of all resolutions and all information or explanations necessary to enable the shareholders to make a reasonable judgment as to the matters to be discussed.

Original Articles	Amended Articles
(7) contain the full text of any special resolution to be proposed and approved at the meeting; (8) contain a clear statement that a shareholder who has the right to attend and vote at the meeting shall have the right to appoint one or more than one proxies to attend and vote at the meeting on its behalf and that such proxies need not be shareholders; (9) state the shareholding record date for shareholders who have the right to attend the general meeting; (10) state the date and place to serve a proxy form to appoint a proxy to vote in the meeting; (11) state the names and contact numbers of the contact persons in connection with the meeting.	
Article 29 In respect of a proposal made by an independent director for convening an extraordinary general meeting, the board of directors shall, in accordance with the provisions of laws, administrative regulations and these Articles, give a feedback in writing on whether it agrees or disagrees to the convening of an extraordinary general meeting within ten days after receiving the proposal. If the board of directors agrees to the convening of an extraordinary general meeting, the board of directors shall give notice of the general meeting within five days after its adoption of the relevant resolution. If the board of directors does not agree to the convening of an extraordinary general meeting, the board of directors shall assign and announce reasons for its decision.	**Article 30** The board of directors shall convene general meetings on time within the stipulated period. Independent directors shall be entitled to propose to the board of directors to hold an extraordinary general meeting, subject to the approval of a special meeting of independent directors. In respect of a proposal made by an independent director for holding an extraordinary general meeting, the board of directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, give feedback in writing on whether it agrees or disagrees to the holding of an extraordinary general meeting within ten days after receiving the proposal. If the board of directors agrees to the holding of an extraordinary general meeting, the board of directors shall give notice of the general meeting within five days after its adoption of the relevant resolution. If the board of directors does not agree to the holding of an extraordinary general meeting, the board of directors shall explain and announce reasons for its decision.

Original Articles	Amended Articles
Article 30 The supervisory committee shall have the right to propose to the board of directors that an extraordinary general meeting be convened, and shall make the proposal in writing. The board of directors shall, in accordance with the provisions of laws, administrative regulations and these Articles, give a feedback in writing on whether it agrees or disagrees to the convening of an extraordinary general meeting within ten days after receiving the proposal. If the board of directors agrees to the convening of an extraordinary general meeting, the board of directors shall give notice of the general meeting within five days after its adoption of the relevant resolution. Any change to be made to the original proposal and set out in the notice shall have the consent of the supervisory committee. If the board of directors does not agree to the convening of an extraordinary general meeting, or the board of directors does not give a feedback within ten days after receiving the proposal, the board of directors shall be deemed to have been unable to or to have failed to perform its duty to convene a general meeting, and the supervisory committee may convene and chair the meeting on its own.	**Article 31** The audit and compliance committee shall have the right to propose to the board of directors that an extraordinary general meeting be held, and shall make the proposal in writing. The board of directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, give feedback in writing on whether it agrees or disagrees to the holding of an extraordinary general meeting within ten days after receiving the proposal. If the board of directors agrees to the holding of an extraordinary general meeting, the board of directors shall give notice of the general meeting within five days after its adoption of the relevant resolution. Any change to be made to the original proposal and set out in the notice shall have the consent of the audit and compliance committee. If the board of directors does not agree to the holding of an extraordinary general meeting, or the board of directors does not give feedback within ten days after receiving the proposal, the board of directors shall be deemed to have been unable to or to have failed to perform its duty to convene a general meeting, and the audit and compliance committee may convene and chair the meeting on its own.

Original Articles	Amended Articles
Article 31 Shareholders individually or jointly holding more than 10% of the shares in the Company shall have the right to request the board of directors to convene an extraordinary general meeting, and shall make the request in writing. The board of directors shall, in accordance with the provisions of laws, administrative regulations and these Articles, give a feedback in writing on whether it agrees or disagrees to the convening of an extraordinary general meeting within ten days after receiving the proposal. If the board of directors agrees to the convening of an extraordinary general meeting, the board of directors shall give notice of the general meeting within five days after its adoption of the relevant resolution. Any change to be made to the original proposal and set out in the notice shall have the consent of the shareholders concerned. If the board of directors does not agree to the convening of an extraordinary general meeting, or the board of directors does not give a feedback within ten days after receiving the proposal, shareholders individually or jointly holding more than 10% of the share in the Company shall have the right to request the supervisory committee to convene an extraordinary general meeting, and shall make the request to the supervisory committee in writing. If the supervisory committee agrees to the convening of an extraordinary general meeting, the supervisory committee shall give notice of the general meeting within five days after receiving the request. Any change to be made to the original proposal and set out in the notice shall have the consent of the shareholders concerned.	**Article 32** Shareholders individually or jointly holding 10% or more of the shares in the Company shall have the right to request the board of directors to convene an extraordinary general meeting, and shall make the request in writing. The board of directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, give feedback in writing on whether it agrees or disagrees to the holding of an extraordinary general meeting within ten days after receiving the request. If the board of directors agrees to the holding of an extraordinary general meeting, the board of directors shall give notice of the general meeting within five days after its adoption of the relevant resolution. Any change to be made to the original request and set out in the notice shall have the consent of the shareholders concerned. If the board of directors does not agree to the holding of an extraordinary general meeting, or the board of directors does not give feedback within ten days after receiving the request, shareholders individually or jointly holding 10% or more of the share in the Company shall have the right to request the audit and compliance committee to hold an extraordinary general meeting, and shall make the request to the audit and compliance committee in writing. If the audit and compliance committee agrees to the holding of an extraordinary general meeting, the audit and compliance committee shall give notice of the general meeting within five days after receiving the request. Any change to be made to the original request and set out in the notice shall have the consent of the shareholders concerned.

Original Articles	Amended Articles
If the supervisory committee fails to give notice of the general meeting within the prescribed time limit, the supervisory committee shall be deemed to have failed to convene and chair a general meeting, and shareholders individually or jointly holding more than 10% of the share in the Company for 90 consecutive days may convene and chair the meeting on their own.	If the audit and compliance committee fails to give notice of the general meeting within the prescribed time limit, the audit and compliance committee shall be deemed to have failed to convene and chair a general meeting, and shareholders individually or jointly holding 10% or more of the share in the Company for more than 90 consecutive days may convene and chair the meeting on their own.
Article 32 If the supervisory committee or shareholders decides to convene a general meeting on their own, the supervisory committee or shareholders shall notify the board of directors in writing and shall at the same time file a report to the local office of the China Securities Regulatory Commission and the securities exchange of the place where the Company is located for the record. Before the resolution of the general meeting is announced, the shareholders' proportion of the convening shareholders shall not be lower than 10%. The convening shareholders shall, at the time of giving notice of the general meeting and announcing the resolutions of the general meeting, submit the relevant supporting material to the local office of the China Securities Regulatory Commission and the securities exchange of the place where the Company is located.	**Article 33** If the audit and compliance committee or shareholders decides to convene a general meeting on their own, the audit and compliance committee or shareholders shall notify the board of directors in writing and shall at the same time file a report to the domestic stock exchanges on which the Company's shares are listed for the record. Before the resolution of the general meeting is announced, the shareholding proportion of the convening shareholders shall not be lower than 10%. The convening shareholders shall, at the time of giving notice of the general meeting and announcing the resolutions of the general meeting, submit the relevant supporting material to the domestic stock exchanges on which the Company's shares are listed.
Article 33 The board of directors or the secretary of the board of directors shall facilitate the general meeting convened by the supervisory committee or shareholders on their own. The board of directors shall provide the shareholder register as at the ex-rights date.	**Article 34** The board of directors and the secretary to the board shall facilitate the general meeting convened by the audit and compliance committee or shareholders on their own. The board of directors shall provide the shareholder register as at the shareholding record date. Where the board of directors does not provide a register of members, the convener may apply for obtaining it to the securities registration and clearing institution by providing relevant announcement on convention of a general meeting. The register of members obtained by the convener may not be used for other purposes except holding of a general meeting.

Original Articles	Amended Articles
Article 34 The cost which is necessarily incurred for a meeting convened by the supervisory committee or shareholders on their own shall be borne by the Company.	**Article 35** The cost which is necessarily incurred for a general meeting convened by the audit and compliance committee or shareholders on their own shall be borne by the Company.
Article 35 After the meeting convenor gives notice of the general meeting, the general meeting shall not be deferred or cancelled without cause, and motions set out in the notice shall not be cancelled. In the event that the general meeting is required to deferred or cancelled, the meeting convenor shall make an announcement stating the reasons at least two working days before the date originally scheduled for convening the general meeting.	**Article 36** After the meeting convenor gives notice of the general meeting, the general meeting shall not be deferred or cancelled without proper reasons, and proposals set out in the notice shall not be cancelled. In the event that the general meeting is required to deferred or cancelled, the meeting convenor shall make an announcement stating the reasons at least two working days before the date originally scheduled for holding the general meeting.
Article 37 The Company shall, in accordance with the requirements stipulated by the Shanghai Stock Exchange, post all information relating to the general meeting on the website of the Shanghai Stock Exchange at least 5 working days before convening such meeting.	**Article 38** The Company shall, in accordance with the requirements stipulated by the international and domestic stock exchange on which the Company's shares are listed, disclose information required for the shareholders to make reasonable decision on the matters to be discussed within the prescribed period prior to the general meeting.
Section 3 Registration of the meeting	**Section 3 Registration of the meeting**
Article 38 Shareholders may attend the general meeting in person or appoint a proxy to attend and vote on their behalf. Directors, supervisors, secretary of the board of directors and the PRC legal counsel retained by the Company shall attend such meeting. The general manager and other senior officers of the Company shall attend such meetings as participants. Other persons being invited by the board of directors may also attend such meeting. In order to ensure the solemnity and proper order of the general meeting, the Company shall have the right to refuse persons other than those as set out in the preceding paragraph entry into the meeting venue.	**Article 39** Shareholders may attend the general meeting in person or appoint a proxy to attend and vote on their behalf. If the general meeting requests the presence of directors and senior management, the directors and senior management shall be present at the meeting and accept the enquiry of shareholders. Other persons being invited by the board of directors can also be present at such meeting. In order to ensure the solemnity and proper order of the general meeting, the Company shall have the right to refuse entry to any person other than those set out in the preceding paragraph in accordance with the law.

Original Articles	Amended Articles
Article 39 The Company shall be responsible for preparing a shareholder attendance register for shareholders who physically attend an on-site general meeting, which shall be signed by the shareholders who physically attend the on-site meeting or by the proxies of such shareholders. The shareholder attendance register for the on-site meeting shall contain the names of the people (and/or the entity) who (or which) attend the meeting, their identity card numbers, residential addresses, information to confirm the identity of the each of the shareholders (such as the shareholder's account number), the number of voting shares held or represented, the name of the persons (or the names of the entities) which are represented by proxy, and so forth.	**Article 40** The Company shall be responsible for preparing a shareholder attendance register for shareholders who physically attend an on-site general meeting, which shall be signed by the shareholders who physically attend the on-site meeting or by the proxies of such shareholders. The shareholder attendance register for the on-site meeting shall contain the individual (or the entity) names who (or which) attend the meeting, their identity card numbers, the number of voting shares held or represented, the name of the persons (or the names of the entities) which are represented by proxy, and so forth.
Article 40 In addition to what is stated in the preceding article, matters which shall be registered in respect of attendance at the general meeting by the shareholders or their proxies include: (1) confirmation of the identities of the shareholders or their proxies; (2) requests to speak together with a description of the content of the speeches, if any; (3) numbers of votes which the shareholders or their proxies may cast in accordance with the number of shares they hold/represent; (4) new motions, if any.	**Article 41** In addition to what is stated in the preceding article, matters which shall be registered in respect of attendance at the general meeting by the shareholders or their proxies include: (1) requests to speak together with a description of the content of the speeches, if any; (2) collect voting ballots according to the number of shares held or represented by the shareholders or their proxies.
Article 41 If a natural person shareholder attends the meeting in person, he shall present his identity card and provide materials that enable the Company to confirm his status as a shareholder; if he appoints a proxy to attend the meeting, such proxy shall present his identity card, the proxy form signed by the principal, and provide materials that enable the Company to confirm the principal's status as a shareholder.	**Article 42** If an individual person shareholder attends the meeting in person, he shall produce his valid identity card or other valid documents or proof capable of identifying himself; if he appoints a proxy to attend the meeting, such proxy shall present his valid identity card, the proxy form, and provide materials that enable the Company to confirm the principal's status as a shareholder.

Original Articles	Amended Articles
Article 42 A legal person shareholder shall attend the meeting via its legal representative or a proxy authorized by the legal representative/ board of directors/other decision-making authority. In the event of attending the meeting via its legal representative, he shall present his identity card, valid proof evidencing his qualification as legal representative, and provide materials that enable the Company to confirm its status as a legal person shareholder. In the event of attending the meeting via a proxy authorized by the shareholder, such proxy shall present his identity card, a written proxy form issued according to law by the legal representative/ board of directors/other decision-making authority of the principal or a notarised copy of the authorization resolved by the board of directors or other competent authority of the legal person shareholder, and provide materials that enable the Company to confirm its status as a legal person shareholder.	**Article 43** A legal person shareholder shall attend the meeting via its legal representative or the proxy appointed by such legal representative. In the event of attending the meeting via its legal representative, he shall present his valid identity card, valid proof evidencing his qualification as legal representative, and provide materials that enable the Company to confirm its status as a legal person shareholder. Where the legal representative of a legal person shareholder appoints a proxy to attend the meeting, such proxy shall produce his own valid identity card and the written power of attorney issued by the legal representative according to law, and provide materials that enable the Company to confirm the principal's status as a shareholder.

Original Articles	Amended Articles
Article 43 Shareholders shall appoint their proxies in writing. The content of such written proxy form shall state the following: (1) the name of the proxy; (2) the number of shares represented by the relevant proxy on behalf of the principal; (3) whether or not the proxy has the right to vote; (4) instruction to vote "for" or "against" in respect of each matter on the agenda of the general meeting; (5) the date of signing and the term for such proxy form; (6) signature (or seal) of the principal or its proxy who is appointed in writing and, where the principal is a legal person, the official stamp of such legal person or the signature of its director or its duly appointed agent. The proxy form shall expressly state that the proxy entrusted by the shareholders may cast vote at its own discretion in the absence of any specific instruction from the shareholder.	**Article 44** The proxy form issued by a shareholder authorizing a proxy to attend a general meeting shall set out the following information: (1) the name of the principal, and the class and number of shares held in the Company; (2) the name of the proxy; (3) specific instructions of the shareholder, including instructions to vote for, against or abstain from voting in respect of each matter on the agenda of the general meeting; (4) the date of signing and the term for such proxy form; Signature (or seal) of the principal or its proxy who is appointed in writing and, where the principal is a legal person shareholder, the official stamp of such legal person or the signature of its director or its duly appointed agent.

Original Articles	Amended Articles
Article 44 The proxy form shall be lodged at the place of domicile or such place as specified in the notice of convening the meeting at least 24 hours before convening the meeting for which votes will be cast under the proxy form or 24 hours before the specified voting time. In the event that such proxy form is caused to be signed under a power of attorney issued by the principal, such power of attorney or other authorization documents related thereto shall be notarised. The notarised power of attorney and authorization documents together with the proxy form shall be lodged at place of domicile or other place as specified in the notice of convening the meeting.	**Article 45** The proxy form shall be provided in a manner permitted by the relevant regulatory rules to the Company's registered office or such place as specified in the notice of convening the meeting at least 24 hours before holding the meeting for which votes will be cast under the proxy form or 24 hours before the specified voting time. In the event that the proxy form is signed under a power of attorney issued by the principal, such power of attorney or other authorization documents related thereto shall be notarised. The notarised power of attorney and authorization documents together with the proxy form shall be lodged at the Company's registered office or other place as specified in the notice of convening the meeting.

Original Articles	Amended Articles
Article 45 Shareholders attending the general meeting shall be registered. The following documents shall be provided respectively for the purposes shareholders' registration at the meeting: (1) Natural person shareholders: their identity cards or other valid certification or evidence or share account cards which can show their identities shall be presented; in case of attending the meeting by proxies, such proxies shall present their identity cards, the proxy forms issued by the shareholders, and provide materials that enable the Company to confirm the principal's status as a shareholder. (2) Legal person shareholders: in the case of authorized representatives attending the meeting, such authorized representatives shall present their identity cards together with the valid proofs evidencing their qualification to act as legal representatives, and shall provide materials that enable the Company to confirm their identities as legal person shareholders; in the case of attending the meeting by proxies, such proxies shall present their identity cards, proxy forms issued by the legal representatives of the legal person shareholders according to law or notarised copies of the authorization resolved by the board of directors or other decision- making bodies of the legal person shareholders, and shall provide materials that enable the Company to confirm their identities as legal person shareholder.	/

Original Articles	Amended Articles
Section 4 Convening the meeting	**Section 4 Holding the meeting**
Article 49 The location for holding a general meeting of the Company shall be in Shanghai, Shenzhen or Hong Kong and the exact location shall be specified in the notice of general meeting. The Company shall, on the premise of ensuring the lawfulness and validity of the general meeting, expand the proportion of social public shareholders participating in the general meeting, through various methods or channels including the provision of up-to-date information technology measures such as online voting platforms.	**Article 49** The venue for holding a general meeting of the Company shall be in Shanghai, Shenzhen or Hong Kong and the exact venue shall be specified by the convener in the notice of general meeting. The general meetings shall be held at a meeting venue in the form of on-site meeting. The Company shall, based on needs and on the premise of ensuring the lawfulness and validity of the general meeting, provide convenience to the shareholders by adopting safe, economical, convenient online and other means, including but not limited to providing modern information technologies such as online voting platforms and electronic communication meetings permitted by the relevant regulatory rules, and expand the proportion of public shareholders participating in the general meeting.

Original Articles	Amended Articles
Article 50 The chairman of the board of directors shall preside over the general meeting. If the chairman of the board of directors is unable to or does not perform duties for some reason, the meeting shall be presided over by the vice chairman (If the Company has two or more vice- chairmen, the meeting shall be presided over by the vice-chairman jointly elected by more than half of the directors.). If the vice-chairman is unable to or does not perform duties, the meeting shall be presided over by a director jointly elected by more than half of the directors. A general meeting convened by the supervisory committee on its own shall be presided over by the chairman of the Supervisory Committee. If the chairman of the Supervisory Committee is unable or fails to perform duties, the meeting shall be presided over by a supervisor jointly elected by more than half of the supervisors. A general meeting convened by the shareholders on their own shall be presided over by a representative elected by the convenors. When a general meeting is convened, if the chairman of the meeting contravenes the rules of procedure and the general meeting cannot proceed as a result, upon the consent of more than half of the shareholders who physically attend the general meeting and having voting right, the general meeting may elect one person to preside over and proceed with the meeting.	**Article 50** The chairman of the board shall preside over the general meeting. If the chairman of the board is unable to or does not perform duties for some reason, the meeting shall be presided over by the vice chairman (If the Company has two or more vice chairmen, the meeting shall be presided over by the vice chairman jointly elected by a majority of the directors.). If the vice chairman is unable to or does not perform duties, the meeting shall be presided over by a director jointly elected by a majority of the directors. A general meeting convened by the audit and compliance committee on its own shall be presided over by the chairman of the audit and compliance committee. If the convener of the audit and compliance committee is unable or fails to perform duties, the meeting shall be presided over by one member of the audit and compliance committee jointly elected by a majority of the members of such committee. A general meeting convened by the shareholders on their own shall be presided over by the convener or the representative elected by him. When a general meeting is held, if the chairman of the meeting contravenes the these Rules and the general meeting cannot proceed as a result, upon the consent by a majority of the shareholders who physically attend the general meeting and having voting right, the general meeting may elect one person to preside over and proceed with the meeting.

Original Articles	Amended Articles
Article 56 Shareholders may query the Company during the general meeting. The chairman of the meeting shall direct the directors, supervisors or senior officers to respond to or provide explanations in connection with queries raised by shareholders, except questions relating to the commercial secrets of the Company which shall not be disclosed during the general meeting. At the annual general meeting of shareholders, the board of directors and the supervisory committee shall report on their work for the previous year. Each of the independent directors shall also report on their work. The external audit firm shall attend the annual general meeting to answer questions about the conduct of the audit, the preparation and content of the auditors' report, the accounting policies and auditor independence.	**Article 56** Shareholders may put forward suggestions or enquiries to the Company during the general meeting. The directors and senior management shall, subject to the fair information disclosure principle, respond to or provide explanations in connection with enquiries or suggestions from shareholders at the general meeting, except questions relating to the commercial secrets of the Company which shall not be disclosed during the general meeting.

Original Articles	Amended Articles
Section 5 Voting and resolutions	**Section 5 Voting and resolutions**
Article 58 General meetings shall pass resolutions on specific motions.	**Article 58** General meetings shall resolve on specific proposals.
Article 59 Matters not covered in the notice of a general meeting shall not be resolved upon at the meeting. In the course of considering the content of the motions as set out in the notice of a general meeting, no alteration shall be made to the content of the motions. If any alteration is made, the alteration shall be deemed to be a new motion which shall not be voted upon at the general meeting. Except in the case of the cumulative voting system, the general meeting shall vote on all motions that are put on the agenda one-by-one. Except in the case of force majeure or other special reasons which lead to suspension of the general meeting or its failure to adopt a resolution, voting on the same shall neither be put on hold nor be refused for any reason. In the event that different motions are proposed for the same matters, voting on such motions shall be conducted based on the order of the time of proposing such motions to the general meeting.	**Article 59** Matters not covered in the notice of a general meeting shall not be resolved upon at the meeting. In the course of considering the content of the proposals as set out in the notice of a general meeting, no alteration shall be made to the content of the proposals. If any alteration is made, the alteration shall be deemed to be a new proposal which shall not be voted upon at the general meeting. Except in the case of the cumulative voting system, the general meeting shall vote on all proposals that are put on the agenda one by one. Except in the case of force majeure or other special reasons which lead to suspension of the general meeting or its failure to adopt a resolution, voting on the same shall neither be put on hold nor be refused for any reason. In the event that different proposals are proposed for the same matters, voting on such proposals shall be conducted based on the order of the time of proposing such proposals to the general meeting.
Article 60 The chairman of the meeting is obliged to demand a poll on the motions at the general meeting (by open ballot). Unless a poll is demanded by the chairman of the general meeting, at least 2 shareholders or proxies having the right to vote, or one or more shareholders (including the proxies thereof) individually or jointly holding more than 10% of the total voting shares of the Company, voting in the general meeting shall be conducted by a show of hands.	**Article 60** The chairman of the meeting is obliged to, prior to the vote, inform attending shareholders to vote and approve the proposals by recorded ballot at the general meeting. Each shareholder (including shareholders who appoint proxies to attend the general meeting) shall exercise its voting rights in accordance with the number of voting shares represented. Except for the circumstances where cumulative voting is applicable, each share shall have the right to one vote. When material issues affecting the interests of minority investors are being considered at the general meeting, the votes by minority investors shall be counted separately. The separate counting results shall be publicly disclosed in a timely manner.

Original Articles	Amended Articles
Each shareholder or its proxy shall exercise its voting right on the basis of the number of the voting shares represented. Except for voting on the motions in connection with the election of directors, which shall be conducted by way of cumulative voting, in accordance with the Articles, each share shall have the right to one vote.	The shares held by the Company itself shall not be attached with voting rights. Such shares shall not be counted in the total number of voting shares held by shareholders attending the general meetings. If a shareholder purchases shares with voting rights of the Company in violation of the provisions of Article 63(1) and (2) of the Securities Law, the voting rights of such shares in excess of the prescribed proportion shall not be exercised and shall not be counted towards the total number of shares with voting rights attending the general meeting for thirty-six months after the purchase. The board of directors, independent directors, shareholders holding 1% or more of voting shares or investor protection institutions established in accordance with the laws, administrative regulations or provisions of the China Securities Regulatory Commission may collect votes from shareholders publicly. While collecting votes of shareholders, sufficient disclosure of information such as the specific voting preference shall be made to the shareholders from whom voting rights are being collected. Solicitation of shareholders' voting rights in a paid or disguised paid way shall be prohibited. Save for statutory conditions, the Company shall not impose any limitation related to the minimum shareholding ratio on the solicitation of voting rights.

Original Articles	Amended Articles
Article 62 The cumulative voting method shall be adopted for voting on motions in connection with the election of directors at the general meeting in accordance with the Articles. The main contents of the cumulative voting system are as follows: (1) The cumulative voting method must be adopted where the number of directors or supervisors to be elected are more than two; (2) When the cumulative voting method is adopted, each of the shares held by a shareholder shall carry the same voting right as to the number of directors or supervisors to be elected under each proposal group; (3) The notice of the general meeting shall notify shareholders of the adoption of the cumulative voting method for electing directors or supervisors. The convenors of the general meeting shall prepare ballots suitable for cumulative voting, and shall give descriptions and explanations in writing regarding the cumulative voting system, the completion method of the ballots and the methods of counting the votes;	**Article 62** The cumulative voting method shall be adopted for voting on proposals in connection with the election of directors (other than employee representative directors) at the general meeting in accordance with the Articles of Association. The main contents of the cumulative voting system are as follows: (1) The cumulative voting method must be adopted where the number of directors to be elected is more than two; (2) When the cumulative voting method is adopted, each of the shares held by a shareholder shall carry the same voting right as to the number of directors to be elected under each resolution group; (3) The notice of the general meeting shall notify shareholders of the adoption of the cumulative voting method for electing directors. The conveners of the general meeting shall prepare ballots suitable for cumulative voting, and shall give descriptions and explanations in writing regarding the cumulative voting method, the completion method of the ballots and the methods of counting the votes;

Original Articles	Amended Articles
(4) When voting on directors or supervisors candidates at a general meeting, a shareholder may exercise his voting right by spreading his votes evenly and for each of the directors or supervisors candidates casting the number of votes corresponding to the number of shares he holds; or he may exercise the voting rights in a way to concentrate his votes on a particular director or supervisor candidate by casting the total number of votes carried by all of his shares while the number of voting rights carried by each of his shares is the same as the number of directors or supervisors to be elected; or he may spread his votes over several candidates and cast for each of them part of the total number of votes carried by the shares he holds while the number of voting rights carried by each of his shares is the same as the number of directors or supervisors to be elected;	(4) When voting on directors candidates at a general meeting, a shareholder may spread to exercise his/her votes and may give equal number of votes to each director candidate corresponding to the number of shares he/she holds; or may exercise the voting rights in a way to concentrate his/her votes and give all the votes as represented by the shares the shareholder holds corresponding to the number of directors to be elected to one particular director candidate, or a certain number of votes as represented by the shares the shareholder holds corresponding to the number of directors to be elected to certain director candidate;
(5) Shareholders should vote within the number of votes for each proposal group. After a shareholder has concentrated the voting rights represented by all of the shares held by him on one or a certain number of candidates for director or supervisor of such proposal group, he may not exercise his voting rights again in respect of other candidates for director of such proposal group;	(5) Shareholders should vote within the number of votes for each resolution group. After a shareholder has allocated all the voting rights represented by all of the shares held by the shareholder corresponding to the number of directors under such resolution group to one or a certain number of director candidates, the shareholder does not have further voting rights in respect of other director candidates under such resolution group;

Original Articles	Amended Articles
(6) If the total number of votes exercised by a shareholder concentrating his voting rights on one or a certain number of candidates for director or supervisor exceeds the total number of voting rights represented by the shares held by that shareholder under such proposal group, or have casted votes for more candidates than the number to be elected in competitive election, that shareholder's vote is invalid, and will be deemed to be an abstention. If the total number of votes exercised by a shareholder concentrating his voting rights on one or a certain number of candidates for director is less than the total number of voting rights represented by the shares held by that shareholder under such proposal group, that shareholder's vote is valid, and those voting rights not exercised will be deemed to be abstentions;	(6) If the total number of votes a shareholder has exercised and allocated to one or a certain number of director candidates exceeds the total number of voting rights represented by the shares held by the shareholders under such resolution group, or have casted votes for more candidates than the number to be elected in competitive election, the shareholder's whole votes shall become void, and the shareholders will be deemed to be abstained from voting. If the total number of votes a shareholder has exercised and allocated to one or a certain number of director candidates is less than the total number of voting rights represented by the shares held by the shareholders under such resolution group, the shareholder's votes are valid, and those votes not exercised will be deemed as being abstained from voting;

Original Articles	Amended Articles
(7) Where the total number of votes in favour won by a candidate for director or supervisor exceeds one-half of the total of number of shares with voting rights represented by shareholders attending the general meeting (based on the non-cumulative number of shares) and the total number of votes in favour exceeds the total number of opposing votes, that candidate will be elected as a director or supervisor. If the number of directors or supervisors so elected exceeds the number of positions available for director or supervisor, then those receiving the most number of votes in favour shall be elected as directors or supervisors (provided that where directors or supervisors receiving relatively less votes in favour have an equal number of votes in favour, which would cause the number of directors or supervisors elected to exceed the positions available, then such candidates will be deemed to have not been elected). If an insufficient number of directors or supervisors are elected at the general meeting to fill the positions available, then a further vote will be conducted for the remaining positions, until such point as all positions for director or supervisor have been elected;	(7) Where the total number of votes in favor of a director candidate exceeds one-half of the total number of shares with voting rights represented by shareholders attending the general meeting (based on the non-cumulative number of shares), that director candidate will be elected. If the number of directors so elected exceeds the number of directors to be elected, then those receiving the most number of votes in favor shall be elected as directors (provided that if director candidates receiving lesser votes in favor have an equal number of votes, and the election of whom would cause the number of persons elected to exceed the number of directors to be elected, then such candidates will be deemed to have not been elected). If an insufficient number of directors are elected at the general meeting to fill the number of directors to be elected, then a further round of voting will be conducted for the remaining positions, until all the directors to be elected have been elected;
(8) Where the general meeting holds a new round of election for directors or supervisors in accordance with the requirements set out in paragraph (7) above, the cumulative votes of the shareholders shall be re-calculated based on the number of directors or supervisors elected in each round of election;	(8) Where the general meeting holds a new round of election for directors in accordance with the requirements set out in paragraph (7) above, the cumulative votes of the shareholders shall be recalculated based on the number of directors elected in each round of election;
(9) Independent directors and other members of the board of directors are elected separately.	(9) Independent directors and other non-employee representative directors shall be elected separately.

Original Articles	Amended Articles
In the event of inconsistency regarding the relevant provisions of cumulative voting system between the relevant provisions of the securities regulatory rules of the place where the Company is listed and the Articles of Association, the board of directors may decide to adopt an appropriate cumulative voting system subject to laws, administrative regulations, departmental rules and regulations, relevant normative documents, and the securities regulatory rules in place where the Company is listed.	In the event of inconsistency regarding the relevant provisions of cumulative voting method between the relevant regulatory rules and the provisions of the Articles of Association, the board of directors may decide to adopt an appropriate cumulative voting method subject to the relevant regulatory rules.
Article 63 In considering the motions in connection with the election of directors or supervisors at a general meeting, voting shall be conducted on each of the candidates for director or supervisor one by one.	**Article 63** In considering the proposals of the election of non-employee representative directors at a general meeting, voting shall be conducted on each of the candidates for director one by one.
Article 64 Resolutions of the general meeting shall be classified as ordinary resolutions and special resolutions. (1) Ordinary resolutions 1. An ordinary resolution at a general meeting shall be passed by votes representing the majority of the voting rights represented by the shareholders (including proxies authorized by the shareholders) attending the meeting. 2. The following matters shall be resolved by an ordinary resolution at a general meeting: (i) working reports of the board of directors and the supervisory committee; (ii) plans for profit distribution and plans for making up losses prepared by the board of directors;	**Article 64** Resolutions of the general meeting shall be classified as ordinary resolutions and special resolutions. (1) Ordinary resolutions **1.** An ordinary resolution at a general meeting shall be passed by votes representing the majority of the voting rights represented by the shareholders (including shareholders who appoint proxies to attend the general meeting) attending the meeting. **2.** The following matters shall be resolved by an ordinary resolution at a general meeting: (i) working reports of the board of directors; (ii) plans for profit distribution and plans for making up losses prepared by the board of directors;

Original Articles	Amended Articles
(iii) matters relating to methods of appointment and removal of the members of the board of directors, members of the supervisory committee who are not employee representatives, and the remuneration, payment methods and liability insurance of all directors and supervisors;	(iii) matters relating to methods of appointment and removal, and the remuneration, payment methods and liability insurance of the members of the board of directors;
(iv) the annual budget, balance sheet, profit and loss statements and other financial statements of the Company;	(iv) matters other than those required by the relevant regulatory rules or the Articles of Association and these Rules to be adopted by special resolutions.
(v) annual reports of the Company;	(2) Special resolutions
(vi) matters other than those required by law, administrative regulations or the Articles of Association and these Rules to be adopted by special resolutions.	**1.** A special resolution at a general meeting shall be passed by votes representing more than two-thirds of the voting rights represented by the shareholders (including shareholders who appoint proxies to attend the general meeting) attending the meeting.
(2) Special resolutions	**2.** The following matters shall be resolved by a special resolution at a general meeting:
1. A special resolution at a general meeting shall be passed by votes representing more than two-thirds of the voting rights represented by the shareholders (including proxies authorized by the shareholders) attending the meeting.	(i) an increase or reduction of the registered capital of the Company;
2. The following matters shall be resolved by a special resolution at a general meeting:	(ii) division, merger (where the consideration paid exceeds 10% of the Company's net assets), dissolution, liquidation or change of the form of the Company;
(i) an increase or reduction of the share capital of the Company and the issue of any class of shares, warrants and other similar securities;	(iii) amendment to the Articles of Association and its appendices;
(ii) issuance of corporate bonds;	
(iii) division, merger, dissolution, liquidation or change of the form of the Company;	

Original Articles	Amended Articles
(iv) amendment to the Articles of Association;	(iv) the Company's acquisition or disposal of material assets or provision of guarantees to others conducted within the period of one year with a value exceeding 30% of the latest audited total assets of the Company;
(v) the Company's significant acquisition or disposal of material assets or provision of guarantees conducted within the period of one year with a value exceeding 30% of the latest audited total assets of the Company;	(v) share incentive schemes;
(vi) share incentive schemes; and	(vi) any other matter which is necessary to be adopted by way of a special resolution, as stipulated by the relevant regulatory rules or the Articles of Association, or considered at a general meeting by way of an ordinary resolution as having a material impact on the Company.
(vii) any other matter which is necessary to be adopted by way of a special resolution, as stipulated by laws, administrative regulations or the Articles of Association, or considered at a general meeting by way of an ordinary resolution as having a material impact on the Company.	

Original Articles	Amended Articles
Article 65 Affected class shareholders shall have the right to vote on matters involving sub-paragraphs (2) to (8) and (11) to (12) of Article 24 hereof, regardless of whether or not they originally have the right to vote at the class meeting for class shareholders; provided that interested shareholders shall not have any right to vote at the class meeting for the class shareholders. The term "interested shareholders" mentioned in the preceding paragraph shall mean: (1) In the event that the Company repurchases its own shares by way of a general offer to all shareholders in proportion to their respective shareholdings or through a public dealing on a stock exchange in accordance with Article 30 of the Articles, "interested shareholders" means such controlling shareholders as defined in Article 58 of the Articles; (2) In the event that the Company repurchases its own shares by an off-market agreement in accordance with Article 30 of the Articles, "interested shareholders" means the shareholders to whom such agreement relates; (3) Under the proposed restructuring of a Company, "interested shareholders" means the shareholders who assume the liability thereof in a proportion less than that assumed by other holders of the same class of shares or who have a different interest to other holders of the same class of shares.	**Article 65** A or H shareholders who are affected shall have the right to vote at the meeting of A or H shareholders on matters involving sub-paragraphs (2) to (8) and (11) to (12) of Article 25 hereof, regardless of whether or not they originally have the right to vote at the meeting; provided that interested shareholders shall not have any right to vote at the meeting for that type. The term "interested shareholders" mentioned in the preceding paragraph shall be governed by the provisions of Article 93 of the Articles of Association.

Original Articles	Amended Articles
Article 66 A resolution of the class shareholders at a class meeting shall be passed by votes representing more than two-thirds of the voting rights represented by the shareholders attending the class meeting in accordance with the preceding article. The special procedures for voting by class shareholders shall not apply to the following circumstances: where upon approval by a special resolution at a general meeting, the Company issues, either separately or simultaneously, once every 12 months domestic shares and overseas-listed foreign-invested shares not exceeding 20% of their respective issued and outstanding shares.	**Article 66** A resolution at the meeting of A or H shareholders shall be passed by votes representing two-thirds or more of the voting rights represented by the shareholders attending the corresponding meeting. Where upon approval by a special resolution at a meeting, the Company issues, either separately or simultaneously, once every 12 months A shares and H shares, with not exceeding 20% of their respective issued and outstanding shares. Such matter shall not be subject to the special procedures for voting by A or H shareholders.

Original Articles	Amended Articles
Article 68 Shareholders present at the general meeting shall express one of the following opinions on the motion put forward for voting: "for", "against", or "abstention". Shareholders shall, as required, carefully complete the ballot papers and put such ballot papers into a ballot box. Any ballot paper which is left blank or is not duly completed or the handwriting thereon is found to be illegible or which is not cast shall deemed to be an abstention of voting by the voter and the votes represented thereon shall not be counted in the total number of valid votes.	**Article 68** Shareholders (including shareholders who appoint proxies to attend the general meeting) attending the meeting should clearly indicate a vote for, against or abstain each resolution requiring a vote at the meeting, except where the securities registration and clearing institution acts as the nominee holder of shares under the Stock Connect mechanism between the Mainland and Hong Kong markets, and it shall submit votes according to the instructions of the actual holders. For H Shares held by HKSCC Nominees Limited, the number of shares for which it has been authorized to vote at the meeting shall be counted as the number of shares held by HKSCC Nominees Limited in attendance at the meeting. Shareholders and their authorized proxies attending the meeting shall, as required, carefully complete the ballot papers. Any ballot paper which is left blank or is not duly completed or the handwriting thereon is found to be illegible or which is not cast shall be deemed to be an abstention of voting by the voter. The voting results of the shares they hold shall be counted as "abstained". The abstention vote shall be regarded as valid votes when the Company counts the votes in respect of the relevant matter. Where any shareholder is under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited required to abstain from voting or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

Original Articles	Amended Articles
Article 69 Before a vote was taken on a motion at the general meeting, two representatives of the shareholders shall be nominated to participate in the counting of votes as well as scrutinizing the counting process. If a shareholder is interested in the matter under consideration, the relevant shareholder and his proxies shall not participate in the counting of votes or scrutinize the counting process. At the time of a vote was taken on a motion by voting at the general meeting, legal advisers, representatives of shareholders and representatives of supervisors shall jointly be responsible for the counting of votes as well as scrutinizing the counting process. They shall announce the voting results to the meeting. The voting results in connection with the resolution shall be recorded in the minutes. Shareholders of the Company who vote via a network or other means, or the proxies of such shareholders, shall have the right to check their own voting results through a corresponding voting system. Where the votes for and against a resolution are equal, the chairman of the meeting shall be entitled to a casting vote.	**Article 69** Before a vote was taken on a proposal at the general meeting, two representatives of the shareholders shall be nominated to participate in the counting of votes as well as scrutinizing the counting process. If a shareholder is interested in the matter under consideration, the relevant shareholder and his proxies shall not participate in the counting of votes or scrutinize the counting process. At the time of a vote was taken on a proposal by voting at the general meeting, legal advisers, representatives of shareholders shall jointly be responsible for the counting of votes as well as scrutinizing the counting process. They shall announce the voting results in the meeting. The voting results in connection with the resolution shall be recorded in the minutes.
Article 70 The chairman of the meeting shall be responsible for deciding whether or not a resolution is passed by the general meeting according to the results of the vote counting as confirmed by legal advisers, representatives of shareholders and representatives of supervisors. The chairman's decision shall be final and shall be announced at the meeting and recorded in the minutes.	/

Original Articles	Amended Articles
Article 71 Minutes of a general meeting of shareholders shall be kept. Minutes of general meetings should set out the following: (1) the date and venue for convening the meeting, meeting agenda and the name of the convenor; (2) the name of the chairman of the meeting as well as those of the directors, supervisors and senior officers who attend the meeting as attendees and nonvoting attendees; (3) the number of shareholders and proxies attending the meeting, the total number of voting shares represented by the shareholders who are entitled to vote; the proportion of the number of voting shares represented by the shareholders who are entitled to vote out of the total number of shares of the Company; (4) a description of the considerations taken for each motion, the main points put forward by each speaker relating thereto and the voting results thereof; (5) details of queries and recommendations of the shareholders and the corresponding response or explanation in relation thereto; (6) the names of the legal advisers and persons responsible for counting the votes and for supervising the counting process; (7) other contents which should be recorded in the minutes as provided for in the Articles of Association.	**Article 70** Minutes of general meetings shall be kept and such minutes shall be prepared by the secretary to the board. Minutes of general meetings should set out the following: (1) the date and venue for the meeting, meeting agenda and the name of the convener; (2) the name of the chairman of the meeting as well as those of the directors and senior management who attend or are present at the meeting; (3) the number of shareholders and proxies attending the meeting, the total number of voting shares represented by the shareholders who are entitled to vote; the proportion of the number of voting shares represented by the shareholders who are entitled to vote out of the total number of shares of the Company; (4) a description of the considerations taken for each proposal, the main points put forward by each speaker relating thereto and the voting results thereof; (5) details of queries and recommendations of the shareholders and the corresponding response or explanation in relation thereto; (6) the names of the legal advisers, vote counters and scrutineers; (7) other contents which should be recorded in the minutes as provided for in the Articles of Association.

Original Articles	Amended Articles
The convenor shall ensure that the content of the minutes shall be true, accurate and complete. Minutes shall be signed by attendees of the meeting, including the directors, supervisors, secretary of the board of directors, convenor or its representative and the chairman of the meeting. Minutes shall together with the register relating to shareholders present at the meeting in person and by proxy by way of issuing a proxy form or via internet or other permitted means, be kept by the Company at the Company address for an indefinite period of time.	The convener shall ensure that the content of the minutes shall be true, accurate and complete. Minutes shall be signed by the directors, secretary to the board, the convener or its representative and the chairman of the meeting who attend or are present at the meeting. Minutes shall together with the register of shareholders attending the meeting in person and proxy forms for representative attendance or valid records of attending via internet or other voting methods, be kept at the Company's registered office for at least 10 years as the Company's archives.
/	**Article 71** If the chairman of the meeting has any doubt about the results of voting on a resolution, he may take a vote counting. If the chairman of the meeting does not demand a vote counting, and if any of the shareholders or proxies attending the meeting have any doubts about the results announced by the chairman of the meeting, they have the right to demand a vote counting immediately after such announcement, and the chairman of the meeting shall immediately conduct a vote counting.
/	**Article 72** If a vote counting is taken at a general meeting, the result thereof shall be recorded in the minutes of that meeting.

Original Articles	Amended Articles
Section 6 Adjournment of meeting	**Section 6 Adjournment of meeting**
Article 74 The board of directors of the Company shall ensure that the general meeting is held continuously within reasonable office hours until reaching the final resolutions.	/
Article 74 The board of directors of the Company shall ensure that the general meeting is held continuously within reasonable office hours until reaching the final resolutions.	**Article 76** The convener shall ensure continuity of the general meeting until final resolutions are made. In case of suspension of the general meeting or failure in making resolutions for such special reasons as force majeure, the convener shall take necessary measures to resume the general meeting as soon as possible or directly terminate this general meeting and make a public announcement in a timely manner. Meanwhile, the convener shall make a report to the local agency of CSRC and the stock exchange.
Article 76 In the event that the general meeting has been adjourned due to an event of force majeure or other special reasons such that the meeting has to be suspended or fails to reach any resolution, the convenor shall take necessary measures to resume the general meeting as soon as possible or directly terminate the general meeting. The convenor shall also make a report to the China Securities Regulatory Commission Shanghai Securities Regulatory Bureau and the stock exchange.	

Original Articles	Amended Articles
Section 7 Post-meeting issues and announcement	**Section 7 Post-meeting issues and announcement**
Article 77 The secretary of the board of directors shall be responsible for submitting the relevant materials including minutes and resolutions to the relevant regulatory authorities and making an announcement in the designated media in accordance with the relevant laws and regulations and as required by China Securities Regulatory Commission and the stock exchanges upon which the shares of the Company are listed.	**Article 77** The secretary to the board shall be responsible for submitting the relevant materials as stipulated in the relevant regulatory rules including minutes and resolutions and making an announcement in the media that comply with the provisions of the securities regulators where the Company's shares are listed.
Article 78 The number of shareholders (or their authorized proxies) attending the meeting, the total number of the voting shares held by such shareholders (or represented by such proxies) and the proportion of such shares to the total number of voting shares of the Company, the voting method and the results of the polls for every motion shall be stated clearly in the announcement of the resolutions of the general meeting. For resolutions of a motion proposed by a shareholder, the name and the shareholding of the proposing shareholder together with the contents of the motion shall be specified.	**Article 78** The resolutions of the general meetings shall be announced promptly, and the announcement shall state the number of shareholders (or their authorized proxies) attending the meeting, the total number of the voting shares held by such shareholders and the proportion of such shares to the total number of voting shares of the Company, the voting method and the results of the polls for every proposal and the detailed content of each resolution passed. The announcement of the resolutions of the general meetings shall be published in the newspapers that meet the requirements of the securities regulators where the Company's shares are listed and on the Company's website, and the content of the announcement shall comply with the relevant regulatory rules.
Article 79 In the event that a motion in connection with the meeting has not been adopted or the resolutions of the preceding general meeting have been changed at the current general meeting, the board of directors shall state the same in the announcement of the resolutions of the general meeting. The announcement of the resolutions of the general meeting shall be published in the designated newspapers and on the Company's website.	In the event that a proposal in the meeting has not been adopted or the resolutions of the preceding general meeting have been changed at the current general meeting, special notes shall be made in the announcement of the resolutions of the general meeting.

Original Articles	Amended Articles
Article 81 If a motion in respect of the distribution of cash or bonus shares, or in connection with the capital increase by conversion from common reserve funds, is adopted at a general meeting of shareholders, the Company shall implement such distribution within two months of the relevant general meeting.	**Article 80** If a proposal in respect of the distribution of cash or bonus shares, or in connection with the capital increase by conversion from common reserve funds, is adopted at a general meeting, the Company shall implement such distribution within two months following the conclusion of the relevant general meeting. After the board of directors has formulated specific plan for the next interim dividend distribution approved by the annual general meeting, the dividend (or share) distribution shall be completed within two months.
CHAPTER V SUPPLEMENTARY PROVISIONS	**CHAPTER V SUPPLEMENTARY PROVISIONS**
/	**Article 81** Unless otherwise specified, terms used in these Rules shall have the same meanings as those defined in the Articles of Association.
Article 82 These rules shall become effective after being adopted by the general meeting.	**Article 82** These Rules shall become effective after being adopted by the general meeting. Any modification to these Rules shall be made by way of amendments proposed by the board of directors and submitted to the general meeting for approval.
Article 83 Any modification to these Rules shall be made by way of amendments proposed by the board of directors and submitted to the general meeting for approval.	
Article 85 In the event that any matter not covered herein contradicts the requirements of the law, administrative regulations or other relevant regulatory documents as promulgated from time to time, such laws, administrative regulations or other relevant regulatory documents shall prevail.	**Article 84** In the event that there are any matters not dealt with herein or there are any matters in these Rules which are inconsistent with the relevant regulatory rules as promulgated from time to time and the provisions of the Articles of Association, or resolutions of the general meeting, then such relevant regulatory rules and the provisions of the Articles of Association, or resolutions of the general meeting shall prevail.

Note: If the number of an Article is changed due to the addition, deletion or order of certain Articles, the number of Articles after the amendments to these Rules will be re-numbered in order, and the number of Articles involved in cross-reference will be adjusted accordingly. In addition, non-substantive revisions have been adopted, including changing numerical expressions from Arabic to Chinese numerals in certain Articles and replacing "或" with "或者".

COMPARISON TABLE OF AMENDMENTS TO RULES OF PROCEDURE FOR THE BOARD MEETINGS

Original Articles	Amended Articles
CHAPTER 1 GENERAL PROVISIONS	**CHAPTER 1 GENERAL PROVISIONS**
Article 1 In order to ensure that the board of directors (hereinafter referred to as the "Board") of Sinopec Shanghai Petrochemical Company Limited (hereinafter referred to as the "Company") fulfils the duties and responsibilities conferred by the shareholders as a whole and is able to carry out discussions efficiently and make resolutions in a scientific, prompt and prudential manner and in order to standardize the operating procedures of the Board, these Rules are formulated in accordance with the laws, rules and regulations governing the listed companies within and outside China, including Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Mandatory Provisions for Articles of Association of Companies Listed Overseas, the Guidelines on the Articles of Association of Listed Companies, the Standards on Corporate Governance for Listed Companies and the Articles of Association of the Company (hereinafter referred to as the "Articles").	**Article 1** In order to ensure that the board of directors (hereinafter referred to as the "Board") of Sinopec Shanghai Petrochemical Company Limited (hereinafter referred to as the "Company") fulfills the duties and responsibilities conferred by the shareholders as a whole and is able to carry out discussions efficiently and make resolutions in a scientific, prompt and prudential manner and in order to standardize the operating procedures of the Board, Rules of Procedure for the Board Meetings of Sinopec Shanghai Petrochemical Company Limited (hereinafter referred to as the "these Rules") are formulated in accordance with the relevant provisions of laws, administrative regulations, departmental rules, and other relevant normative documents, including the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China (hereinafter referred to as the "Securities Law"), the Guidelines on the Articles of Association of Listed Companies, the Standards on Corporate Governance for Listed Companies, the Rules of Procedure for the General Meetings of Listed Companies, the Rules Governing the Listing of Shares on the Shanghai Stock Exchange and the securities regulatory rules of the place where the shares of the Company are listed (hereinafter referred to as the "relevant regulatory rules"), and the Articles of Association of Sinopec Shanghai Petrochemical Company Limited (hereinafter referred to as the "Articles of Association"), as well as the actual situation of the Company.

Original Articles	Amended Articles
/	**Article 2** Expenses incurred by the directors in attending board meetings shall be paid by the Company, including transportation costs from the place where the director is located to the place of the meeting, the cost of accommodation and meals during the period the meeting is held, as well as incidental expenses, such as the rent of the place of the meeting and local transportation costs.
CHAPTER II COMPOSITION OF THE BOARD AND ITS SUBORDINATE OFFICES	/
Article 2 The Board shall consist of 11-15 directors, including one chairman and one to two vice-chairmen. The Board shall appoint one or more directors as executive directors. The executive directors committee shall handle the matters as delegated to them by the Board.	/
Article 3 The Board shall establish audit and compliance, nomination, strategic and ESG, remuneration and appraisal, and other special committees. These special committees shall consider specific matters and give their opinions and proposals for the Board's reference when the Board makes decisions. Any of these special committees shall comprise directors only and the majority of the remuneration and appraisal committee, and the nomination committee members shall be independent directors and serving as convenors. The members of the audit and compliance committee shall be consisted of three non-executive directors of whom at least two are independent non-executive directors and at least one independent non-executive director who is an accounting professional and serves as the convenor. The Board is responsible for formulating rules of procedure for professional committees and regulating the operation of professional committees.	/

Original Articles	Amended Articles
Each specialist committee shall have the following basic responsibilities: (I) Major responsibilities of the audit and compliance committee are: 1. to propose the appointment or replacement of an external audit firm and to oversee the work of the external audit firm; 2. to oversee the Company's internal audit policy, compliance management policy and the implementation thereof; 3. to ensure that the internal audit function is adequately resourced and has the appropriate standing within the Company, and to review and monitor its effectiveness; 4. to be in charge of the communications between the Company's internal and external auditors; 5. to review the Company's financial reports and the disclosure thereof; 6. to review the Company's risk management and internal control system and submit to the board an annual self-assessment report on the Company's risk management and internal control; 7. to supervise and evaluate the compliance management of the Company;	

Original Articles	Amended Articles
8. to discuss the risk management and internal control systems with management to ensure that management has performed its duty to have effective systems. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the accounting, financial reporting and internal audit functions; 9. to report and to submit in order of importance to the board of any suspected fraud and non-compliance, risk management and internal control failures, or suspected violations of laws and regulations that comes to its attention, and to review the results of internal investigations on suspected fraud and non- compliance, risk management and internal control failures and on activities in violation of laws or regulations on financial reports; 10. to review the major connected transactions; 11. to review the arrangements made by the Company for the concerns raised by employees in confidence about improprieties in financial reporting, risk management, internal control or other matters, and to ensure that the Company will conduct a fair and independent investigation of these matters and take appropriate follow-up action; 12. to formulate compliance reporting policies and systems to ensure that Company employees and other parties in contact with the Company (such as customers and suppliers) can raise their concerns on any possible improper matter about the Company to the audit and compliance committee;	

Original Articles	Amended Articles
13. to consider major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and management's response to these findings; and 14. to perform other duties and powers as assigned by the board. (II) Major responsibilities of the remuneration and appraisal committee are: 1. to formulate a remuneration policy and an implementation scheme according to the main terms of reference, duties and significance of the management positions of the directors and officers, as well as on the basis of the pay levels for the relevant positions at other relevant companies; 2. to carry out the remuneration policy and the implementation scheme, which primarily comprise performance appraisal standards and procedures, a main evaluation mechanism, award and penalty regimes and standards, etc.; 3. to review and approve the remuneration proposals for the management with reference to the Company's business goals and objectives set by the board; 4. to review the performance of duties by the directors and officers of the Company and to conduct annual performance appraisals thereof;	

Original Articles	Amended Articles
5. to review and approve compensation payable to executive directors and officers of the Company for any loss or termination of office, or compensation arrangements in connection with the dismissal or removal of directors of the Company for misconduct to ensure that such compensation or compensation arrangements are consistent with contractual terms or are otherwise fair and not excessive; 6. to ensure that no director or any of his directly interested parties thereof is involved in deciding his own remuneration; 7. to research, review and/or draft matters relating to share plans as referred to Chapter17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; and 8. to perform other duties and powers as assigned by the board. (III) Major responsibilities of the nomination committee are: 1. to examine the criteria, procedures and methods for the selection of directors and officers and to submit the same to the board for consideration; 2. to review the structure, size and composition of the board (including the skills, knowledge and experience) at least annually and to make recommendations on any proposed changes to the board to complement the Company's corporate strategies;	

Original Articles	Amended Articles
3. to identify candidates with appropriate qualifications to act as directors and to select and nominate such candidates; 4. to conduct an investigation into the candidates for directorships and the position of general manager and to recommend to the board; 5. to make recommendations to the board on the appointment or re-appointment of directors and succession planning for directors (especially the chairman and the general manager); 6. to assess the independence of independent non-executive directors; 7. to conduct fact-finding investigations into the candidates for other management positions as proposed by the general manager and to offer opinions on such investigations to the board; 8. to search for candidates available for employment in the domestic and overseas human resources markets and within the Company and to make recommendations to the board; 9. to perform other duties as assigned by the board; and 10. to perform other duties as assigned by the securities regulatory authorities in places where the Company is listed. (IV) Major responsibilities of the strategic and ESG committee are: 1. to study the development strategies of the Company and advise the Board on the same;	

Original Articles	Amended Articles
2. to study any single project with an investment representing more than 5% of the latest audited net assets of the Company and advise the Board on the same; 3. to study material investment proposals and material investment projects that are subject to the decision of the Board, and other material matters that will affect the development of the Company, at the request of the Chairman, more than half of the Independent Directors or more than one-third of the Directors and advise the Board on the same; 4. to propose to the Board on the company's strategies, planning and major decisions related to ESG (environment, society and governance); 5. to focus on the commitments and performance of ESG of the Company and material ESG matters related to the Company's business, study the company's ESG-related matters and recommend to the Board; 6. to consider the annual ESG report of the Company and propose to the Board; 7. to perform other duties as assigned by the Board; 8. to fulfil other responsibilities as imposed by the securities regulatory authorities in domestic and foreign places where the Company is listed;	

Original Articles	Amended Articles
9. to inspect and study the implementation of the above matters and propose any suggestions for improvement and adjustment to the Board on a timely basis.	
Article 4 Each of these special committees under the Board shall formulate its own detailed work rules which shall come into effect upon approval by the Board.	
Article 5 If any matters to be resolved by the Board involve any significant matters such as direction of reform and development, key objectives, and priority operational arrangements of the Company, the Board should seek advice from the Party committee. When the Board appoints the management personnel of the Company, the Party committee shall consider and provide comments on the candidates for management positions nominated by the Board or the president, or recommend candidates to the Board and/or president.	/

Original Articles	Amended Articles
CHAPTER III FUNCTIONS, POWERS AND AUTHORITY OF THE BOARD	**CHAPTER II FUNCTIONS, POWERS AND AUTHORITY OF THE BOARD**
Article 6 The Board shall be responsible to the shareholders' general meeting and exercise the following functions and powers: (1) to be responsible for convening shareholders' general meetings and report on its work to the shareholders' general meetings; (2) to implement the resolutions passed at the shareholders' general meetings; (3) to determine the Company's business plans and investment plans; (4) to prepare the Company's annual preliminary and final financial budgets; (5) to prepare the Company's profit distribution and loss recovery plans; (6) to formulate the Company's financial strategy, the Company's plan to increase or decrease its registered capital, the Company's acquisition of the its own shares and the issuance of any type of securities (including but not limited to corporate bonds) and plans for listing or repurchasing its own stocks as per item (1) or (2) of Article 30 of the Articles of Association; (7) to prepare plans for major acquisitions or disposals, and for the merger, division, dissolution or changing of the form of the Company; (8) to introduce amendments to the Company's Articles of Association;	**Article 4** The Board shall exercise the functions and powers conferred by the relevant regulatory rules and the Articles of Association.

Original Articles	Amended Articles
(9) to decide on matters relating to foreign investment, purchase or sale of assets, mortgage of assets, provision of guarantees, entrusted asset management and connected transactions by the Company within the scope of authority conferred by the general meeting; (10) to decide the establishment of the Company's internal management bodies; (11) to appoint or remove the Company's general manager; appoint or remove the Company's deputy general managers and chief financial officer according to the nomination by the general manager; appoint or remove the secretary to the Board; and determine their remuneration; (12) to appoint or replace the members of the Board and the supervisory committee of the Company's wholly-owned subsidiaries; appoint, replace or recommend shareholder's proxies, directors (candidates) and supervisors (candidates) of the subsidiaries controlled or participated in by the Company by shareholding; (13) to determine the establishment of the Company's branches; (14) to prepare proposals for any amendment to the Articles; (15) to formulate the Company's basic management rules and regulations; (16) to manage the disclosure of information of the Company;	

Original Articles	Amended Articles
(17) to propose at the general meeting to engage or replace the accounting firm which undertakes auditing work of the Company; (18) to listen to the work report of the Company's general manager and inspect the work of the general manager; (19) to develop and review the Company's policies and practices on corporate governance; (20) to review and monitor the training and continuous professional development of directors and senior management of the Company; (21) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; (22) to develop, review and monitor the code of conduct and compliance manual applicable to employees and directors of the Company; (23) to resolve for the acquisition of the Company's shares as per the circumstances as specified in item (3), (5) or (6) of Article 30 of the Articles of Association; (24) to make decisions about major matters and administrative affairs other than those which should be decided by the Company's general meeting in accordance with laws, administrative regulations and the Articles, and executing other important agreements; and (25) other functions and powers stipulated by laws, administrative regulations or the Articles and granted by the shareholders' general meeting.	

Original Articles	Amended Articles
Article 7 Necessary conditions for the performance of duties by the Board: The general manager shall provide all directors with necessary information and data so that the Board can make its decisions in a scientific, rapid and prudential manner. A proper introduction related to the Company's affairs shall be given to the newly appointed directors. A director can request the general manager or, through the general manager, the relevant department of the Company to provide information and explanations necessary for them to make decisions in a scientific, rapid and prudential manner. The Company shall note in particular that the Company must take steps to answer the questions of non-executive directors, if any, as soon and completely as possible. Upon the consideration and approval at a special meeting of independent directors, any independent director can independently engage intermediaries to conduct audit, consultation or verification on specific matters of the Company. The Company shall bear the expenses incurred thereof.	**Article 5** Necessary conditions for the performance of duties by the Board: The general manager shall provide all directors with necessary information and data so that the Board can make its decisions in a scientific, rapid and prudential manner. A proper introduction related to the Company's affairs shall be given to the newly appointed directors. A director can request the general manager or, through the general manager, the senior management and the relevant department of the Company to provide information and explanations necessary for them to make decisions in a scientific, rapid and prudential manner. The Company must take steps to answer the questions of external directors, if any, as soon and completely as possible. If independent directors deem necessary, upon the consideration and approval at a special meeting of independent directors, they can independently engage intermediaries to conduct audit, consultation or verification on specific matters of the Company, which shall serve as a basis for their decisions. The Company shall bear the expenses incurred thereof.
Article 8 The Board shall consider and resolve on the matters which the Board is required by laws, administrative rules and the Articles of Association to submit to the shareholders' general meeting for determination (including matters proposed by more than half of the independent directors).	**Article 6** The Board shall consider and resolve on the matters which the Board is required by the provisions of the relevant regulatory rules and the Articles of Association to submit to the general meeting for determination (including matters proposed by independent directors after consideration and approval at the special meeting of independent directors).

Original Articles	Amended Articles
Article 9 In order to ensure and improve the soundness and efficiency of the day-to-day operation of the Company, the Board can, pursuant to the provisions of the Articles and the authority conferred by the shareholders' general meeting, delegate explicitly and with limitations the executive director committee and general manager to exercise their functions and powers to decide investment plans and asset disposal, formulate the Company's financial strategies and determine the management structure.	**Article 7** In order to ensure the sound operation of the Company and improve decision-making efficiency, the Board can, pursuant to the provisions of the relevant regulatory rules and the Articles of Association and the authority conferred by the general meeting, delegate explicitly and with limitations the chairman of the board, general manager and other relevant subjects to exercise its functions and powers to decide external investment, purchase or disposal of assets, external guarantees, financial assistance, entrusting or entrusted asset management, contracting, leasing, securities investments, derivatives business, waiver of rights, external donations, and other matters, and formulate the Company's financial strategies and determine the management structure.
/	**Article 8** When the Company engages in daily transactions, incidental transactions, related party transactions and other matters that may have a material effect on the Company's financial condition as specified in the Rules of Procedure for the General Meetings, and following the size test and cumulative calculation in accordance with the requirements of the relevant regulatory rules, for the transaction failing to meet the Board's review standards under any of the rules, the Board shall authorize the chairman of the board, general manager and other relevant subjects to approve the transaction within the scope of their respective authority as specified in the Company's internal management system.

Original Articles	Amended Articles
Article 10 The powers and authorities of the Board regarding investments shall be as follows:	**Article 9** The powers and authorities of the Board regarding investments
(1) The Board shall be responsible for considering the Company's medium- to long-term investment plans and submitting them to the shareholders' general meeting for approval;	(1) The Board shall determine the Company's medium- to long-term investment plans;
(2) The Board shall be responsible for considering the Company's annual investment plans and submitting them to the shareholders' general meeting for approval. The Board may adjust the capital expenditure amount for the current year within 15% and can delegate the executive directors committee to adjust the capital expenditure amount of the current year within 8%;	(2) The Board shall determine the Company's annual investment plans and proposals;
(3) Individual investment projects (including but not limited to projects involving fixed assets and external equity) shall be considered and approved by the Board where the investment amount is not more than 5% of the Company's latest audited net asset value. The Board can, within the scope of its authority, delegate to the executive directors committee the authority to consider and approve any project with an investment amount not more than 3% of the Company's latest audited net asset value and delegate the general manager to consider and approve any project with an investment amount not more than 1% of the Company's latest audited net asset value;	(3) Individual investment projects (including but not limited to investment projects involving fixed assets and external equity) shall be considered and approved by the Board where the investment amount is not more than 5% of the Company's latest audited net asset value. The Board can, within the scope of its authority, delegate to the chairman of the board the authority to consider and approve any project with an investment amount not more than 3% of the Company's latest audited net asset value and delegate the general manager to consider and approve any project with an investment amount not more than 1% of the Company's latest audited net asset value;
(4) In the event that the Company utilizes its own assets to conduct risk investments (including, but not limited to, bonds, futures and shares) in any industry which is not related to the business of the Company, the Board shall consider and approve any such individual investment with an investment amount not more than 2% of the latest audited net asset value of the Company. The board of directors can, within the scope of its authority,	(4) In the event that the Company utilizes its own assets to conduct risk investments (including, but not limited to, bonds and shares) in any industry which is not related to the business of the Company, the board of directors shall consider and approve any such individual investment with an investment amount not more than 2% of the latest audited net asset value of the Company. The board of directors can, within the scope of its authority, delegate to the chairman of the board the authority to consider and approve any project with an investment amount not more than 1% of the Company's latest audited net asset value and delegate the general manager to consider and approve any project with an investment amount not more than 0.5% of the Company's latest audited net asset value.

Original Articles	Amended Articles
delegate to the executive directors committee the authority to consider and approve any project with an investment amount not more than 1% of the Company's latest audited net asset value and delegate the general manager to consider and approve any project with an investment amount not more than 0.5% of the Company's latest audited net asset value.	
Article 11 Power and authorities of the Board in relation to non-connected transactions: (1) When entering into any non-connected transaction as referred to in the Listing Rules Governing the Listing of Shares on the Shanghai Stock Exchange not requiring the examination and approval of the Company's shareholders' general meeting, the Company shall calculate the following five test indicators: (i) total assets ratio: derived from dividing the total value of the assets (the higher of the book value and the appraised valued, if both exist) involved in the transaction by the latest audited total assets value of the Company; (ii) transaction value ratio: derived from dividing the consideration of the transaction (taken into account the indebtedness and expenses borne) by the latest audited total net assets value of the Company; (iii) profit ratio: derived from dividing the absolute value of the profit derived from the transaction by the absolute value of the latest audited net profit of the Company; (iv) ratio of income from principal operations: derived from dividing the absolute value of the income derived from the relevant principal operations which is the subject of the transaction (such as equity) for the latest financial year by the absolute value of the income from principal operations of the Company for the latest financial year;	/

Original Articles	Amended Articles
(v) ratio of net profit derived from the subject of the transaction: derived from dividing the absolute value of the net profit for the latest financial year relating to the subject of the transaction by the absolute value of the audited net profit of the Company; (2) The Board shall examine and approve any transaction of which the total assets ratio as set forth in (i) of paragraph (1) above is less than 50% but not less than 10%, and shall authorize the executive director committee to examine and approve any transaction of which the ratio is less than 10% and not less than 1%, and shall authorize the general manager to examine and approve any transaction of which the ratio is less than 1%; (3) The Board shall examine and approve any transaction of which the transaction value ratio as set forth in (ii) of paragraph (1) above is less than 50% and the absolute amount does not exceed RMB50 million but not less than 10% and the absolute value of the transaction amount is not less than RMB10 million, and shall authorize the executive director committee to examine and approve any transaction of which the ratio is less than 10% and not less than 5% or the absolute value of the transaction amount is less than RMB10 million and not less than RMB5 million, and shall authorize the general manager to examine and approve any transaction falling below the above-mentioned level which requires the executive director committee to conduct an examination and approval; (4) The Board shall examine and approve any transaction of which the ratio of profit derived from the transaction as set forth in (iii) of item (1) above is less than 50% and the absolute amount does not exceed RMB5 million but not less than 10% and the absolute value of the profit derived from the transaction is not	

Original Articles	Amended Articles
less than RMB1 million, and shall authorize the executive director committee to examine and approve any transaction of which the ratio is less than 10% and not less than 5% or the absolute value of the profit derived from the transaction is less than RMB1 million and not less than RMB0.5 million, and shall authorize the general manager to examine and approve any transaction falling below the above-mentioned level which requires the executive director committee to conduct an examination and approval; (5) The Board shall examine and approve any transaction of which the ratio of income from principal operations as set forth in (iv) of item (1) above is less than 50% and the absolute amount does not exceed RMB50 million but not less than 10% and the absolute value of the transaction amount is not less than RMB10 million, and shall authorize the executive director committee to examine and approve any transaction of which the ratio is less than 10% and not less than 5% or the absolute value of the income from principal operations for the latest financial year of the subject of the transaction is less than RMB10 million and not less than RMB5 million, and shall authorize the general manager to examine and approve any transaction falling below the above-mentioned level which requires the executive director committee to conduct an examination and approval; (6) The Board shall examine and approve any transaction of which the ratio of net profit derived from the subject of the transaction as set forth in (v) of item (1) above is less than 50% and the absolute amount does not exceed RMB5 million but not less than 10% and the absolute value of the net profit from the subject of the transaction is not less than RMB1 million, and shall authorize the executive director committee to examine and approve	

Original Articles	Amended Articles
any transaction of which the ratio is less than 10% and not less than 5% or the absolute value of the net profit derived from the subject of the transaction is less than RMB1 million and not less than RMB0.5 million, and shall authorize the general manager to examine and approve any transaction falling below the above-mentioned level which requires the executive director committee to conduct an examination and approval.	
Article 12 Limits on the power and authorities for decisions in relation to assets transactions: In the course of carrying out a fixed assets transaction, if the sum of the estimated value of the fixed assets proposed to be transacted and the value derived from the fixed assets which have been transacted within four months prior to such proposed transactions does not exceed 33% of the value of the fixed assets as shown in such balance sheet as being considered at the most recent shareholders' general meeting, the Board shall be entitled to make the relevant decisions. The Board shall be authorized to consider and approve any acquisition or disposal of assets conducted by the Company within the period of one year with a value below 30% of the latest audited total assets of the Company.	/
Article 13 Power and authorities of the Board in relation to external guarantees: For guarantees provided by the Company to a third party which are not required by the Articles or the Rules of Procedure for the General Meetings to seek approval by shareholders at general meetings, the Board shall be authorized to consider and approve these guarantees. The giving of guarantee by the Company to a third party shall be examined and approved by more than two-thirds of all members of the Board.	**Article 10** Power and authorities of the Board in relation to external guarantees For guarantees provided by the Company to a third party which are not required by the Articles of Association or the Rules of Procedure for the General Meetings to seek approval by shareholders at general meetings, the Board shall consider and approve these guarantees.

Original Articles	Amended Articles
/	**Article 11** Power and authority of the Board in relation to financial assistance For financial assistance provided by the Company which is not required by the Articles of Association or the Rules of Procedure for the General Meetings to seek approval by shareholders at general meetings, the Board shall consider and approve such financial assistance.
Article 14 Power and authority of the Board in relation to debts: (1) According to the annual investment plan approved by the shareholder's general meeting, the Board shall consider and approve the amount of long-term loans for the current year and can authorize the executive directors committee to adjust the amount of long-term loans for the year approved by the Board within 10%; (2) Within the total amount of the loans for working capital for the current year approved by the Board, the Board can authorize the executive directors committee to consider and approve any short-term loan contract for working capital with an amount of individual loan more than RMB50,000,000 and can authorize the general manager to consider and approve any short-term loan contract for working capital with an amount of individual loan less than RMB50,000,000.	**Article 12** Power and authority of the Board in relation to debts: The Board shall consider and approve the amount of long-term loans for the current year within the annual investment plan approved by it and can authorize the chairman of the board to adjust the amount of long-term loans for the year approved by the Board within 10%.

Original Articles	Amended Articles
/	**Article 13** Power and authority of the Board in relation to external donations: (I) For the total external donation expenditures for the year, calculations shall be made in accordance with the disclosure standards for transactions as specified in relevant regulatory rules. If the disclosure standards are met, the matter shall be considered and approved by the Board; (II) For external donations with a single donation amount of not more than 0.1% of the latest audited net assets of the Company, and where the total external donation expenditures for the year do not meet the disclosure standards for transactions, the Board, the chairman of the board, and general manager and relevant parties shall consider and approve such matters in accordance with the approval authority as specified in the Company's internal management system.
Article 15 If different standards of approval mentioned above are applicable to the above investment, asset disposal, loan matters, external guarantees and involve more than two or more approval bodies, approval applications shall be submitted to the highest approval body. If the above investment, asset disposal and loan matters constitute connected transactions according to the regulatory stipulations of the places where the Company is listed, the relevant matters shall be dealt with according to the relevant stipulations.	/

Original Articles	Amended Articles
Article 16 Power and authority of the Board in relation to management structures and personnel: The Board shall authorize the executive directors committee to make decisions about the establishment of the Company's internal management structure of the Company, establishment of branch entities, appointment and replacement of the members of the Board and supervisory committee of the Company's wholly-owned subsidiaries, and appointment, replacement or nomination of shareholders' representatives, director candidates and supervisor candidates of subsidiaries controlled or invested in by the Company.	**Article 14** Power and authority of the Board in relation to management structures and personnel: The Board shall authorize the chairman of the board to make decisions about the establishment of the Company's internal management structure of the Company, establishment of branch entities, appointment and replacement of the members of the Board of the Company's wholly-owned subsidiaries, and appointment, replacement or nomination of shareholders' representatives, director candidates and supervisor candidates (if any) of subsidiaries controlled or invested in by the Company.
CHAPTER IV SECRETARY TO THE BOARD	/
Article 17 The Company shall have one secretary of the Board. The main duty of the secretary to the Board is to promote and improve the Company's corporate governance standards and properly deal with the matters regarding disclosure of information.	/
Article 18 The main duties of the secretary to the Board include: (1) organizing and arranging for the meetings of the Board and shareholders' general meetings, preparing meeting materials, handling relevant meeting affairs, responsible for keeping minutes of the meetings and ensuring their accuracy and completeness, keeping meeting documents and minutes and taking initiative to keep abreast of the implementation of relevant resolutions. Any important issues occurring during the implementation shall be reported and relevant proposals shall be put forward to the Board; (2) ensuring the material matters decided by the Board of the Company to be carried out strictly in accordance with the procedures as stipulated; at request of the Board, participating in the organization of consultation on and analysis of the matters to be decided by the Board and raise relevant opinions and suggestions;	

Original Articles	Amended Articles
handling the day-to- day affairs of the Board and its committees as authorized; (3) as the contact person of the Company with the securities regulatory authorities, responsible for organizing preparation and prompt submission of the documents required by the regulatory authorities, responsible for accepting tasks assigned by the regulatory authorities and organizing their implementation, and ensuring the Company to prepare and submit the reports and documents required by the competent authorities in accordance with the law; (4) responsible for co-ordinating and organizing the Company's disclosure of information, establishing and perfecting the information disclosure system, participating in all of the Company's meetings involving the disclosure of information, and being aware of the Company's material operation decisions and related information in a timely manner; (5) responsible for keeping the Company's price-sensitive information confidential and working out effectual and practical confidentiality system and measures; where there is any disclosure of the Company's price sensitive information due to any reason, necessary remedial measures shall be taken, timely explanation and clarification shall be made, and relevant reports shall be submitted to the regulatory authorities in places where the shares of the Company are listed, and to the China Securities Regulatory Commission (hereinafter referred to as the "CSRC"); (6) responsible for co-ordinating and organizing market promotion, co ordinating reception of visitors, handling the investor relations, keeping in touch with investors, intermediaries and news media, responsible for co ordinating replies to inquiries from the public, and	

Original Articles	Amended Articles
ensuring investors to obtain the information disclosed by the Company in a timely manner; organizing the preparation of the Company's onshore and offshore marketing and promotion activities, preparing summary reports on marketing and important visits, and organizing work in relation to the reports to the CSRC; establishing effectual communication channels between the Company and its shareholders (including assigning dedicated persons and/or departments), responsible for maintaining full and necessary contact with shareholders, and passing all feedback of shareholders, including their opinions and proposals, to the Board and management of the Company in a timely manner;	
(7) ensuring the proper maintenance of the register of shareholders, responsible for handling and keeping the materials concerning register of shareholders, directors' register, quantity of shares held by major shareholders and records of shares held by directors, as well as the name lists of the beneficiaries of the outstanding debentures of the Company;	
(8) assisting directors and the president to conscientiously implement domestic and foreign laws, regulations, the Articles and other provisions and providing them with the relevant information (including but not limited to provision to the newly-appointed directors of the latest information on company governance issued by the Stock Exchange of Hong Kong Limited). Upon becoming aware that the Company has passed or may pass resolutions which may breach the relevant regulations, has a duty to immediately warn the Board, and is entitled to report the facts of the related matters to CSRC and other regulatory authorities;	

Original Articles	Amended Articles
(9) co-ordinating the provision of relevant information necessary for the Company's supervisory committee and other audit authorities to discharge their duties; assisting in carrying out investigation on the performance by the chief financial officer, directors and the president of the Company of their fiduciary duties; (10) ensuring that the complete constitutive documents and records of the Company are kept properly and the persons who have the rights of access to the relevant documents and records of the Company obtain those documents and records in a timely manner; (11) exercising other functions and powers as conferred by the Board, as well as other functions and powers as required by the listing rules of the stock exchanges on which the Company's shares are listed.	
Article 19 The Board shall have a secretarial office, which shall be the daily working body assisting the secretary to the Board in performing his duties.	/
Article 20 The Company shall formulate the "Detailed Working Rules for the Secretary of the Board", which shall set out detailed provisions in respect of the duties and responsibilities, roles and the daily working body of the secretary of the Board. Those Rules shall come into effect upon the submission to, and the approval by, the Board.	/
CHAPTER V SYSTEM FOR THE BOARD MEETINGS	**CHAPTER III SYSTEM FOR THE BOARD MEETINGS**
Article 21 The board meetings shall be classified to regular Board meetings and interim Board meetings according to the regularity of such meetings.	**Article 15** The board meetings shall be classified to regular board meetings and interim board meetings according to the regularity of such meetings.

Original Articles	Amended Articles
Article 22 Regular meetings shall include the following: (1) Annual results meetings Annual results meetings shall be convened within 120 days from the end of the accounting year of the Company. The directors shall consider the Company's annual reports and deal with other relevant matters at such meetings. The timing of such meetings shall ensure that the annual reports of the Company will be despatched to the shareholders within the time limit specified by the relevant regulations and the Articles of Association, and shall ensure that the preliminary annual financial results of the Company will be announced within the time limit specified by the relevant regulations of the Company, and shall ensure that the AGM will be convened within 180 days from the end of accounting year of the Company. (2) Interim results meetings The interim results meetings shall be convened within 60 days from the end of the first six months of the accounting year of the Company. The directors shall consider the Company's interim reports and deal with other relevant matters at such meetings. (3) Quarterly results meetings The quarterly results meeting shall be held in the first month of each of the second and fourth quarter of the Gregorian calendar year. The directors shall consider the Company's quarterly reports for the preceding quarters at such meetings.	**Article 16** Regular board meetings shall be convened at least four times per year by the chairman of the Board. Notice of meeting shall be given to all the directors at least fourteen days prior to the meeting. Such meetings include: (1) Annual results meetings Annual results meetings shall be convened within 120 days from the end of the accounting year of the Company. The directors shall consider the Company's annual reports and deal with other relevant matters at such meetings. (2) Interim results meetings The interim results meetings shall be convened within 60 days from the end of the first six months of the accounting year of the Company. The directors shall consider the Company's interim reports and deal with other relevant matters at such meetings. (3) Quarterly results meetings The quarterly results meetings shall be held in the first month of each of the second and fourth quarter of the Gregorian calendar year. The directors shall consider the Company's quarterly reports for the preceding quarters at such meetings. The timing of annual and interim Board meetings shall ensure that the annual reports and interim reports of the Company will be despatched to the shareholders within the time limit specified by the relevant regulatory rules and the Articles of Association, and shall ensure that the annual and interim financial results of the Company will be announced within the time limit specified by the relevant regulatory rules. The timing of annual Board meetings shall ensure that the annual general meeting will be convened within 180 days from the end of accounting year of the Company.

Original Articles	Amended Articles
Article 23 The chairman of the Board shall convene an interim board meeting within ten working days after receiving the relevant proposal in any one of the following events: (1) shareholders representing not less than one-tenth of the voting rights requisition a meeting; (2) not less than one-third of the directors together requisition a meeting; (3) the special meetings of independent directors considered and approved to convene; (4) the supervisory committee requisitions a meeting.	**Article 17** The chairman of the Board shall convene and preside over an interim board meeting within ten working days after receiving the relevant proposal in any one of the following events: (1) shareholders representing 10% or more of the total shares with voting rights of the Company requisition a meeting; (2) not less than one-third of the directors together requisition a meeting; (3) the special meetings of independent directors considered and approved to convene; (4) the special committees of the board requisition a meeting; (5) the general manager requisitions a meeting. Where the chairman of the board cannot convene an interim board meeting for special reasons, the chairman of the board shall appoint the vice chairman of the board or other director to convene the board meeting. Where the chairman of the board fails to convene the board meeting without cause and fails to appoint any person to convene the board meeting on his behalf, a director can be nominated by the vice-chairman of the board or a majority of the total number of all directors to convene the meeting.
Article 24 The Board meetings shall be divided into meetings at which the directors may authorize other directors to attend on their behalf, according to whether the directors are physically present at the meetings. The meetings at which all directors must be physically present shall be held at least once every six months, and such meetings shall not be held by way of written resolutions or video telephone meetings. The chairman of the Board should at least annually hold meetings with the non- executive directors (including independent non-executive directors) without the executive directors present.	/

Original Articles	Amended Articles
Article 25 The Board meetings shall be classified to on-site meetings, video-telephone meetings and meetings by way of written resolutions. All the Board meetings can be held by way of on-site meetings. The Board meetings and the special committees' meetings shall be convened on site in principle. On the premise of ensuring that all attending Directors can fully communicate and express their opinions, the meetings can be held by way of video-telephone meetings, provided that the attending directors are able to hear clearly the director who speaks at the meeting and communicate amongst themselves. The meetings convened by this method shall be recorded and videotaped. In the event that the attending directors are unable to sign for the resolutions on site, they shall express their opinions orally during the meeting and shall complete the signing procedures as soon as practicable. The verbal voting by a director shall have the same effect as signing in the voting sheet, provided that there is no discrepancy between the opinions expressed by such director in completing signing procedure and the opinions orally expressed by him during the meeting. In urgent cases (limited to cases where an on-site meeting or a video-telephone meeting is impractical), where the matters to be considered are comparatively procedural and unique such that a discussion of the resolutions proves to be unnecessary, and when ensuring that the Board still have smooth channels for communication and expression of opinions, the Board meeting can be held by written resolutions, in which case the resolutions shall be passed by way of circulating the resolutions for directors' review. Unless otherwise expressed by the directors, signing on the written resolutions by the directors shall be sufficient evidence that they have agreed to the resolutions.	**Article 18** The board meetings shall be classified according to the manner of the meeting being conducted to on-site meetings, video-telephone meetings (or by means of similar communication equipment) and meetings by way of written resolutions. Regular board meetings or interim board meetings shall be convened on site in principle. On the premise of ensuring that all attending directors can fully communicate and express their opinions, the meetings can be held by way of video-telephone meetings (or by means of similar communication equipment) or through a combination of on-site and other forms of meetings. The board meeting can be held by way of video-telephone meetings (or by means of similar communication equipment) and all attending directors shall be deemed to have attended the meeting in person, provided that the attending directors are able to hear clearly the director who speaks at the meeting and communicate amongst themselves. The meetings convened by this method shall be recorded and videotaped. In the event that the attending directors are unable to immediately sign the resolutions, they shall express their opinions by show of hands or orally during the meeting and shall complete the signing procedures as soon as practicable. The show of hands or verbal voting by a director shall have the same effect as a written vote, provided that there is no discrepancy between the opinions expressed by such director in the original written voting certificate (if any), written signature and opinions afterwards and the opinions by show of hands or orally expressed by him/her during the meeting. If there is any inconsistency, the voting opinion expressed during the meeting shall prevail. When the smooth channels for communication and expression of opinions of directors are ensured, interim board meetings can be held by written resolution, provided that the draft resolution shall be delivered to each director via personal service, facsimile, telex, telegram, email, courier or registered

Original Articles	Amended Articles
	post. After the Board has delivered the resolution to all directors and that the number of directors giving consent and sign on the written resolution has reached the quorum required for decision-making, such resolution, if delivered to the secretary to the Board by means of methods referred to above, shall become a board resolution. Meetings convened by way of written resolutions shall adopt the method of voting by poll in writing, and directors who vote shall also perform corresponding written signing procedures within the period stated in the notice of the meeting. Unless otherwise expressed by the directors, signing on the written resolutions by the directors shall be sufficient evidence that they have agreed to the resolutions.
CHAPTER VI PROCEEDINGS OF BOARD MEETINGS	**CHAPTER IV PROCEEDINGS OF BOARD MEETINGS**
Article 26 Putting forward Proposals The proposals of the board meetings shall be put forward in the following circumstances: (1) matters proposed by the directors; (2) matters proposed by the supervisory committee; (3) proposals from the special committees of the Board; (4) matters proposed by special meetings of independent directors; (5) matters proposed by the general manager.	**Article 19** Putting forward Proposals The proposals of the board meetings shall be put forward in the following circumstances: (1) matters proposed by the directors; (2) proposals from the special committees of the Board; (3) matters proposed by special meetings of independent directors; (4) matters proposed by the general manager; (5) other circumstances as prescribed by the Articles of Association and these Rules.

Original Articles	Amended Articles
Article 27 Collecting Proposals The secretary to the Board shall be responsible for collecting the draft proposals in respect of the matters to be considered at the meeting. Each person who puts forward the relevant proposal(s) shall submit the proposals and relevant explanatory materials before the date of the meeting. Motions concerning material connected transactions which must be approved by the Board or the shareholders' general meeting (which are determined according to the standards set from time to time by the relevant regulatory bodies) shall first be reviewed and approved by a special meeting of the independent directors and then submitted to the Board for review. The relevant materials shall be submitted to the chairman of the Board after being reviewed by the secretary of the Board, who shall also set out the time, place and agenda of the meeting in the materials submitted.	**Article 20** Collecting Proposals The secretary to the board shall be responsible for organizing and collecting the draft proposals in respect of the matters to be considered at the meeting. Each person who puts forward the relevant proposal(s) shall submit the proposals and relevant explanatory materials within a feasible period of time before the date of the meeting. Matters that need to be considered in advance by a special meeting of independent directors or a special committee of the board according to relevant regulatory rules and the Articles of Association, and shall be submitted to the Board for consideration after completing the prescribed procedures. The relevant materials shall be submitted to the chairman of the board after being reviewed by the secretary to the board, who shall also set out the date, venue and agenda of the meeting in the materials submitted.
Article 28 Convening Meetings A Board meeting shall be convened by the chairman of the Board, who shall also sign and issue the notice convening the meeting, and the vice chairman shall assist the chairman in his work. If the chairman of the Board, without reason, does not convene the meeting, or is unable to convene the meeting due to special reasons, the meeting shall be convened by the vice chairman (If the Company has two or more vice chairmen, the meeting shall be convened by the vice chairman who is jointly elected by more than half of the directors.). If the vice chairman is unable to or does not convene the meeting, the meeting shall be convened by the director who is jointly elected by more than half of the directors. The convenor of the meeting shall be responsible for signing and issuing the notice of the meeting.	**Article 21** Convening Meetings A board meeting shall be convened by the chairman of the board, who shall also sign and issue the notice convening the meeting, and the vice chairman shall assist the chairman of the board in his work. If the chairman of the board, without reason, does not convene the meeting, or is unable to convene the meeting due to special reasons, the meeting shall be convened by the vice chairman (If the Company has two or more vice chairmen, the meeting shall be convened by the vice chairman who is jointly elected by a majority of the directors.). If the vice chairman is unable to or does not convene the meeting, the meeting shall be convened by the director who is jointly elected by a majority of the directors. The convener of the meeting shall be responsible for signing and issuing the notice of the meeting.

Original Articles	Amended Articles
Article 29 Notice of Meetings	**Article 22** Notice of Meetings
(1) The notice of a Board meeting shall be delivered to all directors, supervisors or other personnel attending the meeting before the date of the meeting. The notice of the meeting shall generally set out the following:	(1) The notice of a board meeting shall be delivered to all directors or other personnel attending the meeting before the date of the meeting. The notice of the meeting shall generally set out the following:
(i) the date and venue of the meeting;	(i) the date and venue of the meeting;
(ii) the duration of the meeting;	(ii) the duration of the meeting;
(iii) the agenda, subject matter, resolutions and relevant board papers and materials;	(iii) the agenda, subject matter, resolutions and relevant board papers and materials;
(iv) the date of the issue of the notice.	(iv) the date of the issue of the notice.
(2) Board meetings shall be notified according to the following requirements and form:	(2) Board meetings shall be notified according to the following requirements and form:
(i) Where the Board have set the date and venue of regular Board meetings, there is no need for notice of the meeting to be delivered.	(i) Where the Board has set the date and venue of regular board meetings, there is no need for notice of the meeting to be delivered;
(ii) Where the Board has not set the date and venue of the Board meetings, the Board shall serve notice of the time and place of the meeting on the directors by electronic means, telegraph, facsimile, courier or registered post or personal service, at least fourteen (14) days before the meeting.	(ii) Where the Board has not set the date and venue of the board meetings, the chairman of the board shall give a notice at least five days before the meeting. If an interim board meeting needs to be held as soon as possible due to urgent circumstances, a meeting notice can be given at any time by telephone or other oral methods, provided that the convener gives an explanation thereof at the meeting and record such in the minutes of the meeting;
(iii) The notice shall be written in Chinese and an English version can be attached if necessary and shall include the agenda of the meeting.	(iii) The notice of the board meetings shall be given by telex, telegraph, facsimile, email, courier, registered post, personal service or other means;
(iv) Any director can waive the right to receive notice of board meetings.	(iv) The notice shall be written in Chinese and an English version can be attached if necessary and shall include the agenda of the meeting.
Notice of a meeting shall be deemed to have been given to any director who attends the meeting without objecting to any lack of notice before the meeting or at its commencement.	

Original Articles	Amended Articles
	(v) Any director can waive the right to receive notice of board meetings. Notice of a meeting shall be deemed to have been given to any director who attends the meeting without objecting to any lack of notice before the meeting or at its commencement.
Article 30 Communication before Meetings After the issue of the notice of a meeting and before the date of the meeting, the secretary to the board of the directors shall be responsible for, and shall communicate and liaise with all directors, in particular external directors and independent directors, to seek their opinions or suggestions in respect of the resolutions of the meeting, and shall pass on these opinions or suggestions to the persons who put forward the resolutions, so as to enable necessary amendments to be made to them. The secretary to the Board shall also, in a timely manner, arrange for the provision of the supplemental materials which are required for the directors to make decisions on the resolutions of the meeting, including the background information relating to the resolutions of the meeting and other information which will assist the directors in making scientific, rapid and prudent decisions. Where more than one-fourth of the directors or more than two external directors and independent directors are of the opinion that the materials provided are insufficient, unclear or not provided in time, they can jointly make a proposal concerning the postponement of the board meeting or the postponement of discussions on the part of the issues put forward by the Board, and the Board shall adopt such a proposal. Unless such a proposal is put forward during the meeting, the secretary to the Board shall serve a notice on the directors, supervisors and other personnel attending the meeting upon receiving a written request concerning the postponement of holding of the meeting or the postponement of discussions on part of the issues put forward by the Board.	**Article 23** Communication before Meetings After the issue of the notice of a meeting and before the date of the meeting, the secretary to the board shall be responsible for, and shall communicate and liaise with all directors, in particular independent directors, to seek their opinions or suggestions in respect of the resolutions of the meeting, and shall pass on these opinions or suggestions to the persons who put forward the resolutions, so as to enable necessary amendments to be made to them. The secretary to the board shall also, in a timely manner, arrange for the provision of the supplemental materials which are required for the directors to make decisions on the resolutions of the meeting, including all information, data and materials necessary for directors to vote on the proposals, such as the relevant background materials relating to the resolutions of the meeting, and provide effective communication channels for independent directors. After receiving opinions, suggestions or inquiries from directors on relevant proposals, the secretary to the Board shall promptly convey the same to the proposer of the proposal to improve the relevant proposals proposed by him/her. The secretary to the Board shall make timely arrangements to respond to relevant inquiries from directors, and supplement relevant meeting materials which are required for the directors to make decisions on the resolutions of the meeting at the directors' request before the meeting. Where more than one-fourth of the directors or more than two independent directors are of the opinion that the materials provided are insufficient, unclear or not provided in time, they can jointly propose in writing to the Board to postpone the board meeting

Original Articles	Amended Articles
	or postpone the consideration of such matter, and the Board shall adopt such a proposal. Unless such a proposal is put forward during the meeting, the secretary to the board shall serve a notice on the directors and other personnel attending the meeting upon receiving a written request concerning the postponement of holding of the meeting or the postponement of the consideration of such matter put forward by the Board.
Article 31 Attendance at Meetings Meetings of the board shall be held only if more than half of the directors are present. Directors shall attend the Board meetings in person. Where a director is unable to attend a meeting for any reason, he can by a written power of attorney appoint another director to attend the meeting on his behalf (where an independent director is unable to attend the meeting in person, he shall review meeting materials in advance to form a clear opinion, and appoint another independent director to attend the meeting on his behalf in writing). The power of attorney shall set out the name of the proxy, the particulars of items entrusted and the scope of authorization, duration of the validity of such authorization, and shall be signed or sealed by the principal. In the event that an independent director does not attend two consecutive Board meetings in person or appoint another independent director to attend the meeting on their behalf, the Board should, within thirty days from the date of occurrence of such fact, propose to convene a general meeting of shareholders to dismiss such independent director; or if the other directors do not attend two consecutive Board meetings in person and do not appoint another director to attend on their behalf, this will be regarded as a dereliction of duty, and the Board should recommend to the shareholders' general meeting to have such directors removed.	**Article 24** Attendance at Meetings Unless otherwise provided in the relevant regulations and the Articles of Association, board meetings shall be held only if a majority of all directors (including directors who entrust other directors in writing to attend the board meeting on their behalf) are present. Directors shall attend the Board meetings in person. Where a director is unable to attend a meeting for any reason, he/she can by a written power of attorney appoint another director to attend the meeting on his/her behalf, provide that he/she shall review meeting materials in advance to form a clear opinion. The written power of attorney shall set out the name of the proxy, the particulars of items entrusted and the scope of authorization, duration of the validity of such authorization, and shall be signed or sealed by the principal. Where voting matters are involved, the principal shall expressly express his/her consent, objection or abstention on each matter in the power of attorney. The directors shall not make or accept an entrustment of non-voting intention, full power or an entrustment with an unclear scope of authority. A director shall not accept appointment of more than two directors at a single board meeting as proxy to attend the meeting. An independent director cannot delegate a non-independent director to attend the meeting. In considering matters of related-party transactions, non-related directors shall not delegate related directors to attend the meeting. The responsibility of a director for voting matters remains even when another director represents him/her.

Original Articles	Amended Articles
	In the event that independent directors does not attend two consecutive board meetings in person or appoint another independent director to attend the meeting on their behalf, the Board should, within thirty days from the date of occurrence of such fact, propose to convene a general meeting to dismiss such independent director; or if the other directors do not attend two consecutive board meetings in person and do not appoint another director to attend on their behalf, this will be regarded as a dereliction of duty, and the Board should recommend to the general meeting to have such directors removed. Personal attendance includes physical attendance or attending via communication means. In accordance with the provisions of Article 144 of the Articles of Association, relevant directors who are supposed to cease their duties but haven't, or those supposed to be dismissed but haven't been, participating in board meetings and voting, will render their votes invalid and will not be counted towards attendance.
/	**Article 25** Presiding over Meetings Board meetings shall be presided over by the chairman of the board, and the vice chairman shall assist the chairman of the board in his/her work. If the chairman of the board does not preside over or fails to preside over the meeting, the vice chairman shall preside over the meeting (if the Company has two or more vice chairmen, the vice chairman jointly elected by a majority of the directors shall preside over the meeting). If the vice chairman fails to or does not preside over the meeting, a director jointly elected by a majority of the directors shall preside over the meeting.

Original Articles	Amended Articles
Article 32 Considering the Proposals The chairman of the meeting shall declare the commencement of the meeting as scheduled. The directors present shall reach an agreement on the agenda of the meeting thereafter. Where one-fourth or more of the directors or two or more external directors and independent directors are of the opinion that the materials for the meeting are insufficient, unclear or not provided in time, they can jointly make a proposal concerning the postponement of holding of the board meeting or the postponement of discussions on the part of the issues put forward by the Board, and the Board shall adopt such a proposal. The independent directors shall convene a special committee meeting of independent directors on the following matters, which shall be submitted to the Board for review after approval: (1) connected transactions that shall be disclosed; (2) the proposal for change or waiver of commitments by the Company and related parties; (3) decisions made and measures taken by the Board of the acquired company in response to the acquisition; (4) other matters prescribed by laws, administrative regulations, the securities regulatory rules in places where the Company is listed and the Articles of Association.	**Article 26** Considering the Proposals The chairman of the meeting shall declare the commencement of the meeting as scheduled. The directors present shall reach an agreement on the agenda of the meeting thereafter. Where one-fourth or more of the directors or two or more independent directors are of the opinion that the materials for the meeting are incomplete, insufficiently explained or not provided in time, they can jointly make a proposal to the Board concerning the postponement of the board meeting or the postponement of the consideration of such matter, and the chairman of the meeting shall adopt such a proposal.

Original Articles	Amended Articles
Article 33 Voting on Resolutions In reviewing the resolutions submitted to the Board meeting, all attending directors shall express their opinions in opinions in respect of voting for or against such resolution or abstention from voting. The director who is acting as proxies of other director shall exercise the voting rights within the scope of such authorization. Where a director does not attend a Board meeting and fails to appoint a proxy to act on his behalf, such director shall be deemed to have been abstained from voting at the meeting. Regarding the resolutions to be passed by the Board, except for the following matters the resolutions of which shall be passed by the consent of two-thirds or more of the directors, other matters shall be passed with the consent of a majority of the directors(provided that, where any guarantee is to be provided to any external party, the resolution shall be passed by the consent of two-thirds or more of the directors; Article 6 (23) of this regulation must be approved by a resolution presented at a board meeting attended by two thirds or more of the directors): (1) plans for formulating the financial policies of the Company, the increase or reduction of the registered capital of the Company and the issuance of securities of any kind (including, without limitation, debentures of the Company) and their listing, and any repurchase of the shares of the Company; (2) plans for formulating significant acquisition or disposal, and plans for merger, division, dissolution or change of the form of the Company; (3) plans for formulating amendments to the Company's Articles of Association.	**Article 27** Voting on Resolutions In reviewing the resolutions submitted to the board meeting, all attending directors shall express their opinions in respect of voting for or against such resolution or abstention from voting. The director who is acting as proxies of other director shall exercise the voting rights within the scope of such authorization. Where a director does not attend a board meeting and fails to appoint a proxy to act on his behalf, such director shall be deemed to have been abstained from voting at the meeting. Regarding the resolutions to be passed by the Board, except for the following matters the resolutions of which shall be passed by the consent of two-thirds or more of the directors, other matters shall be passed with the consent of the majority of the directors (provided that, where any guarantee and financial assistance are to be provided to any external party, the resolution shall be passed by the consent of two-thirds or more of the directors attending the meeting; matters under Article 106 (24) of the Articles of Association must be approved by a resolution presented at a board meeting attended by two thirds or more of the directors): (1) plans for formulating the debt and financial policies of the Company, the increase or reduction of the registered capital of the Company and the issuance of corporate bonds, any class of shares, warrants, corporate bonds convertible into shares and other similar securities, and their listing; (2) plans for formulating significant acquisition or disposal, the repurchase of the Company's shares and plans for merger, division, dissolution or change of the form of the Company, and deciding on mergers where the price paid by the Company not exceeding 10% of its net assets;

Original Articles	Amended Articles
Vote on resolutions of the Board can be taken on a poll or show of hands. Each director shall have one vote. Where the votes for and against a resolution are equal, the chairman of the Board is entitled to a casting vote. A director shall not be entitled to vote, whether for himself or on behalf of another director, on (nor shall be counted in the quorum in relation to) any resolution of the board in respect of any contract, transaction or arrangement in which he or any of his associates as defined in the Listing Rules ("Associate") has any material interest. If a director is affiliated to a matter to be resolved on at a Board meeting, such director shall not exercise its voting right on the resolution, nor shall such director exercise the voting right of any other director as the latter's proxy. The Board meeting can be held if more than half of the unaffiliated directors are present, and the resolution adopted at the Board meeting shall be passed only with the consent of more than half of the unaffiliated directors who are present. If the number of unaffiliated directors present at the Board meeting is less than three, the matter shall be submitted to the shareholders' general meeting for discussion and approval.	(3) plans for formulating amendments to the Articles of Association and its appendices; (4) other matters as stipulated by the relevant regulatory rules or the Articles of Association. The voting methods for the resolution of the Board are as follows: vote by a show of hands or verbal vote or vote by poll in writing. The meeting held by way of physical meeting shall adopt the method of voting by a show of hands or verbal vote or voting by poll in writing. The meeting held in an offsite form such as video-telephone meetings (or by way of similar communication equipment) can adopt the method of voting by a show of hands or verbal vote, but directors who attend the meeting shall confirm the vote in writing as soon as possible, and the directors' verbal vote shall have the same effect with the vote in writing, provided that there is no discrepancy between the opinions expressed by such director in the original written voting certificate (if any), written signature and opinions afterwards and the opinions by show of hands or orally expressed by him/her during the meeting. If there is any inconsistency, the voting opinion expressed during the meeting shall prevail. Meetings convened by written resolution shall adopt written voting procedures. Directors participating in the vote shall complete the corresponding written signature formalities within the timeframe specified in the meeting notice. Each director shall have one vote.

Original Articles	Amended Articles
	Article 28 If a director is affiliated to any enterprise or individual involved in a matter to be resolved on at a board meeting, such director shall promptly report in writing to the Board. If an independent director discovers any situation affecting his/her independence regarding the matters under consideration, he/she should declare it to the Company and abstain from voting. The director with such affiliation shall not exercise its voting right on the resolution, nor shall such director exercise the voting right of any other director as the latter's proxy, his/her voting right shall not be counted towards the total voting rights. The board meeting can be held if more than half of the unaffiliated directors are present, and the resolution adopted at the board meeting shall be passed only with the consent of more than half of the unaffiliated directors who are present. If the number of unaffiliated directors present at the board meeting is less than three, the matter shall be submitted to the general meeting for discussion and approval.
Article 34 Responsibilities of directors for board resolutions A written resolution of the Board shall not be legally effect as a resolution of the Board if it has not been formulated in accordance with the stipulated procedures, notwithstanding that all the directors have already expressed their opinions in different ways. The directors shall be responsible for the resolutions passed at the Board meetings. Any director who participates in a resolution which contravenes the laws, administrative regulations, the Articles of Association or resolutions of the shareholders' general meeting thus causing serious damage to the Company shall be directly liable (including compensation of damages) for all losses incurred by the Company as a result. A director who votes against the resolution, and who has been proved as having expressed dissenting opinions on the resolution and such opinions are recorded in the minutes of the meeting can be exempt from liability. A director who abstains, or who fails to attend the meeting and fails to appoint a proxy to act on his behalf, cannot avoid liability. A director who	**Article 29** Responsibilities of directors for board resolutions The directors shall be responsible for the resolutions passed at the board meetings. Any director who participates in a resolution which contravenes the laws, administrative regulations, the Articles of Association or resolutions of the general meeting thus causing serious damage to the Company shall be liable for compensation of damages incurred by the Company as a result. A director who abstains, or who fails to attend the meeting and fails to appoint a proxy to act on his behalf, cannot avoid liability. A director who explicitly expresses his objection in the course of discussion but fails to cast an objection vote in the voting cannot avoid liability. A director who has been proved as having expressed dissenting opinions on the resolution and such opinions are recorded in the minutes of the meeting can be exempt from liability.

Original Articles	Amended Articles
explicitly expresses his objection in the course of discussion but fails to cast an objection vote in the voting cannot avoid liability.	
Article 35 Resolutions of the Meeting The Board meeting should normally resolve on all the matters considered at the meeting. A resolution on the Company's connected transactions shall be reviewed and approved in advance by a special meeting of the independent directors and then submitted to the Board for review. The deliberations of the special meetings of independent directors shall be set out in the resolutions of the Board meetings. If voting against or abstaining from voting on a resolution of the Board, the independent directors shall state the specific reasons and basis, the legality and compliance of the matters involved in the resolution, the potential risks and the impact on the interests of the Company and minority shareholders. When the Company discloses the resolutions of the Board, the Company shall also disclose the dissenting opinions of the independent directors, and record the same in the resolutions of the Board and minutes of meetings.	**Article 30** Resolutions of the Meeting The board meeting should normally resolve on all the matters considered at the meeting. For matters considered by the Board that require prior consideration by special committees of the board, the board resolution shall specify the committees' review on such matters. If the recommendations of the special committees are not adopted or not fully adopted by the Board, the opinion of the special committees and the specific reasons for not adopting the recommendations shall be recorded in a resolution of the Board and disclosed. If voting against or abstaining from voting on a resolution of the Board, the independent directors shall state the specific reasons and basis, the legality and compliance of the matters involved in the resolution, the potential risks and the impact on the interests of the Company and minority shareholders. When the Company discloses the resolutions of the Board, the Company shall also disclose the dissenting opinions of the independent directors, and record the same in the resolutions of the Board and minutes of meetings.
Article 36 Minutes of the Meetings Minutes of the Board meeting are proof of the resolutions on the matters examined at the meeting. Detailed and complete minutes in respect of the matters considered at the meeting shall be recorded. The minutes of the Board meeting shall state the following: (1) the date, place, names of the convenors and chairman of the meeting;	**Article 31** Minutes of the Meetings Minutes of the board meeting shall be prepared in accordance with the prescribed requirements. The minutes shall be true, accurate, and complete, fully reflecting the opinions expressed by attendees on the matters under consideration. The minutes of the board meeting shall state the following: (1) the date, place, names of the conveners and chairman of the meeting;

Original Articles	Amended Articles
(2) the names of the attending directors and the names of those persons present, the names of appointing directors and their attorneys;	(2) the names of the attending directors and the names of appointers who appoint proxies to attend the meeting and their attorneys;
(3) the agenda of the meeting;	(3) the agenda of the meeting;
(4) the essential points of the directors' presentations (for a meeting by written resolution, the version containing the directors' feedback in writing shall prevail);	(4) the essential points of the directors' presentations (for a meeting by written resolution, the version containing the directors' feedback in writing shall prevail);
(5) the opinions of independent directors (if any) and whether their opinions are different from the other directors';	(5) the opinions of independent directors (if any) and whether their opinions are different from the other directors';
(6) the voting methods and outcome for each proposal (the outcome of the voting shall set out the respective number of assenting or dissenting votes or abstentions);	(6) the voting methods and outcome for each proposal (the outcome of the voting shall set out the respective number of assenting or dissenting votes or abstentions);
(7) the directors' signatures.	(7) the directors' signatures.
The secretary to the Board shall take initiative to arrange for the matters considered at the meeting to be recorded. The minutes of the board meeting shall be given to all directors as soon as practicable. Directors who wish to amend or supplement the minutes shall submit a written report setting out his comments to the chairman of the board within one week of this receipt of the draft minutes circulated. Once the board minutes have been finalised, the attending directors, the secretary to the Board and the minute-taking officer shall sign the minutes of the board meeting. The minutes of the board meeting, being an important Company record, shall be properly kept at the business address of the Company.	The secretary to the board shall take initiative to arrange for the matters considered at the meeting to be recorded. The minutes of the board meeting shall be given to all directors as soon as practicable. Directors who wish to amend or supplement the minutes shall submit a written report setting out his comments to the convenor within one week of this receipt of the draft minutes circulated. Once the board minutes have been finalised, the attending directors, the secretary to the board and the minute-taking officer shall sign the minutes of the board meeting. The minutes of the board meeting shall be kept at the business address of the Company for a period of not less than ten years as the Company's archives.

Original Articles	Amended Articles
CHAPTER VII DISCLOSURE OF INFORMATION RELATING TO THE BOARD MEETING	**CHAPTER V DISCLOSURE OF INFORMATION RELATING TO THE BOARD MEETING**
Article 37 The Board of the Company shall strictly comply with the requirements of the regulatory authorities and the stock exchanges on which the Company's shares are listed in relation to the disclosure of information. It shall ensure that matters considered or resolutions passed at the Board meeting which are disclosable are disclosed accurately and in a timely manner. Information relating to significant matters of the Company must be reported to the stock exchanges on which the Company's shares are listed at the earliest opportunity, and shall be submitted to relevant regulatory authorities for filing.	**Article 32** The Board of the Company shall strictly comply with the requirements of the securities regulatory authorities on which the Company's shares are listed in relation to the disclosure of information. It shall ensure that matters considered or resolutions passed at the board meeting which are disclosable are disclosed fully, accurately and in a timely manner. Information relating to significant matters (as determined under the effective regulatory rules issued from time to time by the securities regulatory authorities on which the shares of the Company are listed) of the Company shall promptly fulfill the relevant information disclosure obligations.

Original Articles	Amended Articles
CHAPTER VIII IMPLEMENTATION OF THE RESOLUTIONS OF THE BOARD MEETING AND FEEDBACKS	**CHAPTER VI IMPLEMENTATION AND FEEDBACK OF THE RESOLUTIONS OF THE BOARD MEETING**
Article 40 The following matters shall not be implemented until they are considered and preliminarily approved by the Board and submitted to the shareholders' general meeting for approval thereafter: (1) formulation of the Company's annual preliminary and final budgets; (2) formulation of Company's profit distribution plans and plans for making up losses; (3) increase or reduction of the registered capital of the Company and issue of debentures or other securities of the Company and their listing, and any repurchase of the shares of the Company; (4) formulation of plans for merger, division, dissolution or change of the form of the Company; (5) formulation of plans for any amendment to the Articles of Associations; and (6) any proposal to be submitted to the shareholders' general meeting for the appointment or replacement of an accounting firm auditing the accounts of the Company.	**Article 35** Matters that require consideration and approval by the general meeting shall be submitted to the general meeting for approval after being considered and approved by the board meeting before implementation.
CHAPTER IX SUPPLEMENTAL PROVISIONS	**CHAPTER VII SUPPLEMENTAL PROVISIONS**
/	**Article 40** Unless otherwise specified, terms used in these Rules shall have the same meanings as those defined in the Articles of Association.

Original Articles	Amended Articles
Article 45 Where these Rules fail to comply with relevant laws, regulations, other regulatory documents as promulgated from time to time, the provisions of the Company Law of any resolutions of the shareholders' general meeting, then such laws, regulations and other regulatory documents, the Company Articles or shareholders' resolutions shall prevail.	**Article 41** In the event that there are any matters not dealt with herein or there are any matters in these Rules which are inconsistent with the relevant regulatory rules as promulgated from time to time and the provisions of the Articles of Association, or resolutions of the general meeting, then such relevant regulatory rules and the provisions of the Articles of Association, or resolutions of the general meeting shall prevail.

Note: If the number of an Article is changed due to the addition, deletion or order of certain Articles, the number of Articles after the amendments to these Rules will be re-numbered in order, and the number of Articles involved in cross-reference will be adjusted accordingly. In addition, non-substantive revisions have been adopted, including changing numerical expressions from Arabic to Chinese numerals in certain Articles and replacing "或" with "或者".

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

Sinopec Shanghai Petrochemical Company Limited
中國石化上海石油化工股份有限公司

(A joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 00338)

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING FOR 2025

NOTICE IS HEREBY GIVEN THAT the second extraordinary general meeting for 2025 (the "**EGM**") of Sinopec Shanghai Petrochemical Company Limited (the "**Company**" or "**SPC**") is to be held at the North Building of Jinshan Hotel, No. 1, Jinyi East Road, Jinshan District, Shanghai, the People's Republic of China (the "**PRC**") on Thursday, 11 December 2025 at 2:00 p.m. for the following purpose:

RESOLUTION

To consider and approve the resolutions by way of non-cumulative voting:

1. To consider and approve the New Mutual Product Supply and Sale Services Framework Agreement (2026-2028) and the continuing connected transactions contemplated thereunder (the "**Continuing Connected Transactions**" hereinafter), and the annual caps on the Continuing Connected Transactions for each of the three years ending 31 December 2026, 31 December 2027 and 31 December 2028. To approve and confirm generally and unconditionally that all Directors of the Company are authorised to do things and acts necessary or desirable to implement and give effect to any of the matters relating to, or incidental to, the New Mutual Product Supply and Sales Services Framework Agreement (2026-2028), and to make changes thereto which may in his or her opinion be necessary or desirable.

2. To consider and approve the New Comprehensive Services Framework Agreement (2026-2028), the Continuing Connected Transactions contemplated thereunder and the annual caps on the Continuing Connected Transactions for each of the three years ending 31 December 2026, 31 December 2027 and 31 December 2028. To approve and confirm generally and unconditionally that all Directors of the Company are authorised to do things and acts necessary or desirable to implement and give effect to any of the matters relating to, or incidental to, the New Comprehensive Services Framework Agreement (2026-2028), and to make changes thereto which may in his or her opinion be necessary or desirable.

3. To consider and approve the Resolution Regarding the Reduction of Registered Capital, Abolishment of Supervisory Committee, Adjustment of Business Scope and Amendments to the Articles of Association and its Appendices.

4. To consider and approve the Resolution in relation to the Election of Mr. Lu Zhiyong as the Non-independent Director of the Eleventh Session of the Board of the Company.

Resolutions no. 1, 2 and 4 to be proposed at the EGM are ordinary resolutions, while resolution no. 3 is special resolution. Details of the resolutions proposed at the EGM are published in the circular of the Company to be dispatched to the H Shareholders and are also available on the websites of the Shanghai Stock Exchange (http://www.sse.com.cn) and Hong Kong Exchanges and Clearing Limited (http://www.hkexnews.hk).

By order of the Board
Sinopec Shanghai Petrochemical Company Limited
Liu Gang
Joint Company Secretary

Shanghai, the PRC, 24 November 2025

Notes:

I. ATTENDEES OF THE EGM

1. Eligibility for attending the EGM

Holders of A shares of the Company whose names appear on the domestic shares register maintained by China Securities Depository & Clearing Corporation Limited Shanghai Branch and holders of H shares of the Company whose names appear on the register of members maintained by Computershare Hong Kong Investor Services Limited at the close of business on Monday, 8 December 2025 are eligible to attend the EGM. Unregistered holders of H shares of the Company shall lodge their share certificates accompanied by the transfer documents with Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before 4:30 p.m. on Friday, 5 December 2025.

2. Proxy

a. A member eligible to attend and vote at the EGM is entitled to appoint, in written form, one or more proxies to attend and vote on his/her/its behalf. A proxy need not be a Shareholder of the Company.

b. A proxy should be appointed by a written instrument signed by the Shareholder or its attorney duly authorized in writing. If the form of proxy is signed by the attorney duly authorised by the Shareholder, the power of attorney authorizing that attorney to sign or other authorization document(s) must be notarized.

c. To be valid, the power of attorney and/or other authorisation document(s) which has/have been notarised together with the completed form of proxy must be delivered to the statutory address of the Company not less than 24 hours before the designated time for holding the EGM (i.e., not later than 2:00 p.m. on Wednesday, 10 December 2025 (HKT)) or any adjournment thereof (as the case may be). Holders of A shares of the Company shall deliver the relevant document(s) to the Company (the address is No. 48 Jinyi Road, Jinshan District, Shanghai, the PRC, Postal code: 200540). Holders of H shares of the Company shall deliver the relevant

document(s) to the H shares share registrar of the Company, Computershare Hong Kong Investor Services Limited (the address is 17M Floor, Hopewell Centre, 183 Queen ' s Road East, Wanchai, Hong Kong). If the Company does not receive the original copy of the relevant document(s) before the aforesaid period, the shareholder will be deemed as having not attended the EGM and the relevant proxy form will be deemed void.

3. The Directors, the supervisors and the senior management of the Company

4. The lawyers of the Company

5. Others

II. REGISTRATION PROCEDURES FOR ATTENDING THE EGM

1. A Shareholder of the Company or his/her proxy shall produce proof of identity (identity card or passport) when attending the EGM. If the Shareholder attending the meeting is a corporate shareholder, its legal representative who attends the meeting shall produce proof of identity and proof of his/her capacity as the legal representative and shall provide information which enables the Company to confirm its identity as a corporate shareholder. Where a proxy is appointed to attend the meeting, the proxy shall produce proof of identity, the written authorization duly issued by the legal representative of the corporate shareholder, or a notarised certified copy of the resolution on authorization duly passed by the board of directors or other decision-making bodies of the corporate shareholder and information which enables the Company to confirm the identity of the corporate shareholder concerned.

2. Shareholders registered to attend the EGM may submit questions related to the resolutions submitted at the EGM or raise questions during the EGM. The questions raised by H Shareholders at the EGM and those submitted beforehand will be addressed by the Company as far as possible.

III. MISCELLANEOUS

1. Each Shareholder or his/her/its proxy shall exercise his/her/its voting rights by way of poll.

2. The EGM is expected to last for less than a working day. Shareholders or their proxies who will attend the EGM shall be responsible for their own transportation and accommodation expenses.

3. Notes to the holders of the Company's H shares

Date of closure of register of members in relation to the eligibility of attending the EGM

The Company will close the register of members of the Company ' s H shares from Monday, 8 December 2025 to Thursday, 11 December 2025 (both days inclusive), during which period no transfer of shares will be effected, in order to confirm its Shareholders' entitlement to attend the EGM. Holders of the Company ' s H shares who wish to attend and vote at the EGM should lodge transfer documents and the relevant share certificates with the Company ' s H shares share registrar, Computershare Hong Kong Investor Services Limited, at Shops1712-1716, 17/F, Hopewell Centre, 183 Queen ' s Road East, Wanchai, Hong Kong on or before 4:30 p.m. on Friday, 5 December 2025.

4. In accordance with the Shanghai Listing Rules and the Hong Kong Listing Rules, China Petroleum & Chemical Corporation and its associates who have interests in the Continuing Connected Transactions shall abstain from voting on the resolution (1) and (2) at the EGM.

5. The Secretariat for the EGM is the Secretariat of the Board of Sinopec Shanghai Petrochemical Company Limited and the contact details are as follows:

No. 48 Jinyi Road, Jinshan District, Shanghai, the PRC
Postal code: 200540
Telephone: (86) 21 5794 3143
Fax: (86) 21 5794 0050