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 **Fibocom Wireless Inc.** (the "Company"), you should at once hand this circular together with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Fibocom Wireless Inc.

深圳市廣和通無線股份有限公司

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

(Stock code: 00638)

(1) CHANGE IN REGISTERED CAPITAL, ABOLISHMENT OF THE BOARD OF SUPERVISORS, AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES AND CHANGE OF BUSINESS REGISTRATION;
(2) RE-APPOINTMENT OF AUDITORS FOR 2025;
(3) AMENDMENTS TO CERTAIN GOVERNANCE SYSTEMS OF THE COMPANY; AND
NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Capitalised terms used on this cover page shall have the same meaning as those defined in this circular. A notice convening the EGM of the Company to be held at Conference Room, Floor 10, Tower A, Building 6, Shenzhen International Innovation Valley, Dashi 1st Road, Xili Community, Xili Subdistrict, Nanshan District, Shenzhen, Guangdong Province, the PRC, at 2:30 p.m., Beijing time, on Monday, December 22, 2025 is set out on pages EGM-1 to EGM-3 of this circular.

The proxy form for H Shareholders for the EGM is published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.fibocom.com.

Any Shareholder(s) entitled to attend and vote at the EGM are entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a Shareholder. If you intend to appoint a proxy to attend the EGM and vote on your behalf, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return it by hand, by post or by facsimile to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders only) as soon as possible and in any event not later than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be) (i.e. before 2:30 p.m., Beijing time, on Sunday, December 21, 2025). Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjournment hereof should you so wish.

This circular is prepared in both Chinese and English. In case of any discrepancies between the Chinese and English versions, the Chinese version shall prevail.

November 28, 2025

CONTENTS

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

"A Share(s)"	domestic ordinary share(s) in the share capital of the Company with nominal value of RMB1.00 each, which are traded in Renminbi and listed on the Shenzhen Stock Exchange
"Articles of Association"	the articles of association of Fibocom Wireless Inc.
"Audit Committee"	the audit committee of the Board of the Company
"Board"	the board of Directors of the Company
"Board of Supervisors"	the board of Supervisors of the Company
"Director(s)"	director(s) of the Company
"Independent Director(s)"	independent non-executive Director(s) of the Company
"Company"	Fibocom Wireless Inc. (深圳市廣和通無線股份有限公司), a joint stock company incorporated in the PRC with limited liability on November 11, 1999, the A Shares and H Shares of which are listed on the Shenzhen Stock Exchange (stock code: 300638) and the Main Board of the Hong Kong Stock Exchange (stock code: 0638), respectively
"PRC"	the People's Republic of China
"CSRC"	the China Securities Regulatory Commission (中國證券監督管理委員會)
"Company Law"	the Company Law of the People's Republic of China
"EGM"	the extraordinary general meeting of the Company to be held at 2:30 p.m. Beijing time on Monday, December 22, 2025 at Conference Room, Floor 10, Tower A, Building 6, Shenzhen International Innovation Valley, Dashi 1st Road, Xili Community, Xili Subdistrict, Nanshan District, Shenzhen, Guangdong Province, the PRC

"H Share(s)"	overseas listed foreign ordinary share(s) in the share capital of the Company with nominal value of RMB1.00 each, which are listed and traded on the main board of the Hong Kong Stock Exchange
"H Shareholder(s)"	holders of H Shares
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Hong Kong Stock Exchange" or "Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Hong Kong Listing Rules" or "Listing Rules"	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
"RMB"	Renminbi, the lawful currency of the PRC
"Rules of Procedure for the Board"	the Rules of Procedure for the Board of Directors of Fibocom Wireless Inc.
"Rules of Procedure for General Meetings"	the Rules of Procedure for General Meetings of Fibocom Wireless Inc.
"Share(s)"	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, including A Shares and H Shares
"Shareholder(s)"	holder(s) of the Share(s)
"subsidiary(ies)"	has the meaning ascribed thereto under the Listing Rules
"%"	percent

Words importing the singular number shall, where applicable, include the plural number and vice versa. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa, and references to person(s) shall include references to corporation(s).

Any reference in this circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Listing Rules or any modification thereof and used in this circular shall, where applicable, have the meaning assigned to it under the Listing Rules or any modification thereof, as the case may be.

The Chinese text of this circular shall prevail over the English text in case of any inconsistency.

Fibocom Wireless Inc.
深圳市廣和通無線股份有限公司

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

(Stock code: 00638)

Executive Directors:
Mr. Zhang Tianyu *(Chairman of the Board)*
Mr. Ying Lingpeng
Mr. Xu Ning

Independent Non-executive Directors:
Mr. Wang Ning
Ms. Zhao Jing
Mr. Wu Chenggang

Registered Office:
Room 1101, Tower A, Building 6
Shenzhen International Innovation Valley, Dashi 1st Road
Xili Community, Xili Subdistrict, Nanshan District
Shenzhen, Guangdong Province, the PRC

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

November 28, 2025

To the Shareholders

Dear Sir or Madam,

(1) CHANGE IN REGISTERED CAPITAL, ABOLISHMENT OF THE BOARD OF SUPERVISORS, AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES AND CHANGE OF BUSINESS REGISTRATION;
(2) RE-APPOINTMENT OF AUDITORS FOR 2025;
(3) AMENDMENTS TO CERTAIN GOVERNANCE SYSTEMS OF THE COMPANY; AND
NOTICE OF THE EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you, as holders of H Shares, with the notice of the EGM and information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM. For the details of the proposed resolutions at the EGM, please refer to the Notice of the EGM enclosed with this circular.

At the EGM, a special resolution will be presented to approve: (1) the resolution on the change in registered capital, abolishment of the Board of Supervisors, amendments to the Articles of Association and its appendices and change of business registration. In addition, ordinary resolutions will be presented to approve: (2) the resolution on the re-appointment of auditors for 2025; and (3) the resolution on the amendments to certain governance systems of the Company.

(1) Change in Registered Capital, Abolishment of the Board of Supervisors, Amendments to the Articles of Association and its Appendices and Change of Business Registration

According to the Notice of Filing for Overseas Issuance and Listing of Fibocom Wireless Inc. (《關於深圳市廣和通無線股份有限公司境外發行上市備案通知書》) issued by the China Securities Regulatory Commission (Guo He Han [2025] No. 1607), with the approval of the Hong Kong Stock Exchange, the Company made a public offering of 135,080,200 H Shares, and listed on the Main Board of the Hong Kong Stock Exchange on October 22, 2025. The Company's total share capital increased by 135,080,200 Shares, with a par value of RMB1.00 each, as a result of the H Shares issuance. Accordingly, the Company intends to change its registered capital from the currently registered amount of RMB765,453,542.00 to RMB900,533,742.00.

In accordance with the provisions of the Company Law of the People's Republic of China, the Guidelines on the Articles of Association of Listed Companies, the Transitional Period Arrangements for the Implementation of the Rules of the Ancillary System of the New Company Law, the Rules Governing the Listing of Shares on the ChiNext market of Shenzhen Stock Exchange, the No. 2 Self-Regulatory Guidelines of Shenzhen Stock Exchange for Listed Companies – the Guidelines of the Shenzhen Stock Exchange for the Standardized Operation of Companies Listed on the ChiNext Board and other laws and regulations and normative documents and taking into account the actual situation of the Company, the Company will no longer establish the Board of Supervisors. The functions and powers of the Board of Supervisors as stipulated in the Company Law shall be exercised by the Audit Committee of the Board of the Company and the Rules of Procedures of the Board of Supervisors of the Company shall be repealed accordingly. This aims to improve the governance structure and further enhance the standard operation level of the Company.

Meanwhile, the Company made amendments to the relevant provisions of the Articles of Association and its appendices, including the Rules of Procedure for General Meetings and the Rules of Procedure for the Board (of which, all expressions related to "股東大會議事規則" are changed to "股東會議事規則" in the Chinese version, and the English version remained unchanged), and will proceed with the change of business registration. The Board of the Company proposed to the general meeting to authorize the operating management of the Company to handle the subsequent business registration change procedures, filing of the Articles of Association and other related matters.

The relevant amended content of the Articles of Association shall be subject to the final approved version by the market supervision and administration department. For details of the relevant amendments to the specific provisions of the Articles of Association and its appendices, please refer to Appendix I to this circular.

The resolution has been considered and approved by the Board on November 28, 2025 and is hereby proposed to the EGM for consideration and approval.

(2) Re-Appointment of Auditors for 2025

In accordance with the relevant provisions of the Articles of Association and the audit requirements of the Company, the Board intends to re-appoint Grant Thornton Zhitong Certified Public Accountants LLP as the auditors of the Company for 2025 to provide financial reporting and internal control audit services for the Company in 2025, subject to the approval by the Shareholders by an ordinary resolution at the 2025 fourth EGM.

The pricing principles for audit fee are based on the Company's business scale, the industry in which it operates and the complexity of accounting treatment, and are determined by the number of auditors required to audit the annual report of the Company and the amount of work involved. The remunerations payable to Grant Thornton Zhitong Certified Public Accountants LLP for the 2025 annual audit services was RMB2.18 million.

The Company will propose that the general meeting authorize the management of the Company to enter into terms of engagement with Grant Thornton Zhitong Certified Public Accountants LLP, and negotiate with the auditors to adjust the audit fee (if necessary) based on the actual scope and content of audit.

(3) Amendments to Certain Governance Systems of the Company

In accordance with the provisions of the Company Law of the People's Republic of China, the Guidelines on the Articles of Association of Listed Companies, the Transitional Period Arrangements for the Implementation of the Rules of the Ancillary System of the New Company Law, the Rules Governing the Listing of Shares on the ChiNext market of Shenzhen Stock Exchange, the No. 2 Self-Regulatory Guidelines of Shenzhen Stock Exchange for Listed Companies – the Guidelines of the Shenzhen Stock Exchange for the Standardized Operation of Companies Listed on the ChiNext Board and other laws and regulations and normative documents and taking into account the actual situation of the Company, the Company made amendments to its certain governance systems, namely the Working Rules for Independent Directors, the Remuneration System for the Directors and Senior Management, the Rules for Management of External Guarantee, the Rules for Management of External Investments, the Policy for Selection and Appointment of Accounting Firms, the Rules Governing the Management of Related Party Transactions, the Policy on the Management of Proceeds, the Rules on Implementation of Cumulative Voting System, the Management Policies in Relation to the Prevention of Controlling Shareholders, De Facto Controller and Other Related Parties from Appropriating Funds of the Company.

For details of the relevant amendments to the specific provisions of the abovementioned governance systems of the Company, please refer to Appendix II to this circular.

The resolution has been considered and approved by the Board on November 28, 2025 and is hereby proposed to the 2025 fourth EGM for consideration and approval.

THE EGM

The EGM will be held at 2:30 p.m., Beijing time, on Monday, December 22, 2025 at Conference Room, Floor 10, Tower A, Building 6, Shenzhen International Innovation Valley, Dashi 1st Road, Xili Community, Xili Subdistrict, Nanshan District, Shenzhen, Guangdong Province, the PRC. The notice of the EGM is set out on pages EGM-1 to EGM-3 of this circular. No Shareholder is required to abstain from voting on the matters to be resolved at the EGM.

The proxy form for H Shareholders for the EGM is published on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.fibocom.com. Any Shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on his/her/its behalf. A proxy need not be a Shareholder. If you intend to appoint a proxy to attend the EGM and vote on your behalf, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return it, by hand, by post or by facsimile, to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders only) as soon as possible and in any event not later than 24 hours before the time appointed for the holding of the EGM (i.e. before 2:30 p.m., Beijing time, on Sunday, December 21, 2025). Completion and return of the proxy form will not preclude you from attending and voting at the EGM should you so wish.

CLOSURE OF REGISTER OF MEMBERS

In order to determine the H Shareholders who are entitled to attend the EGM, the register of members of the Company will be closed from Wednesday, December 17, 2025 to Monday, December 22, 2025 (both days inclusive), during which period no transfer of Shares will be registered. For holders of H Shares who has lodged the duly completed transfer documents accompanied by the relevant share certificates with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong by 4:30 p.m. on Tuesday, December 16, 2025, the transferee but not the transferor shall be regarded as the holder of the relevant H Shares and will be entitled to attend and vote at EGM. H Shareholders whose names are recorded in the register of members of the Company on Monday, December 22, 2025 will be entitled to attend the EGM.

GENERAL

The English translation of the appendices to this circular is for Shareholders' reference only. In case there is any inconsistency between the English and Chinese versions, the Chinese version shall prevail.

VOTING BY POLL

Pursuant to the Hong Kong Listing Rules, all the votes at general meetings must be taken by poll (except where the chairman of the meeting permits a resolution which relates solely to a procedural or administrative matter to be voted on by show of hands). The chairman of EGM shall request each of the resolutions set out in the notice of EGM to be voted on by poll. Results of the poll voting will be published on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.fibocom.com after the EGM.

RECOMMENDATIONS

The Board considers that the resolutions set out in the notice of EGM are in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolutions.

Yours faithfully,
By order of the Board
Fibocom Wireless Inc.
Zhang Tianyu
Chairman

This appendix sets out the proposed amendments to the Articles of Association and its appendices including the Rules of Procedure of the Shareholders' General Meeting and the Rules of Procedure of the Board of Directors. The parts of the relevant documents that have not been modified are indicated by "...". Due to the addition or deletion of articles, the serial numbers of the relevant articles of the policies are also adjusted accordingly and are not listed one by one. As the Company proposes to abolish the Board of Supervisors, all expressions involving "supervisors" or "Board of Supervisors" have been deleted and are not listed one by one. In accordance with the proposed amendments, all expressions related to "股東大會" are changed to "股東會" in the Chinese version, and the English version is unified accordingly. Such amendments to expressions are not listed one by one because they do not involve substantive changes.

Set out below are the details of the amendments to the Articles of Association:

Before Amendment	After Amendment
Article 3 The Company was established by way of initiation on the basis of the overall conversion by converting net assets into shares in accordance with the law, and was registered with and obtained the business license from the Shenzhen Administration for Market Regulation. The unified social credit code on the business license is 9144030071524640XY. … On [●], the Company completed the CSRC filings in respect of the initial public offering of [●] overseas listed foreign shares (hereinafter referred to as the "H Shares") in Hong Kong. Such H Shares were listed on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Stock Exchange") on [●]. ~~In the event that shares of the Company are delisted, they will continue to be traded on the National Equities Exchange and Quotations thereafter.~~	Article 3 The Company was established by way of initiation on the basis of the overall conversion by converting net assets **of Shenzhen G&T Industrial Development Co., Ltd. (深圳市廣和通實業發展有限公司, the "Limited Company")** into shares in accordance with the law, and was registered with and obtained the business license from the Shenzhen Administration for Market Regulation. The unified social credit code on the business license is 9144030071524640XY. … On **September 18, 2025**, the Company completed the CSRC filings in respect of the initial public offering of **135,080,200** overseas listed foreign shares (hereinafter referred to as the "H Shares") in Hong Kong. Such H Shares were listed on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Stock Exchange") on **October 22, 2025**.

Before Amendment	After Amendment
Article 4 Registered name of the Company: Full name in Chinese: 深圳市廣和通無線股份有限公司	Article 4 Registered name of the Company: Full name in Chinese: 深圳市廣和通無線股份有限公司 **Full name in English: Fibocom Wireless Inc.**
Article 5 Domicile of the Company: Room 1101, Tower A, Building 6, Shenzhen International Innovation Valley, Dashi 1st Road, Xili Community, Xili Subdistrict, Nanshan District, Shenzhen.	Article 5 Domicile of the Company: Room 1101, Tower A, Building 6, Shenzhen International Innovation Valley, Dashi 1st Road, Xili Community, Xili Subdistrict, Nanshan District, Shenzhen **(Postal code: 518055**).
Article 6 The registered capital of the Company is RMB[●].	Article 6 The registered capital of the Company is RMB**900,533,742**.
Article 8 The chairman (the "Chairman") of the board of directors (the "Board") of the Company shall be the legal representative of the Company.	Article 8 The chairman (the "Chairman") of the board of directors (the "Board") of the Company shall be the legal representative of the Company. **If the Chairman resigns, he/she shall be deemed to have resigned as the legal representative at the same time. Upon resignation of the legal representative, the Company shall determine a new legal representative within 30 days from the date of the resignation.**

Before Amendment	After Amendment
New article	**Article 9 The Company shall bear the legal consequences arising from civil acts conducted by the legal representative on behalf of the Company.** **Any restrictions on the powers of the legal representative stipulated in this Articles of Association or by the shareholders' general meeting shall not be enforceable against bona fide counterparty.** **If a legal representative incurs damage on another person through the performance of his duties, the Company shall bear the civil liability. After the Company has assumed the civil liability, it may seek indemnity from the legal representative at fault in accordance with applicable laws or the provisions of this Articles of Association.**
Article 10 The Articles of Association shall, from the date of its coming into effect, constitute a legally binding document regulating the organization and activities of the Company, the rights and obligations between the Company and its shareholders, and among the shareholders, and shall be legally binding documents for the Company, its shareholders, directors~~, supervisors~~ and senior management. Pursuant to the Articles of Association, shareholders may take legal action against other shareholders, the Company, its directors~~, supervisors, general manager and other~~ senior management, and the Company may also take legal action against its shareholders, directors~~, supervisors, general manager and other~~ senior management.	Article 11 The Articles of Association shall, from the date of its coming into effect, constitute a legally binding document regulating the organization and activities of the Company, the rights and obligations between the Company and its shareholders, and among the shareholders, and shall be legally binding documents for the Company, its shareholders, directors and senior management. Pursuant to the Articles of Association, shareholders may take legal action against other shareholders, the Company, its directors **and** senior management, and the Company may also take legal action against its shareholders, directors **and** senior management.

<table>
<tr><th>Before Amendment</th><th>After Amendment</th></tr>
<tr><td>Article 11 ~~Other~~ senior management as referred to in the Articles of Association represents the deputy general managers, secretary of the Board and financial controller of the Company.</td><td>Article 12 Senior management as referred to in the Articles of Association represents the general managers, deputy general managers, secretary of the Board, financial controller of the Company and other senior management recognized by the Board of Directors of the Company.</td></tr>
<tr><td>Article 19 The number of shares held by each of the promoters of the Company and their respective shareholding percentage at the time of the establishment of the Company by way of initiation are as follows:
<table>
<tr><th>No.</th><th>Name of shareholder</th><th>Number of shares held (0'000)</th><th>Shareholding percentage</th></tr>
<tr><td>1</td><td>Zhang Tianyu</td><td>4,005.00</td><td>66.75%</td></tr>
<tr><td>2</td><td>Shenzhen Guanghe Chuangtong Investment Enterprise (Limited Partnership)</td><td>801.00</td><td>13.35%</td></tr>
<tr><td>3</td><td>Intel Semiconductor (Dalian) Co., Ltd.</td><td>660.00</td><td>11%</td></tr>
<tr><td>4</td><td>Ying Lingpeng</td><td>427.20</td><td>7.12%</td></tr>
<tr><td>5</td><td>Xu Ning</td><td>106.80</td><td>1.78%</td></tr>
<tr><td colspan="2">Total</td><td>6,000.00</td><td>100%</td></tr>
</table>
</td><td>Article 20 The number of shares held by each of the promoters of the Company and their respective shareholding percentage at the time of the establishment of the Company by way of initiation are as follows:
<table>
<tr><th>No.</th><th>Name of shareholder</th><th>Number of shares subscribed (0'000)</th><th>Shareholding percentage</th><th>Method of contribution</th><th>Date of contribution</th></tr>
<tr><td>1</td><td>Zhang Tianyu</td><td>4,005.00</td><td>66.75%</td><td>Conversion of net assets into share</td><td>December 25, 2014</td></tr>
<tr><td>2</td><td>Shenzhen Guanghe Chuangtong Investment Enterprise (Limited Partnership)</td><td>801.00</td><td>13.35%</td><td>Conversion of net assets into share</td><td>December 25, 2014</td></tr>
<tr><td>3</td><td>Intel Semiconductor (Dalian) Co., Ltd.</td><td>660.00</td><td>11%</td><td>Conversion of net assets into share</td><td>December 25, 2014</td></tr>
<tr><td>4</td><td>Ying Lingpeng</td><td>427.20</td><td>7.12%</td><td>Conversion of net assets into share</td><td>December 25, 2014</td></tr>
<tr><td>5</td><td>Xu Ning</td><td>106.80</td><td>1.78%</td><td>Conversion of net assets into share</td><td>December 25, 2014</td></tr>
<tr><td colspan="2">Total</td><td>6,000.00</td><td>100%</td><td>–</td><td>–</td></tr>
</table>
</td></tr>
<tr><td>Article 20 ~~Currently,~~ the total number of shares of the Company is 765,453,542 shares~~. Upon completion of the initial public offering of H Shares, the total share capital of the Company shall be [[●]] shares~~, all of which are ordinary shares, including [[●]] ordinary A Shares (representing [[●]]% of the total share capital of the Company) and [[●]] ordinary H Shares (representing [[●]]% of the total share capital of the Company).</td><td>Article 21 The total number of shares of the Company is 900,533,742 shares, all of which are ordinary shares, including 765,453,542 ordinary A Shares (representing 85% of the total share capital of the Company) and 135,080,200 ordinary H Shares (representing 15% of the total share capital of the Company).</td></tr>
</table>

<table>
<tr><th>Before Amendment</th><th>After Amendment</th></tr>
<tr><td>Article 21 The Company or its subsidiaries (including affiliates of the Company) shall not provide ~~any financial assistance~~ by gifts, advances, guarantees, ~~compensation, loan~~ or other forms ~~to any person who has acquired or intends to acquire shares of the Company~~.</td><td>Article 22 The Company or its subsidiaries (including affiliates of the Company) shall not provide financial assistance by gifts, advances, guarantees, loan or other forms to any person to acquire shares of the Company or its parent company, except for the implementation of employee shareholding schemes.

The Company may, in its own interest, provide financial assistance to any person for the purpose of acquiring shares of the Company or its parent company upon resolution by the shareholders' general meeting, or by the Board of Directors in accordance with the authorization granted under these Articles of Association or by the shareholders' general meeting, provided that the aggregate amount of such financial assistance shall not exceed 10% of the total issued share capital. Any resolution by the Board of Directors in this regard shall be passed by more than two-thirds of all directors.</td></tr>
<tr><td>Article 22 In light of the Company's operational and developmental needs, the Company may increase its capital in accordance with the laws and regulations and subject to a separate resolution of the shareholders' general meeting, by any of the following methods:

(I) a public offering of shares;

(II) a private placement of shares;

(III) allotment of bonus shares to existing shareholders;

(IV) conversion of reserve into share capital;</td><td>Article 23 In light of the Company's operational and developmental needs, the Company may increase its capital in accordance with the laws and regulations and subject to a separate resolution of the shareholders' general meeting, by any of the following methods:

(I) issuance of shares to unspecified targets;

(II) issuance of shares to specified targets;

(III) allotment of bonus shares to existing shareholders;

(IV) conversion of reserve into share capital;</td></tr>
</table>

Before Amendment	After Amendment
(V) other methods **permitted** by laws, administrative regulations and the CSRC and other securities regulatory authorities of the place where the Company's shares are listed. The Company shall not issue preference shares that are convertible into ordinary shares.	(V) other methods **stipulated** by laws, administrative regulations and the CSRC and other securities regulatory authorities of the place where the Company's shares are listed. The Company shall not issue preference shares that are convertible into ordinary shares.
Article 25 The Company may repurchase its own shares through public centralized trading, or through other means recognized by the laws, administrative regulations, the CSRC and other regulatory authorities of the place and the stock exchange where the Company's shares are listed~~, and shall comply with the provisions under applicable laws and regulations, as well as securities regulatory rules of the place where the Company's shares are listed~~. Where the purchases of the Company's shares under any of the circumstances specified in items (III), (V) and (VI) of Article **24** of the Articles of Association, centralized trading shall be adopted publicly.	Article 26 The Company may repurchase its own shares through public centralized trading, or through other means recognized by the laws, administrative regulations, the CSRC and other regulatory authorities of the place and the stock exchange where the Company's shares are listed. Where the purchases of the Company's shares under any of the circumstances specified in items (III), (V) and (VI) of Article **25** of the Articles of Association, centralized trading shall be adopted publicly.
Article 27 Shares of the Company can be transferred in accordance with the law. Restriction, reduction and other changes of shares held by shareholders, directors~~,~~ ~~supervisors~~ and senior management members of the Company shall comply with ~~the Company Law, Securities Law, Securities and Futures Ordinance, Hong Kong Listing Rules~~ and relevant requirements on share changes of the ~~stock exchange~~ where the shares are listed. …	Article 28 Shares of the Company can be transferred in accordance with the law. Restriction, reduction and other changes of shares held by shareholders, directors and senior management members of the Company shall comply with the **laws and regulations** and relevant requirements on share changes of the **securities regulatory rules of the place** where the **Company's** shares are listed. …

Before Amendment	After Amendment
Article 29 Shares of the Company in issue prior to the initial public offering of A Shares shall not be transferred within one year from the date of listing and trading of A Shares of the Company on the stock exchange. ~~Transfer of shares of the Company held by the promoters shall be in compliance with the provisions of the Articles of Association and the provisions on transfer of shares under the respective agreements signed between them and the Company, as well as relevant requirements of laws, administrative regulations, departmental rules, normative documents and regulatory authorities prevailing at the time of transfer of shares.~~ The directors~~, supervisors,~~ and senior management members of the Company shall declare the number of shares (including preferred shares) held by them and the relevant changes, and the number of shares transferred each year during their term of office shall not exceed 25% of the total number of shares of the Company under the same class held by them. The shares of the Company held by them shall not be transferred within one year as of the listing date of the shares of the Company. The shares of the Company held by the persons above shall not be transferred within half a year from the date of his/her resignation. Where there are other provisions in the **listing** rules of the place where the Company's shares are listed in respect of the restrictions on the transfer of shares of the Company, such provisions shall prevail.	Article 30 Shares of the Company in issue prior to the initial public offering of A Shares shall not be transferred within one year from the date of listing and trading of A Shares of the Company on the stock exchange. The directors and senior management members of the Company shall declare the number of shares (including preferred shares) held by them and the relevant changes, and the number of shares transferred each year during their term of office shall not exceed 25% of the total number of shares of the Company under the same class held by them. The shares of the Company held by them shall not be transferred within one year as of the listing date of the shares of the Company. The shares of the Company held by the persons above shall not be transferred within half a year from the date of his/her resignation. Where there are other provisions in the **securities regulatory** rules of the place where the Company's shares are listed in respect of the restrictions on the transfer of shares of the Company, such provisions shall prevail.

Before Amendment	After Amendment
Article 30 If any of the Company's directors, ~~supervisors,~~ senior management members or shareholders holding more than 5% of the Company's shares (other than a shareholder who is a Recognized Clearing House and its nominee), sells the shares or other securities with an equity nature of the Company held by him/her within six months after buying the same, or buys shares or securities within six months after selling the same, the earnings therefrom shall belong to the Company and be taken back by the board of directors of the Company. However, where a securities company holds more than 5% of the Company's shares as a result of underwriting and purchase of the remaining shares after offering and under other circumstances stipulated by the CSRC, such taking back by the Company shall be exempted. Where there are other provisions in the ~~listing~~ rules of the place where the Company's shares are listed in respect of the restrictions on the transfer of shares of the Company, such provisions shall prevail. Shares or other securities with an equity nature held by directors, ~~supervisors,~~ senior management members and individual shareholders as mentioned in the first paragraph include shares or other securities with an equity nature held by their spouses, parents, children and through other people's accounts. …	Article 31 If any of the Company's directors, senior management members or shareholders holding more than 5% of the Company's shares (other than a shareholder who is a Recognized Clearing House and its nominee), sells the shares or other securities with an equity nature of the Company held by him/her within six months after buying the same, or buys shares or securities within six months after selling the same, the earnings therefrom shall belong to the Company and be taken back by the board of directors of the Company. However, where a securities company holds more than 5% of the Company's shares as a result of underwriting and purchase of the remaining shares after offering and under other circumstances stipulated by the CSRC, such taking back by the Company shall be exempted. Where there are other provisions in the **securities regulatory** rules of the place where the Company's shares are listed in respect of the restrictions on the transfer of shares of the Company, such provisions shall prevail. Shares or other securities with an equity nature held by directors, senior management members and individual shareholders as mentioned in the first paragraph include shares or other securities with an equity nature held by their spouses, parents, children and through other people's accounts. …

Before Amendment	After Amendment
Article 33 Shareholders of the Company enjoy the following rights: … (V) the right to inspect the Articles of Association, register of shareholders, ~~corporate bond stubs,~~ minutes of the **shareholders' general meetings**, resolutions of the Board of Directors~~,~~ ~~resolutions of the Board of Supervisors~~ and financial and accounting reports; …	Article 34 Shareholders of the Company enjoy the following rights: … (V) the right to inspect **and copy** the Articles of Association, register of shareholders, minutes of the **shareholders' general meetings**, resolutions of the Board of Directors, and financial and accounting reports**. Shareholders who meet the prescribed requirements may inspect the accounting books and accounting vouchers of the Company**; …
Article 34 When a shareholder requests to have access to or obtain the information mentioned in the previous article, he or she shall present evidence to prove the class and amount of shareholdings in writing. The Company shall ~~comply with~~ the shareholder's request after verifying his/her identity~~. The shareholders of the Company shall comply~~ with the requirements of laws and administrative regulations such as the Company Law and the Securities Law, as well as the securities regulatory rules of the place where the Company' shares are listed~~,~~ ~~when inspecting and reproducing relevant materials~~.	Article 35 When a shareholder requests to have access to **and copy** or obtain the information mentioned in the previous article, he or she shall present evidence to prove the class and amount of shareholdings in writing. The Company shall **provide such information as per** the shareholder's request after verifying his/her identity **and in compliance** with the requirements of laws and administrative regulations such as the Company Law and the Securities Law, as well as the securities regulatory rules of the place where the Company' shares are listed.

Before Amendment	After Amendment
	If a shareholder who individually or collectively holds more than 3% of the shares of the Company for more than 180 consecutive days requests to inspect the accounting books and accounting vouchers of the Company, Article 57(2), 57(3) and 57(4) of the Company Law shall apply. **Where any shareholder requests to inspect or copy the relevant materials of the Company's wholly owned subsidiaries, the above two paragraphs shall apply and the Company Law, the Securities Law and other laws and administrative regulations shall be complied with.**
Article 35 A resolution of the **shareholders' general meeting** or the Board of Directors may be declared void by the people's court upon application from shareholders if the content contravenes the laws or administrative regulations. If the convening procedure or voting method of a **shareholders' general meeting** or the Board of Directors contravenes the laws, administrative regulations or the Articles of Association, or if the contents of the resolutions of such meetings contravene the Articles of Association, the shareholders can request the people's court to revoke the resolution within 60 days of the resolution.	Article 36 A resolution of the **shareholders' general meeting** or the Board of Directors may be declared void by the people's court upon application from shareholders if the content contravenes the laws or administrative regulations. If the convening procedure or voting method of a **shareholders' general meeting** or the Board of Directors contravenes the laws, administrative regulations or the Articles of Association, or if the contents of the resolutions of such meetings contravene the Articles of Association, the shareholders can request the people's court to revoke the resolution within 60 days of the resolution**, except where the convening procedures or voting methods of the shareholders' general meeting or the meeting of Board of Directors have only minor defects that produce no substantial effect on the resolution**.

Before Amendment	After Amendment
	Where the Board of Directors, shareholders or other relevant parties have disputes over the validity of a resolution passed at a shareholders' general meeting, they shall promptly file a suit in the people's court. Before the people's court makes a judgement or ruling on the revocation of the resolution, the relevant parties shall execute the resolution of the shareholders' general meeting. The Company, the directors and senior management shall duly perform their duties to ensure the normal operation of the Company. **Where the people's court makes a judgement or ruling on a relevant matter, the Company shall fulfil its obligation to disclose the information in accordance with the laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed, fully explain the impact, and actively co-operate with the enforcement of the judgement or ruling after it has come into effect. Where corrections to prior events are involved, they shall be handled in a timely manner and the corresponding information disclosure obligations will be fulfilled.**

Before Amendment	After Amendment
New article	**Article 37 A resolutions of a shareholders' general meeting or a Board meeting of the Company shall be invalid under any of the following circumstances:** **(I) the resolution was not made by a shareholders' general meeting or a Board meeting;** **(II) the resolution was not voted on at a shareholders' general meeting or a Board meeting;** **(III) the number of persons attending the meeting or the number of voting rights held does not reach the number of persons or the number of voting rights held as provided for in the Company Law or the Articles of Association;** **(IV) the number of persons agreeing to the resolution or the number of voting rights held does not reach the number of persons or the number of voting rights held as provided for in the Company Law or the Articles of Association.**

Before Amendment	After Amendment
Article 36 Where a director or senior management member violates the provisions of the laws, administrative regulations or the Articles of Association in the course of performing his/her duties and causes losses to the Company, the shareholders individually or jointly holding more than 1% of the Company's shares for more than 180 consecutive days shall have the right to request the **Board of Supervisors** in writing to initiate legal proceedings in the people's Court; where the **Board of Supervisors** violates the provisions of the laws, administrative regulations or the Articles of Association in the course of performing its duties and causes losses to the Company, the shareholders shall have the right to request the board of directors in writing to initiate legal proceedings in the people's court. Upon receipt of the written request made by the shareholders as stipulated in the preceding paragraph, where the **Board of Supervisors** and the board of directors refuse to file a lawsuit or fail to file a lawsuit within 30 days from receipt of such request, or under urgent circumstances that failure in filing a lawsuit immediately will cause irreparable damage to the interests of the Company, the aforesaid shareholders shall have the right to file a lawsuit to the people's court directly in their own names for the benefits of the Company. In the event that any person infringes the legitimate interests of the Company and causes losses thereto, the shareholders specified in the first paragraph of this Article may file a lawsuit to the people's court in accordance with the preceding two paragraphs.	Article 38 Where a director or senior management member **other than a member of the Audit Committee** violates the provisions of the laws, administrative regulations or the Articles of Association in the course of performing his/her duties and causes losses to the Company, the shareholders individually or jointly holding more than 1% of the Company's shares for more than 180 consecutive days shall have the right to request the **Audit Committee** in writing to initiate legal proceedings in the people's Court; where the **Audit Committee** violates the provisions of the laws, administrative regulations or the Articles of Association in the course of performing its duties and causes losses to the Company, the **aforementioned** shareholders shall have the right to request the board of directors in writing to initiate legal proceedings in the people's court. Upon receipt of the written request made by the shareholders as stipulated in the preceding paragraph, where the **Audit Committee** and the board of directors refuse to file a lawsuit or fail to file a lawsuit within 30 days from receipt of such request, or under urgent circumstances that failure in filing a lawsuit immediately will cause irreparable damage to the interests of the Company, the aforesaid shareholders shall have the right to file a lawsuit to the people's court directly in their own names for the benefits of the Company.

Before Amendment	After Amendment
	In the event that any person infringes the legitimate interests of the Company and causes losses thereto, the shareholders specified in the first paragraph of this Article may file a lawsuit to the people's court in accordance with the preceding two paragraphs. **Where the Company incurs loss as a result of violation of the laws, administrative regulations or the Articles of Association by directors, supervisors and senior management of a wholly-owned subsidiary of the Company in the course of performing their duties, or if any third parties infringe upon the legitimate rights and interests of a wholly-owned subsidiary of the Company and cause losses, shareholders specified in the first paragraph of this Article shall have the rights to request in writing the board of supervisors or board of directors of the wholly-owned subsidiary to initiate legal proceedings in the people's court or directly initiate legal proceedings in the people's court in their own name in accordance with the provisions of the first three paragraphs of Article 189 of the Company Law.** **If the Company's wholly-owned subsidiary does not have a board of supervisors or any supervisor, but has an audit committee, the provisions of the first and second paragraphs of this Article shall apply.**

Before Amendment	After Amendment
Article 38 The shareholders of the Company assume the following obligations: (I) to comply with laws, administrative regulations and the Articles of Association; (II) to pay the share subscription price based on the shares subscribed for by them and the method of acquiring such shares; (III) not to **return shares** unless prescribed otherwise in laws and regulations; (IV) not to abuse shareholders' rights to infringe upon the interests of the Company or other shareholders; not to abuse the Company's status as an independent legal entity and the limited liability of shareholders to harm the interests of the Company's creditors; ~~Any shareholder who abuses shareholders' rights and causes the Company or other shareholders to suffer a loss shall be liable for making compensation in accordance with laws.~~ ~~Any shareholder who abuses the status of the Company as an independent legal entity or the limited liability of shareholders to evade debts and causes severe harms to the interests of the Company's creditors shall assume joint and several liability for the Company's debts.~~ (V) other obligations provided by laws, administrative regulations, securities regulatory rules of the place where the shares of the Company are listed, and the Articles of Association.	Article 40 The shareholders of the Company assume the following obligations: (I) to comply with laws, administrative regulations and the Articles of Association; (II) to pay the share subscription price based on the shares subscribed for by them and the method of acquiring such shares; (III) not to **withdraw the share capitals** unless prescribed otherwise in laws and regulations; (IV) not to abuse shareholders' rights to infringe upon the interests of the Company or other shareholders; not to abuse the Company's status as an independent legal entity and the limited liability of shareholders to harm the interests of the Company's creditors; (V) other obligations provided by laws, administrative regulations, securities regulatory rules of the place where the shares of the Company are listed, and the Articles of Association.

Before Amendment	After Amendment
New article	**Article 41 If any shareholder of the Company abuses the rights as a shareholder and causes loss to the Company or other shareholders, such shareholder shall be liable for compensation. If any shareholder of the Company abuses the Company's status as an independent legal entity and the limited liability of shareholders for the purposes of evading from making debt repayments, thereby 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.**
New articles	**Section 2 Controlling Shareholders and De Facto Controllers** **Article 43 The controlling shareholders and de facto controllers of the Company shall exercise their rights and fulfil their obligations in accordance with laws, administrative regulations, securities regulatory rules of the place where the shares of the Company are listed to safeguard the interests of the Company.** **Article 44 Controlling shareholders and de facto controllers of the Company shall comply with the following provisions:** **(I) 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;**

Before Amendment	After Amendment
	(II) to strictly fulfil their public statements and various undertakings and not to change or waive such statements and undertakings; **(III) 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;** **(IV) not to appropriate the Company's funds in any way;** **(V) not to order, instruct, or request the Company and its relevant personnel to provide guarantees in violation of laws and regulations;** **(VI) 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;** **(VII) 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;**

Before Amendment	After Amendment
	(VIII) to ensure the integrity of the Company's assets, and the independence of its personnel, finance, organization and business, and not to affect the independence of the Company in any way; **(IX) other provisions of laws, administrative regulations, and the securities regulatory rules of the place where the Company's shares are listed and these Articles of Association.** **If a controlling shareholder or de facto controllers of the Company does not act as a Director of the Company but actually executes the affairs of the Company, the provisions of the Articles on the duties of loyalty and diligence of Directors shall apply.** **Where a controlling shareholder or de facto controller of the Company instructs a director or senior management member to engage in an act that is detrimental to the interests of the Company or its shareholders, he/she shall bear joint and several liability with the director or senior management member.** **Article 45 A controlling shareholder or de facto controllers shall maintain control over the Company and the stability of its production operations if they pledge the Company's shares held or effectively controlled by them.**

Before Amendment	After Amendment
	Article 46 In the event of any transfer of the Company's shares held by a controlling shareholder or de facto controllers they shall comply with the restrictive provisions regarding the transfer of shares stipulated under the laws, administrative regulations and the securities regulatory rules of the place where the Company's shares are listed, as well as the undertakings they have made in respect of restrictions on share transfer.
Article 40 The controlling shareholders and de facto controllers of the Company shall not use their connected relationships to harm the interests of the Company. In the event of any violation of provisions causing losses to the Company, they shall be liable to make compensation. **The controlling shareholders and de facto controllers of the Company bear fiduciary duties towards the Company and its public shareholders. The controlling shareholder shall exercise his or her rights as a contributor in strict compliance with laws. The controlling shareholder shall not prejudice the legitimate rights and interests of the Company and the public shareholders by means of profit distribution, assets restructuring, external investments, appropriation of funds, guarantees for loan, etc., and shall not use its controlling capacity to impair the interests of the Company and the public shareholders.**	**Deleted**

Before Amendment	After Amendment
Article 41 The shareholders' general meeting is the body of power of the Company which exercises the following functions and powers according to law: ~~(I) to decide on the business policy and investment plans of the Company;~~ (II) to elect and replace the directors ~~and supervisors who are not employee representatives~~ and to decide on matters relating to the remuneration of directors ~~and supervisors~~; (III) to consider and approve the reports of the Board of Directors; ~~(IV) to consider and approve the reports of the Board of Supervisors;~~ ~~(V) to consider and approve the proposed annual financial budgets and final accounts of the Company;~~ (VI) to consider and approve the Company's profit distribution plan and plan for recovery of losses; (VII) to resolve on the increase or reduction of the Company's registered capital; (VIII) to resolve on issuance of corporate bonds; (IX) to resolve on the merger, division, dissolution, liquidation or changing the form of the Company;	Article 47 **The shareholders' general meeting of the Company is composed of all shareholders.** The shareholders' general meeting is the body of power of the Company which exercises the following functions and powers according to law: (I) to elect and replace the directors and to decide on matters relating to the remuneration of directors; (II) to consider and approve the reports of the Board of Directors; (III) to consider and approve the Company's profit distribution plan and plan for recovery of losses; (IV) to resolve on the increase or reduction of the Company's registered capital; (V) to resolve on issuance of corporate bonds; (VI) to resolve on the merger, division, dissolution, liquidation or changing the form of the Company; (VII) to amend the Articles of Association; (VIII) to adopt resolutions on the Company's appointments and dismissals of accounting firms **undertaking the audit work of the Company**; (IX) to consider and approve the guarantees provided in Article 48 of the **Articles of Association**;

Before Amendment	After Amendment
(X) to amend the Articles of Association; (XI) to adopt resolutions on the Company's appointments and dismissals of accounting firms and the remunerations of accounting firms; (XII) to consider and approve the guarantees provided in Article 42 of the Articles of Association; (XIII) to consider the purchase or sale of major assets of the Company in excess of 30% of the Company's latest audited total assets within one year; (XIV) to consider and approve changes in the use of proceeds; (XV) to consider the equity incentive plans and employee shareholding schemes; (XVI) to consider related transactions (except the Company receiving cash assets and receiving guarantee) that are entered into between the Company and a related person with a transaction amount of more than RMB30,000,000, representing more than 5% of the absolute value of the latest audited net assets of the Company, and related transactions that the Company provide guarantee to a related person;	(X) to consider the purchase or sale of major assets of the Company in excess of 30% of the Company's latest audited total assets within one year; (XI) to consider and approve changes in the use of proceeds; (XII) to consider the equity incentive plans and employee shareholding schemes; (XIII) t**o consider** related transactions (except the Company receiving cash assets and receiving guarantee) that are entered into between the Company and a related person with a transaction amount of more than RMB30,000,000, representing more than 5% of the absolute value of the latest audited net assets of the Company, and **to consider** related transactions that the Company provide guarantee to a related person; (XIV) to consider all transactions where the Company's percentage ratios calculated in accordance with Rule 14.07 of the Hong Kong Listing Rules relating to percentage ratios are not less than 25% (including one-off transactions and a series of transactions which require combined percentage ratio calculation) and connected transactions where the percentage ratios are not less than 5% (including one-off transactions and a series of transactions which require combined percentage ratio calculation);

Before Amendment	After Amendment
(XVII) to consider all transactions where the Company's percentage ratios calculated in accordance with Rule 14.07 of the Hong Kong Listing Rules relating to percentage ratios are not less than 25% (including one-off transactions and a series of transactions which require combined percentage ratio calculation) and connected transactions where the percentage ratios are not less than 5% (including one-off transactions and a series of transactions which require combined percentage ratio calculation); (XVIII) to consider other matters on which decisions shall be made by the **shareholders' general meeting** as required by laws, administrative regulations, departmental rules, and the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association. The s**hareholders' general meeting** may authorize the Board to resolve on the issuance of corporate bonds. ~~Other than that,~~ the functions and powers of the **shareholders' general meeting** mentioned above should not be delegated to the Board or other body or individual.	(XV) to consider other matters on which decisions shall be made by the **shareholders' general meeting** as required by laws, administrative regulations, departmental rules, and the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association. The **shareholders' general meeting** may authorize the Board to resolve on the issuance of corporate bonds. **Unless otherwise provided by the laws, administrative regulations and the securities regulatory rules of the place where the Company's shares are listed,** the functions and powers of the **shareholders' general meeting** mentioned above should not be delegated to the Board or other body or individual.

Before Amendment	After Amendment
Article 42 The following external guarantees of the Company shall be submitted to the shareholders' general meeting for consideration after being considered and approved by the Board: … When a guarantee is considered by the Board, it shall, in addition to the approval of a majority of all directors, also be considered and approved by more than two-thirds of the directors present at the meeting who have the right to vote. When the guarantee specified in item (IV) as set out above is considered at the shareholders' general meeting, it shall be approved by more than two-thirds of voting rights held by the shareholders present at the meeting. When the resolution on guarantees provided to shareholders, de facto controllers and their related parties is considered at the shareholders' general meeting, such shareholders or the shareholders controlled by the de facto controllers or their connected parties shall not participate in such voting, and the vote shall be passed by ~~more than half~~ of the voting rights held by other shareholders present at the shareholders' ~~general~~ meeting.	Article 48 The following external guarantees of the Company shall be submitted to the shareholders' general meeting for consideration after being considered and approved by the Board: … When a guarantee is considered by the Board, it shall, in addition to the approval of a majority of all directors, also be considered and approved by more than two-thirds of the directors present at the meeting who have the right to vote. When the guarantee specified in item (IV) as set out above is considered at the shareholders' general meeting, it shall be approved by more than two-thirds of voting rights held by the shareholders present at the meeting. When the resolution on guarantees provided to shareholders, de facto controllers and their related parties is considered at the shareholders' general meeting, such shareholders or the shareholders controlled by the de facto controllers or their connected parties shall not participate in such voting, and the vote shall be passed by **a majority** of the voting rights held by other shareholders present at the shareholders' general meeting. **If the Board or the shareholders' general meeting provide external guarantees in violation of the Articles of Association on the power of examination and approval and the review procedures for external guarantees, relevant personnel shall be held accountable in accordance with relevant laws, regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.**

Before Amendment	After Amendment
Article 44 In any of the following circumstances, the Company shall convene an interim shareholders' general meeting within 2 months from the date upon which the circumstance occurs: (I) when the number of directors falls short of the number specified in the Company Law or is less than two-thirds of the number specified in the Articles of Association; (II) when the unrecovered losses of the Company amount to one-third of the total paid-up share capital; (III) when requested by shareholders who individually or jointly hold more than 10% **voting rights** (excluding **the voting rights of treasury shares**) of the Company; (IV) when the Board of Directors deems necessary; (V) when proposed by the **Board of Supervisors**; (VI) other circumstances stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.	Article 50 In any of the following circumstances, the Company shall convene an interim shareholders' general meeting within 2 months from the date upon which the circumstance occurs: (I) when the number of directors falls short of the number specified in the Company Law or is less than two-thirds of the number specified in the Articles of Association; (II) when the unrecovered losses of the Company amount to one-third of the total paid-up share capital; (III) when requested by shareholders who individually or **collectively** hold more than 10% of **shares** (excluding **shares held by the Company**) of the Company; (IV) when the Board of Directors deems necessary; (V) when proposed by the **Audit Committee**; (VI) other circumstances stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.

Before Amendment	After Amendment
Article 45 … The Company shall convene the shareholders' general meeting and, in addition to on-site meeting voting, shall provide online voting services for the shareholders' general meeting or other means required by laws, administrative regulations and securities regulatory rules of the place where the Company's shares are listed. The notice of the shareholders' general meeting shall clearly specify the voting time and procedures for online voting.	Article 51 … The Company shall convene the shareholders' general meeting and, in addition to on-site meeting voting, shall provide online voting services for the shareholders' general meeting or other means required by laws, administrative regulations and securities regulatory rules of the place where the Company's shares are listed. The notice of the shareholders' general meeting shall clearly specify the voting time and procedures for online voting. **After a notice of a shareholders' general meeting is given, the venue of the physical shareholders' general meeting shall not be changed. In case of actual needs to change, the convener shall make an announcement and explain the reasons at least 2 business days prior to the date of the physical meeting.**
Article 46 The Company will engage a lawyer to issue a legal opinion on the following issues and make an announcement when the shareholders' general meeting is convened: (I) whether the convening and convening procedures of the meeting are in compliance with the provisions of laws, administrative regulations and the Articles of Association; …	Article 52 The Company will engage a lawyer to issue a legal opinion on the following issues and make an announcement when the shareholders' general meeting is convened: (I) whether the convening and convening procedures of the meeting are in compliance with the provisions of laws, administrative regulations and the Articles of Association; …

Before Amendment	After Amendment
Article 47 The independent directors shall have the right to propose the convening of the interim shareholders' general meetings to the Board, and the exercise of such power by the independent directors shall be approved by more than half of all independent directors. For the proposal required by independent directors on holding an interim shareholders' general meeting, the Board of Directors shall give a written reply as to whether it agrees or disagrees to hold an interim shareholders' general meeting within 10 days upon receipt of the proposal in accordance with laws, administrative regulations and the Articles of Association. …	Article 53 **The Board of Directors shall convene the shareholders' general meeting on time within the specified period.** The independent directors shall have the right to propose the convening of the interim shareholders' general meetings to the Board, and the exercise of such power by the independent directors shall be approved by more than half of all independent directors. For the proposal required by independent directors on holding an interim shareholders' general meeting, the Board of Directors shall give a written reply as to whether it agrees or disagrees to hold an interim shareholders' general meeting within 10 days upon receipt of the proposal in accordance with laws, administrative regulations**, securities regulatory rules of the place where the Company's shares are listed** and the Articles of Association. …
Article 48 The **Board of Supervisors** shall be entitled to submit a proposal in writing to the Board of Directors on holding an interim shareholders' general meeting. The Board of Directors shall give a written reply as to whether it agrees or disagrees to hold an interim shareholders' general meeting within 10 days upon receipt of the proposal in accordance with laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.	Article 54 The **Audit Committee** shall be entitled to submit a proposal in writing to the Board of Directors on holding an interim shareholders' general meeting. The Board of Directors shall give a written reply as to whether it agrees or disagrees to hold an interim shareholders' general meeting within 10 days upon receipt of the proposal in accordance with laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Before Amendment	After Amendment
Where the Board of Directors agrees to hold an interim shareholders' general meeting, a notice of the shareholders' general meeting shall be given within 5 days after the resolution of the Board of Directors is made. Any change to the original proposal in the notice shall be subject to approval from the **Board of Supervisors**. Where the Board of Directors does not agree to hold an interim shareholders' general meeting or fails to give a reply within 10 days upon receipt of the proposal, it shall be deemed that the Board of Directors is unable or fails to perform its duty of convening a shareholders' general meeting. In such a case, the **Board of Supervisors** may convene and preside over the meeting on its own.	Where the Board of Directors agrees to hold an interim shareholders' general meeting, a notice of the shareholders' general meeting shall be given within 5 days after the resolution of the Board of Directors is made. Any change to the original proposal in the notice shall be subject to approval from the **Audit Committee**. Where the Board of Directors does not agree to hold an interim shareholders' general meeting or fails to give a reply within 10 days upon receipt of the proposal, it shall be deemed that the Board of Directors is unable or fails to perform its duty of convening a shareholders' general meeting. In such a case, the **Audit Committee** may convene and preside over the meeting on its own.
Article 49 Shareholders who individually or together hold 10% or more of the **voting rights** ~~(excluding voting rights of the treasury shares)~~ of the Company shall have the right to request the Board of Directors to convene an interim **shareholders' general meeting** and such a request shall be made to the Board of Directors in writing. The Board of Directors shall give a written reply as to whether it agrees or disagrees to hold an interim **shareholders' general meeting** within 10 days upon receipt of the request in accordance with laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.	Article 55 Shareholders who individually or together hold 10% or more of the **shares** of the Company shall have the right to request the Board of Directors to convene an interim **shareholders' general meeting** and such a request shall be made to the Board of Directors in writing. The Board of Directors shall give a written reply as to whether it agrees or disagrees to hold an interim **shareholders' general meeting** within 10 days upon receipt of the request in accordance with laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Before Amendment	After Amendment
Where the Board of Directors agrees to hold an interim **shareholders' general meeting**, it shall issue a notice of the **shareholders' general meeting** within 5 days after the resolution is made. Any change to the original request in the notice shall be subject to approval from the relevant shareholders. Where the Board of Directors does not agree to hold an interim **shareholders' general meeting** or fails to give a reply within 10 days upon receipt of the request, shareholders who individually or together hold 10% or more of the **voting rights** ~~(excluding voting rights of the treasury shares)~~ of the Company shall have the right to submit a proposal to the **Board of Supervisors** on holding an interim shareholders' general meeting and such request shall be made to the **Board of Supervisors** in writing. Where the **Board of Supervisors** agrees to hold an interim **shareholders' general meeting**, it shall issue a notice of the **shareholders' general meeting** within 5 days after receiving the request. Any changes to the original proposal in the notice shall be approved by the relevant shareholders. Where the **Board of Supervisors** fails to give the notice of the **shareholders' general meeting** within the specified time limit, it shall be deemed that the Board of Supervisors does not convene or preside over the meeting, in which case, shareholders who individually or together hold 10% or more of the **voting rights** ~~(excluding voting rights of the treasury shares)~~ of the Company for 90 or more consecutive days may convene and preside over the meeting on their own.	Where the Board of Directors agrees to hold an interim **shareholders' general meeting**, it shall issue a notice of the **shareholders' general meeting** within 5 days after the resolution is made. Any change to the original request in the notice shall be subject to approval from the relevant shareholders. Where the Board of Directors does not agree to hold an interim **shareholders' general meeting** or fails to give a reply within 10 days upon receipt of the request, shareholders who individually or together hold 10% or more of the **shares** of the Company shall have the right to submit a proposal to the **Audit Committee** on holding an interim shareholders' general meeting and such request shall be made to the **Audit Committee** in writing. Where the **Audit Committee** agrees to hold an interim **shareholders' general meeting**, it shall issue a notice of the **shareholders' general meeting** within 5 days after receiving the request. Any changes to the original proposal in the notice shall be approved by the relevant shareholders. Where the **Audit Committee** fails to give the notice of the **shareholders' general meeting** within the specified time limit, it shall be deemed that the Audit Committee does not convene or preside over the meeting, in which case, shareholders who individually or together hold 10% or more of the **shares** of the Company for 90 or more consecutive days may convene and preside over the meeting on their own.

Before Amendment	After Amendment
Article 50 Where the **Board of Supervisors** or shareholders decide to convene a shareholders' general meeting on their own, they must notify the Board of Directors in writing and, in accordance with the securities regulatory rules ~~and the requirements of the stock exchange~~ where the Company's shares are listed, complete the necessary filings ~~or announcements~~. ~~Prior to the announcement of the resolution of the shareholders' general meeting, the proportion of shares held by the convening shareholders shall not be less than 10%.~~ The **Board of Supervisors** or the convening shareholders shall, upon issuing the notice of the shareholders' general meeting and the announcement of the resolutions of the shareholders' general meeting, submit the relevant proof materials ~~and complete the necessary filings or announcements~~ in accordance with the securities regulatory rules ~~and the requirements of the stock exchange~~ where the Company's shares are listed.	Article 56 Where the **Audit Committee** or shareholders decide to convene a shareholders' general meeting on their own, they must notify the Board of Directors in writing and, in accordance with the securities regulatory rules where the Company's shares are listed, complete the necessary filings **with the stock exchange where the Company's shares are listed**. The **Audit Committee** or the convening shareholders shall, upon issuing the notice of the shareholders' general meeting and the announcement of the resolutions of the shareholders' general meeting, submit the relevant proof materials **to the stock exchange where the Company's shares are listed** in accordance with the securities regulatory rules where the Company's shares are listed. **Prior to the announcement of the resolution of the shareholders' general meeting, the proportion of shares held by the convening shareholders shall not be less than 10%.**
Article 51 The Board of Directors and the secretary to the Board of Directors should cooperate with the **Board of Supervisors** or shareholders to convene shareholders' general meetings on their own. The Board of Directors shall provide the register of shareholders on the record date of equity interests.	Article 57 The Board of Directors and the secretary to the Board of Directors should cooperate with the **Audit Committee** or shareholders to convene shareholders' general meetings on their own. The Board of Directors shall provide the register of shareholders on the record date of equity interests.
Article 52 Where the shareholders' general meeting is convened independently by the **Board of Supervisors** or shareholders, all necessary costs and expenses of the meeting shall be borne by the Company.	Article 58 Where the shareholders' general meeting is convened independently by the **Audit Committee** or shareholders, all necessary costs and expenses of the meeting shall be borne by the Company.

Before Amendment	After Amendment
Article 54 When the Company convenes a shareholders' general meeting, the Board of Directors, the **Board of Supervisors** and shareholders who individually or together hold 1% or more of the shares of the Company are entitled to put forward a proposal to the Company. Shareholders individually or together holding 1% or more of the shares of the Company can put forward a temporary proposal 10 days before the shareholders' general meeting is held and submit the proposal to the convener of the meeting in writing. The convener shall issue a supplemental notice within 2 days upon receiving such proposal and notify shareholders of the content of such proposal. If the shareholders' general meeting needs to be postponed due to the issuance of a supplemental notice of the shareholders' general meeting according to the securities regulatory rules of the place where the Company's shares are listed, the convening of the shareholders' general meeting shall be postponed in accordance with the securities regulatory rules of the place where the Company's shares are listed. Other than stipulated above, the convener shall not amend any proposal stated in the notice of the shareholders' general meeting or add any new proposal after the announcement by way of issuance of the notice of the shareholders' general meeting.	Article 60 When the Company convenes a shareholders' general meeting, the Board of Directors, the **Audit Committee** and shareholders who individually or together hold 1% or more of the shares of the Company are entitled to put forward a proposal to the Company. Shareholders individually or together holding 1% or more of the shares of the Company can put forward a temporary proposal 10 days before the shareholders' general meeting is held and submit the proposal to the convener of the meeting in writing. The convener shall issue a supplemental notice within 2 days upon receiving such proposal and notify shareholders of the content of such proposal**, except for those temporary proposals in violation of laws, administrative regulations or the provisions of the Articles of Association, or do not fall within the terms of reference of the shareholders' general meeting**. If the shareholders' general meeting needs to be postponed due to the issuance of a supplemental notice of the shareholders' general meeting according to the securities regulatory rules of the place where the Company's shares are listed, the convening of the shareholders' general meeting shall be postponed in accordance with the securities regulatory rules of the place where the Company's shares are listed. Other than stipulated above, the convener shall not amend any proposal stated in the notice of the shareholders' general meeting or add any new proposal after the announcement by way of issuance of the notice of the shareholders' general meeting.

Before Amendment	After Amendment
The shareholders' general meeting shall not vote and resolve proposals not stated in the notice of the shareholders' general meeting or failing to meet the requirements ~~of Article 53~~ of the Articles of Association.	The shareholders' general meeting shall not vote and resolve proposals not stated in the notice of the shareholders' general meeting or failing to meet the requirements of the Articles of Association.
Article 55 The convener shall notify each shareholder **20** days prior to an annual shareholders' general meeting by way of announcements and shall notify each shareholder 15 days prior to an interim shareholders' general meeting. For the purpose of calculating the starting date, the day on which the meeting is held shall be excluded.	Article 61 The convener shall notify each shareholder **21** days prior to an annual shareholders' general meeting by way of announcements and shall notify each shareholder 15 days prior to an interim shareholders' general meeting. For the purpose of calculating the starting date, the day on which the meeting is held shall be excluded.
Article 60 All ordinary shareholders registered on the record date (including shareholders whose voting rights have been restored in respect of preference shares) or their proxies shall be entitled to attend the shareholders' general meetings, and shall exercise their voting rights in accordance with the relevant laws and regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association (unless individual shareholders are required to abstain from voting on certain matters under the securities regulatory rules of the places where the Company's shares are listed). Pursuant to the applicable laws and regulations and the **listing rules of the stock exchange on which** the Company's shares are listed, where any shareholder shall abstain from voting on any particular resolution or is restricted to vote only for or against such resolution, any vote in violation of such requirement or restriction cast by such shareholder or proxy thereof shall not be counted in the voting results. …	Article 66 All ordinary shareholders registered on the record date (including shareholders whose voting rights have been restored in respect of preference shares) or their proxies **and shareholders holding special voting shares, etc. or their proxies** shall be entitled to attend the shareholders' general meetings, and shall exercise their voting rights in accordance with the relevant laws and regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association (unless individual shareholders are required to abstain from voting on certain matters under the securities regulatory rules of the places where the Company's shares are listed). Pursuant to the applicable laws and regulations and the **securities regulatory rules of the place where** the Company's shares are listed, where any shareholder shall abstain from voting on any particular resolution or is restricted to vote only for or against such resolution, any vote in violation of such requirement or restriction cast by such shareholder or proxy thereof shall not be counted in the voting results. …

Before Amendment	After Amendment
Article 61 An individual shareholder who attends the meeting in person shall produce his/her own identification card or other valid documents or proof evidencing his/her identity~~ and stock account cards~~. If~~ a shareholder appoints a proxy~~ he/she attends the meeting on behalf of another person, he/she shall produce his/her own valid proof of identity and the power of attorney from the shareholder. …	Article 67 An individual shareholder who attends the meeting in person shall produce his/her own identification card or other valid documents or proof evidencing his/her identity. If he/she attends the meeting on behalf of another person, he/she shall produce his/her own valid proof of identity and the power of attorney from the shareholder. … **If the shareholder is a Recognized Clearing House (or its nominee), such shareholder may authorize one or more persons as he/she deems appropriate to act on his/her behalf at any shareholders' general meetings or creditors' meetings; however, if more than 1 persons are thus authorized, the power of attorney shall specify the numbers and classes of shares in respect of which such persons are authorized, and signed by the authorized person of the Recognized Clearing House. The person(s) so authorized may represent the Recognized Clearing House (or its nominee) to exercise its rights, without producing certificates of shareholding, the notarized power of attorney and/or further evidence to prove that he/she has been duly authorized, and shall be entitled to the legal rights equivalent to those of the other shareholders, including the right to speak and vote, as if that proxy is an individual shareholder of the Company.**

Before Amendment	After Amendment
Article 62 ~~Any shareholder entitled to attend and vote at a general meeting shall have the right to appoint one or more persons (such persons may not be shareholders) as his/her proxy(ies) to attend and vote on his/her behalf.~~ The power of attorney issued by a shareholder to appoint another person to attend a general meeting shall contain the following information: (I) name of the proxy; (II) whether the proxy has the right to vote; (III) instructions to vote in favor of, against or abstain from voting on each matter to be considered on the agenda of the shareholders' general meeting. (IV) date of issue and period of validity of the power of attorney; (V) signature (or seal) of the principal. If the principal is a corporate shareholder, the seal of the corporate entity shall be affixed. ~~Article 63 The power of attorney shall specify whether the shareholder's proxy may vote at his/her own discretion in the event that the shareholder does not give specific instructions.~~	Article 68 The power of attorney issued by a shareholder to appoint another person to attend a **shareholders' general meeting** shall contain the following information: (I) name of the proxy; (II) whether the proxy has the right to vote; (III) **specific instructions from shareholders, including** instructions to vote in favor of, against or abstain from voting on each matter to be considered on the agenda of the shareholders' general meeting. (IV) date of issue and period of validity of the power of attorney; (V) signature (or seal) of the principal. If the principal is a corporate shareholder, the seal of the corporate entity shall be affixed. **The power of attorney shall be kept at the domicile of the Company or at such other place as specified in the notice of the meeting before 24 hours prior to the meeting at which the proxy is authorized to vote or before 24 hours prior to the specified time of the voting. If the power of attorney for proxy voting is signed by a person authorized by the principal to sign it, the power of attorney or other authorization document authorized to be signed shall be notarized. The notarized power of attorney or other authorization document together with the power of attorney shall be kept at the domicile of the Company or at such other place as specified in the notice convening the meeting.**

Before Amendment	After Amendment
~~Article 64 If the power of attorney for proxy voting is signed by a person authorized by the principal to sign it, the power of attorney or other authorization document authorized to be signed shall be notarized. Both the notarized power of attorney or other authorization document, together with the power of attorney for proxy voting shall be kept at the Company's domicile or at such other place as specified in the notice of the shareholders' general meeting.~~ ~~The power of attorney shall be kept at the domicile of the Company or at such other place as specified in the notice of the meeting before 24 hours prior to the meeting at which the proxy is authorized to vote or before 24 hours prior to the specified time of the voting. If the power of attorney is signed by a person authorized by the principal to sign it, the power of attorney or other authorization document authorized to be signed shall be notarized. The notarized power of attorney or other authorization document together with the power of attorney shall be kept at the domicile of the Company or at such other place as specified in the notice convening the meeting.~~ If the principal is a legal person, its legal representative or a person authorized by a resolution of the Board or other decision-making body shall attend the Company's general meeting as a proxy.	If the principal is a legal person, its legal representative or a person authorized by a resolution of the Board or other decision-making body shall attend shareholders' general meeting of the Company as a proxy.

Before Amendment	After Amendment
~~If the shareholder is a Recognized Clearing House (or its nominee), such shareholder may authorize one or more persons as he/she deems appropriate to act on his/her behalf at any shareholders' general meetings or creditors' meetings; however, if more than 1 persons are thus authorized, the power of attorney shall specify the numbers and classes of shares in respect of which such persons are authorized, and signed by the authorized person of the Recognized Clearing House. The person(s) so authorized may represent the Recognized Clearing House (or its nominee) to exercise its rights, without producing certificates of shareholding, the notarized power of attorney and/or further evidence to prove that he/she has been duly authorized, and shall be entitled to the legal rights equivalent to those of the other shareholders, including the right to speak and vote, as if that proxy is an individual shareholder of the Company.~~	
Article 67 ~~When~~ the shareholders' general meeting ~~is convened, all of the Company's~~ directors~~, supervisors and secretary of the Board shall attend the meeting, and the general manager and other~~ senior management ~~personnel shall~~ attend the meeting ~~as non-voting attendees~~.	Article 71 **If** the shareholders' general meeting **requires a** director **or** senior management **to** attend the meeting**, the director or senior management shall attend the meeting and answer inquiries from shareholders**.

Before Amendment	After Amendment
Article 68 The Chairman of the Board shall preside over the shareholders' general meeting. In the event that the Chairman is unable to perform his/her duties or fails to perform his/her duties, ~~the vice-chairman shall preside, and in the event that the vice-chairman is unable to perform his/her duties or fails to perform his/her duties, more than half~~ of the directors shall jointly elect a director to preside. The **Chairman** of the **Board of Supervisors** shall preside over any general meeting convened by the **Board of Supervisors** itself. In the event that the **Chairman** of the **Board of Supervisors** is unable to perform his/her duties or fails to perform his/her duties, a **supervisor** shall be jointly elected by **more than half** of the **supervisors** to preside over the meeting. A general meeting convened by the shareholders themselves shall be presided over by a representative elected by the convenor~~s~~. …	Article 72 The Chairman of the Board shall preside over the shareholders' general meeting. In the event that the Chairman is unable to perform his/her duties or fails to perform his/her duties, **a majority** of the directors shall jointly elect a director to preside. The **convener** of the **Audit Committee** shall preside over any **shareholders'** general meeting convened by the **Audit Committee** itself. In the event that the **convener** of the **Audit Committee** is unable to perform his/her duties or fails to perform his/her duties, a **member of the Audit Committee** shall be jointly elected by **a majority** of the **members of the Audit Committee** to preside over the meeting. A **shareholders'** general meeting convened by the shareholders themselves shall be presided over by **the convenor or** a representative elected by the convenor. …
Article 73 There shall be minutes of the **shareholders' general meeting**, which shall be taken by the secretary of the Board. The minutes shall record the following: (I) time, place and agenda of the meeting and the name or names of the convenor; (II) names of the presiding officer of the meeting and the directors~~, supervisors~~ and senior management present at or observing the meeting; …	Article 77 There shall be minutes of the **shareholders' general meeting**, which shall be taken by the secretary of the Board. The minutes shall record the following: (I) time, place and agenda of the meeting and the name or names of the convenor; (II) names of the presiding officer of the meeting and the directors and senior management present at or observing the meeting; …

Before Amendment	After Amendment
Article 76 The resolutions of the shareholders' general meeting shall be divided into ordinary resolutions and special resolutions. An ordinary resolution of the shareholders' general meeting shall be adopted by more than half of the votes ~~(excluding treasury shares)~~ held by the shareholders (including proxies of shareholders) attending the shareholders' general meeting. A special resolution of the shareholders' general meeting shall be adopted by two-thirds or more of the votes ~~(excluding treasury shares)~~ held by the shareholders (including proxies of shareholders) attending the shareholders' general meeting.	Article 80 The resolutions of the shareholders' general meeting shall be divided into ordinary resolutions and special resolutions. An ordinary resolution of the shareholders' general meeting shall be adopted by more than half of the votes held by the shareholders (including proxies of shareholders) attending the shareholders' general meeting. A special resolution of the shareholders' general meeting shall be adopted by two-thirds or more of the votes held by the shareholders (including proxies of shareholders) attending the shareholders' general meeting.
Article 77 The following matters shall be approved by the shareholders' general meeting through ordinary resolutions: (I) work reports of the Board of Directors ~~and the Board of Supervisors~~; (II) profit distribution plans and loss recovery plans drafted by the Board of Directors; (III) appointment or dismissal of the members of the Board of Directors ~~and the Board of Supervisors~~, and their payment and payment methods; ~~(IV) annual budget and final account plan of the Company;~~ ~~(V) annual report of the Company;~~	Article 81 The following matters shall be approved by the shareholders' general meeting through ordinary resolutions: (I) work reports of the Board of Directors; (II) profit distribution plans and loss recovery plans drafted by the Board of Directors; (III) appointment or dismissal of the members of the Board of Directors, and their payment and payment methods; (IV) other matters other than those approved by special resolution stipulated in the laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.

Before Amendment	After Amendment
(VI) other matters other than those approved by special resolution stipulated in the laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.	
Article 78 The following matters shall be approved by special resolution at the shareholders' general meeting: … (IV) the purchases or sales of material assets by the Company within a year or the guarantee amount exceeding 30% of the latest audited total assets of the Company; (V) share incentive schemes~~ and employee stock ownership schemes~~; ~~(VI) guarantees specified in item (IV) of clause 1 to Article 42 of the Articles of Association;~~ (VII) other matters stipulated by laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association, as well as other matters that the shareholders' general meeting determines by ordinary resolution will have a significant impact on the Company and need to be passed by special resolution.	Article 82 The following matters shall be approved by special resolution at the shareholders' general meeting: … (IV) the purchases or sales of material assets by the Company within a year or the guarantee amount **provided to others** exceeding 30% of the latest audited total assets of the Company; (V) share incentive schemes; (VI) other matters stipulated by laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association, as well as other matters that the shareholders' general meeting determines by ordinary resolution will have a significant impact on the Company and need to be passed by special resolution.

Before Amendment	After Amendment
If ~~at any time~~ the Company's shares are divided into different classes of shares, ~~and the Company intends to change or abolish the rights of a particular class of shareholders, such change or abolition shall be passed by a special resolution of the affected class of shareholders at the shareholders' general meeting convened separately.~~	If the Company's shares are divided into different classes of shares, **matters that may affect the rights of the shareholders holding class shares as stipulated in paragraph 3 of Article 116 of the Company Law and by the CSRC shall, in addition to a special resolution at the shareholders' general meeting, be approved by more than two thirds of the voting rights held by the shareholders attending the shareholders' general meeting of class shares. Where the laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association provide otherwise, such provisions shall prevail. For the purpose of this Article, A Shares and H Shares of the Company shall be deemed as the same class of shares.**
Article 81 The following are the procedures for recusal and voting of shareholders with connected relationships at the shareholders' general meeting to consider matters of connected transactions: (I) the convenor shall determine whether the matter proposed to be submitted for consideration at the shareholders' general meeting constitutes a connected transaction~~. If the Board of Directors or the Board of Supervisors is the convenor, it shall pass a resolution in accordance with the relevant provisions of the Articles of Association~~; …	Article 85 The following are the procedures for recusal and voting of shareholders with connected relationships at the shareholders' general meeting to consider matters of connected transactions: (I) the convenor shall determine whether the matter proposed to be submitted for consideration at the shareholders' general meeting constitutes a connected transaction **and submit an application for recusal of the connected shareholders**; …

Before Amendment	After Amendment
(V) to be passed by way of an ordinary resolution or a special resolution in accordance with the provisions of laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association. If the connected shareholder does not take the initiative to apply for recusal, other shareholders or representatives of shareholders attending the shareholders' general meeting shall have the right to request the connected shareholder to disqualify himself/herself from the meeting; if, upon the request for recusal made by other shareholders or representatives of shareholders, the shareholder whose recusal has been requested considers that he/she does not fall within the scope of recusal, the presiding officer of the shareholders' general meeting shall, depending on the circumstances, discuss the matter with the on-site directors~~, supervisors~~ and ~~connected~~ shareholders, and make a decision on the recusal. The connected shareholders who are required to recuse themselves may participate in the deliberation of the connected transaction that involves them, and may offer explanations and clarifications to the shareholders' general meeting regarding the fairness, legality and reasons for such connected transaction, but such shareholders shall have no right to vote on the matter. If a connected ~~person or his/her close associate~~ votes in violation of the provision under this Article, ~~their~~ votes on the relevant connected transaction shall be invalid.	(V) to be passed **by the non-connected shareholders with voting rights present at the shareholders' general meeting** by way of an ordinary resolution or a special resolution in accordance with the provisions of laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association. If the connected shareholder does not take the initiative to apply for recusal, other shareholders or representatives of shareholders attending the shareholders' general meeting shall have the right to request the connected shareholder to disqualify himself/herself from the meeting; if, upon the request for recusal made by other shareholders or representatives of shareholders, the shareholder whose recusal has been requested considers that he/she does not fall within the scope of recusal, the presiding officer of the shareholders' general meeting shall, depending on the circumstances, discuss the matter with the on-site directors and **relevant** shareholders, and make a decision on the recusal. The connected shareholders who are required to recuse themselves may participate in the deliberation of the connected transaction that involves them, and may offer explanations and clarifications to the shareholders' general meeting regarding the fairness, legality and reasons for such connected transaction, but such shareholders shall have no right to vote on the matter. If a connected **shareholder** votes in violation of the provision under this Article, **his/her** votes on the relevant connected transaction shall be invalid.

Before Amendment	After Amendment
~~Article 82~~ Connected transactions (except the Company receiving cash assets and receiving guarantee) that are entered into between the Company and a connected person with a transaction amount of more than RMB30,000,000, representing more than 5% of the absolute value of the latest audited net assets of the Company, and connected transactions that the Company provide guarantee to a connected person, shall be submitted to the ~~Company's~~ general meeting for consideration. All other connected transactions shall be considered and decided by the Board of the Company in accordance with the principle of recusal from voting by connected directors. ~~The procedures for recusal of connected shareholders from voting are as follows:~~ ~~(I) secretary of the Board, connected shareholder or other shareholders of the Company shall apply for recusal of connected shareholder in accordance with relevant requirements;~~ ~~(II) connected shareholder shall not participate in the deliberation of the relevant connected transaction;~~ ~~(III) when the shareholders' general meeting votes on the relevant connected transaction, after deducting the number of voting shares represented by connected shareholder, the non-connected shareholders attending the shareholders' general meeting shall vote in accordance with the provisions of Article 75of the Articles of Association.~~	Connected transactions (except the Company receiving cash assets and receiving guarantee) that are entered into between the Company and a connected person with a transaction amount of more than RMB30,000,000, representing more than 5% of the absolute value of the latest audited net assets of the Company, and connected transactions that the Company provide guarantee to a connected person, shall be submitted to the **shareholders'** general meeting **of the Company** for consideration. All other connected transactions **subject to consideration by the shareholders' general meeting** shall be considered and decided by the Board of the Company in accordance with the principle of recusal from voting by connected directors.

Before Amendment	After Amendment
Article 83 Except for special circumstances such as the Company being in a crisis, the Company shall not enter into a contract with a person other than a director~~, general manager and other~~ senior management member that places the management of all or an important part of the Company's business in the person's charge, unless approved by the shareholders' general meeting by means of a special resolution.	Article 86 Except for special circumstances such as the Company being in a crisis, the Company shall not enter into a contract with a person other than a director **or** senior management member that places the management of all or an important part of the Company's business in the person's charge, unless approved by the shareholders' general meeting by means of a special resolution.
Article 84 The list of candidates for directors ~~and supervisors~~ is submitted to the shareholders' general meeting for vote by way of a proposal. When the shareholders' general meeting votes on the election of directors~~ and supervisors and when the number of candidates is two and more~~, the cumulative voting system ~~shall~~ be implemented. The cumulative voting system referred to in the preceding paragraph means that when a general meeting elects directors~~ or supervisors~~, each share shall have the same number of voting rights as the number of directors~~ or supervisors~~ to be elected, and the voting rights owned by the shareholders may be centrally used. The Board shall announce the biography and basic information of the candidate directors~~ or supervisors~~. The manner and procedure for the nomination of directors shall be as following: (I) the Board and shareholders holding, individually or in aggregate, more than 1% of the Company's shares have the right to propose new candidates for directors;	Article 87 The list of candidates for directors is submitted to the shareholders' general meeting for vote by way of a proposal. When the shareholders' general meeting votes on the election of directors, the cumulative voting system **may** be implemented **in accordance with the provisions of the Articles of Association or resolutions of the shareholders' general meeting. When the number of independent directors to be elected is two or more, the cumulative voting system shall be implemented. Where a single shareholder of the Company and parties acting in concert with him/her hold equity interests exceeding 30% or more, the cumulative voting system shall be adopted.** The cumulative voting system referred to in the preceding paragraph means that when a **shareholders'** general meeting elects directors, each share shall have the same number of voting rights as the number of directors to be elected, and the voting rights owned by the shareholders may be centrally used. The Board shall announce the biography and basic information of the candidate directors.

Before Amendment	After Amendment
(II) when shareholders who individually or collectively hold more than 1% of the shares of the Company propose a new candidate for director, they shall submit proof of their eligibility for nomination and the necessary information of the proposed candidate to the Board 10 working days prior to the shareholders' general meeting, where the Board shall examine whether the nomination and the nominee are in compliance with the provisions of the relevant laws and regulations, and the Board shall notify the shareholders of any nominee who passes the examination and submit the nominee to the shareholders for election at the shareholders' general meeting; ~~(III) the Company's Board of Directors, Board of Supervisors or shareholders individually or collectively holding 1% or more of the Company's issued shares, may propose candidates for independent directors. The election shall be decided by the shareholders' general meeting. Nominators shall not nominate individuals who have a conflict of interest with them or close associates who may otherwise affect the independent performance of their duties as candidates for independent directors. Investor protection institutions established pursuant to laws may publicly request the shareholders to exercise the right to nominate the independent directors on their behalf.~~	The manner and procedure for the nomination of directors shall be as following: (I) the Board and shareholders holding, individually or in aggregate, more than 1% of the Company's shares have the right to propose new candidates for directors; (II) when shareholders who individually or collectively hold more than 1% of the shares of the Company propose a new candidate for director, they shall submit proof of their eligibility for nomination and the necessary information of the proposed candidate to the Board 10 working days prior to the shareholders' general meeting, where the Board shall examine whether the nomination and the nominee are in compliance with the provisions of the relevant laws and regulations, and the Board shall notify the shareholders of any nominee who passes the examination and submit the nominee to the shareholders for election at the shareholders' general meeting; **(III) The method and procedure for nominating independent directors shall be provided in a separate system for independent directors formulated by the Company in accordance with the relevant provisions of laws, administrative regulations and the securities regulatory rules of the place where the Company's shares are listed.** **(IV) Directors who are assumed by employee representatives shall be elected or replaced by the Company's staff at the employee representatives' general meeting, the staff's general meeting or through other means of democratic election.**

Before Amendment	After Amendment
~~The manner and procedure for the nomination of supervisors shall be as follows:~~ ~~(I) in the case of supervisors who are representatives of shareholders, the Board of Supervisors and shareholders holding individually or collectively more than 1% of the Company's shares shall have the right to propose new candidates for non-employee representative supervisors;~~ ~~(II) when a shareholder individually or collectively holding more than 1% of the shares of the Company proposes a new supervisor candidate, the shareholder shall submit to the Board of Supervisors proof of the eligibility for nomination and the requisite information of the proposed candidate 10 working days prior to the shareholders' general meeting, whereby the Board of Supervisors shall examine and review whether the nomination and the nominee are in compliance with the provisions of the relevant laws and regulations and, after passing the examination and review, the Board of Supervisors shall notify the shareholders of the nomination and submit it to the shareholders for election;~~ ~~(III) supervisors who are employee representatives shall be democratically elected or replaced by the employees of the Company through the employees' congress, employees' meeting or other forms.~~	

Before Amendment	After Amendment
~~The shareholders' general meeting shall implement cumulative voting system in accordance with the Articles of Association and the implementation rules for the Company's cumulative voting system:~~ ~~(I) votes for the election of directors can only be cast for director candidates, and votes for the election of supervisors can only be cast for supervisor candidates. The cumulative votes of each shareholder cannot be used interchangeably. Independent directors and non-independent directors shall be elected by separate voting. When electing independent directors, the total voting rights of shareholders attending the shareholders' general meeting shall be equal to the product of the total number of shares held by them multiplied by the number of independent directors to be elected at that general meeting. This portion of the voting rights can only be cast for the independent director candidates at that general meeting. When electing non-independent directors, the total voting rights of shareholders attending the shareholders' general meeting shall be equal to the product of the total number of shares held by them multiplied by the number of non-independent directors to be elected at that general meeting. This portion of the voting rights can only be cast for the non-independent director candidates at that general meeting.~~	

Before Amendment	After Amendment
~~(II) the product of the number of voting shares held by each shareholder multiplied by the number of directors (or supervisors) to be elected at the current general meeting shall be the shareholder's cumulative votes for the current meeting. When the shareholders' general meeting proceeds to multiple rounds of election, the shareholder's cumulative votes shall be recalculated based on the number of directors (or supervisors) to be elected in each round of election.~~ ~~(III) if the total number of cumulative votes on a ballot is less than or equal to the number of valid votes legally held by the shareholder, the ballot shall be valid, and the difference shall be deemed a waiver of voting rights. If the total number of cumulative votes on a ballot is greater than the number of valid votes legally held by the shareholder, the following shall apply: if the shareholder casts his/her voting rights for only one candidate, the votes shall be calculated based on the actual voting rights held by the shareholder; if the shareholder distributes his/her votes among several candidates, the vote counter shall point this out to the shareholder and request that he/she reconfirm the number of voting rights allocated to each candidate until the total number of voting rights cast is not greater than the voting rights held by the shareholder. If the shareholder, after being informed by the vote counter, still fails to reconfirm, all votes cast by that shareholder shall be invalidated and deemed an abstention.~~	

Before Amendment	After Amendment
~~(IV) the number and structure of directors or supervisors elected by the shareholders' general meeting shall comply with the provisions of the Articles of Association. A director or supervisor candidate shall be determined to be elected based on the number of votes received, but the number of votes received by each elected director or supervisor must exceed one-half of the valid voting shares (based on the non-cumulative number of shares) held by the shareholders attending the shareholders' general meeting.~~ ~~(V) if the number of director or supervisor candidates who receive votes qualifying them for election at the shareholders' general meeting exceeds the number to be elected, those with more votes shall be elected. If two or more candidates receive the same number of votes, making it impossible to determine the elected candidates, a second round of election shall be held for such candidates. If the elected candidates still cannot be determined after the second round of election, a separate election shall be held at the next general meeting. If this results in the number of members of the Board of Directors or the Board of Supervisors being less than two-thirds of the number stipulated in the Articles of Association, another general meeting shall be convened within two months after the conclusion of the current general meeting to elect directors or supervisors to fill the vacancy.~~	

Before Amendment	After Amendment
~~(VI) if the number of elected candidates is less than the number of directors or supervisors to be elected, but the number of elected directors or supervisors is more than two-thirds of the total number of members of the Board of Directors or the Board of Supervisors stipulated in the Articles of Association, the vacancy shall be filled by election at the next general meeting. If the number of elected candidates is less than the number of directors or supervisors to be elected, and is less than two-thirds of the total number of members of the Board of Directors or the Board of Supervisors stipulated in the Articles of Association, a second round of election shall be held for the unelected director or supervisor candidates. If the aforementioned requirement is still not met after the second round of election, another general meeting shall be convened within two months after the conclusion of the current general meeting to elect directors or supervisors to fill the vacancy.~~	
Article 87 The same voting right can only choose one voting method from on-site, online or other voting methods. ~~The same voting right can only be exercised once for each resolution.~~ In the event of duplicate voting by the same voting right holder, the first vote cast shall prevail.	Article 90 The same voting right can only choose one voting method from on-site, online or other voting methods. In the event of duplicate voting by the same voting right holder, the first **voting result** shall prevail.

Before Amendment	After Amendment
Article 89 Before a general meeting votes on a proposal, it shall elect two shareholders' representatives to participate in the counting and supervision of votes. If the matter under consideration is connected to a shareholder, the shareholder concerned and his/her proxy shall not participate in the counting of votes or the supervision of votes. When the shareholders' general meeting votes on the proposal, the lawyers, the shareholders' representatives ~~and the supervisors' representatives~~ shall be responsible for counting and supervising the votes, and the results of the voting shall be announced on the spot, and the voting results of the resolution shall be recorded in the minutes of the meeting. Shareholders of the ~~listed~~ company or their proxies who cast their votes through the internet or other means are entitled to check their voting results through the corresponding voting system.	Article 92 Before a shareholders' general meeting votes on a proposal, it shall elect two shareholders' representatives to participate in the counting and supervision of votes. If the matter under consideration is connected to a shareholder, the shareholder concerned and his/her proxy shall not participate in the counting of votes or the supervision of votes. When the shareholders' general meeting votes on the proposal, the lawyers, the shareholders' representatives shall be responsible for counting and supervising the votes, and the results of the voting shall be announced on the spot, and the voting results of the resolution shall be recorded in the minutes of the meeting. **Subject to the relevant domestic laws, regulations and regulatory rules, if the securities regulatory rules of the place where the Company's shares are listed provide otherwise, such provisions shall prevail.** Shareholders of the Company or their proxies who cast their votes through the internet or other means are entitled to check their voting results through the corresponding voting system.

Before Amendment	After Amendment
Article 96 Directors of the Company should be natural persons, and the following person should not serve as a director of the Company: … (II) person who has committed offences relating to corruption, bribery, embezzlement of property, misappropriation of property or disruption of social economic order and has been sentenced to criminal punishment, ~~where less than five years has elapsed since the date of completion of the sentence,~~ or who has been deprived of his/her political rights due to a criminal offense, where less than five years has elapsed since the date of restoring his/her political rights; … (IV) person who was a legal representative of a company or enterprise which had its business license revoked and was ordered to close down due to violation of the law and who was personally liable, where less than three years has elapsed since the date of the revocation; (V) person who has a substantial number of debts due and outstanding; (VI) person who is subject to the CSRC's penalties which prohibits him/her from entering into the securities market for a period which has not yet expired;	Article 99 Directors of the Company should be natural persons, and the following person should not serve as a director of the Company: … (II) person who has committed offences relating to corruption, bribery, embezzlement of property, misappropriation of property or disruption of social economic order and has been sentenced to criminal punishment, where less than five years has elapsed since the date of completion of the sentence, or who has been deprived of his/her political rights due to a criminal offense, where less than five years has elapsed since the date of restoring his/her political rights. **Those who have been granted probation have not exceeded two years from the date of expiration of the probation period**; … (IV) person who was a legal representative of a company or enterprise which had its business license revoked and **was ordered to close down** due to violation of the law and who was personally liable, where less than three years has elapsed since the date of the revocation; (V) person, who **is listed as defaulters by the people's court** as he/she has a substantial number of debts due and outstanding; (VI) person who is subject to the CSRC's penalties which prohibits him/her from entering into the securities market for a period which has not yet expired;

Before Amendment	After Amendment
… The election, appointment or delegation of directors in violation of the aforesaid provisions shall be null and void. Directors committing the above during the term of office shall be dismissed by the Company.	**(VII) persons publicly deemed by a stock exchange as unsuitable to serve as a director or senior management member of a listed company, where the restriction period has not yet expired;** … The election, appointment or delegation of directors in violation of the aforesaid provisions shall be null and void. Directors committing the above during the term of office shall be dismissed and **terminated** by the Company.
Article 97 Directors shall be elected or replaced by the shareholders' general meeting and serve a term of 3 years. Directors shall be eligible for re-election and re-appointment upon the expiry of the term of office. An independent director may not serve for more than six consecutive years. The general meeting shall not dismiss any director without valid reasons prior to the expiry of the term of office. Where the securities regulatory rules of the place where the Company's shares are listed provide otherwise for the re-election of directors, such provision shall prevail.	Article 100 **Non-employee representative directors** shall be elected or replaced by the shareholders' general meeting and serve a term of 3 years. Directors shall be eligible for re-election and re-appointment upon the expiry of the term of office. An independent director may not serve for more than six consecutive years. The **shareholders'** general meeting shall not dismiss any director without valid reasons prior to the expiry of the term of office. Where the securities regulatory rules of the place where the Company's shares are listed provide otherwise for the re-election of directors, such provision shall prevail.

Before Amendment	After Amendment
The term of office of a director shall commence from the date on which the said director assumes office until the expiry of the term of office of the current session of the Board of Directors. A director shall continue to perform his/her duties as a director in accordance with laws, administrative regulations, departmental rules, regulatory rules of the place where the Company's shares are listed and the Articles of Association until a duly re-elected director takes office, if re-election is not conducted in a timely manner upon the expiry of his/her term of office. A director may serve concurrently as ~~general manager or other~~ senior executives, but the total number of directors serving concurrently as ~~general manager or other~~ senior executives and employee representative directors shall not be more than half of the directors of the Company.	**The Company shall appoint one employee representative director. Employee representatives on the Board of Directors shall be democratically elected by the Company's employees through employee representative assemblies, employee general meetings, or other forms of democratic election, and their appointments are not subject to consideration at the shareholders' general meeting.** The term of office of a director shall commence from the date on which the said director assumes office until the expiry of the term of office of the current session of the Board of Directors. A director shall continue to perform his/her duties as a director in accordance with laws, administrative regulations, departmental rules, regulatory rules of the place where the Company's shares are listed and the Articles of Association until a duly re-elected director takes office, if re-election is not conducted in a timely manner upon the expiry of his/her term of office. A director may serve concurrently as senior executives, but the total number of directors serving concurrently as senior executives and employee representative directors shall not be more than half of the directors of the Company.

Before Amendment	After Amendment
The Company may dismiss an independent director before the expiry of the term of office in accordance with statutory procedures. In case of early dismissal, the Company shall promptly disclose the specific reasons and grounds. If the independent directors have any objections thereto, the Company shall disclose them in a timely manner. If an independent director fails to comply with the provisions of **Article 7 (I) or (II) of the Measures for the Administration of Independent Directors of Listed Companies**, he/she shall immediately cease to perform his/her duties and resign from his/her office. If he/she fails to resign, the Board shall immediately remove him/her from his/her position in accordance with the provisions after it knows or should have known of the occurrence of such a fact. ~~In the event that an independent director resigns from or is dismissed from his/her duties as a result of the circumstances set forth in this paragraph, resulting in the proportion of independent directors on the Board or its special committees not complying with the provisions of the Measures for the Administration of Independent Directors of Listed Companies (《上市公司獨立董事管理辦法》) or the Articles of Association, or a shortage of accounting professionals among the independent directors, the Company shall complete the by-election of such independent director within sixty days from the date of the occurrence of the foregoing facts.~~	The Company may dismiss an independent director before the expiry of the term of office in accordance with statutory procedures. In case of early dismissal, the Company shall promptly disclose the specific reasons and grounds. If the independent directors have any objections thereto, the Company shall disclose them in a timely manner. If an independent director fails to meet the **qualifications for directorship and the criteria for independence**, he/she shall immediately cease to perform his/her duties and resign from his/her office. If he/she fails to resign, the Board shall immediately remove him/her from his/her position in accordance with the provisions after it knows or should have known of the occurrence of such a fact.

Before Amendment	After Amendment
Article 98 Directors shall fulfill the following duties of loyalty to the Company in accordance with the laws, administrative regulations, the regulatory rules of the place where the Company's shares are listed and the Articles of Association: **(I)** not ~~abusing their powers to accept bribes or any other unlawful income or~~ encroach on the Company's property; (II) not misappropriating the Company's funds; (III) not depositing the Company's assets or funds into any accounts under their own names or the names of other individuals; **(IV) not lending the Company's funds to others or providing guarantees in favor of others backed by the Company's assets in violation of the Articles of Association or without approval of the general meeting or the Board of Directors;** **(V) not** entering into any contracts or transactions with the Company **in violation of the Articles of Association or without approval of the general meeting**; **(VI)** not leveraging their positions and powers to procure business opportunities which ~~should be~~ available to the Company for themselves or others or engaging **in any business similar to that of the Company, either on their own or with others**, **without approval of the general meeting**; …	Article 101 Directors shall comply with the provisions of laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and these Articles of Association, shall take measures to avoid conflicts between their own interests and the Company's interests and shall not use their powers to seek improper benefits. **Directors shall fulfill obligations to the Company as follows.** **(I)** not to misappropriate the Company's properties or divert the Company's funds; (II) not depositing the Company's funds into any accounts under their own names or the names of other individuals; **(III) not to abuse their authority in bribes or accepting other unlawful income;** **(IV) not** to enter into any contract or perform any transaction, **directly and indirectly, with the Company without reporting to the Board or the shareholders' general meeting and obtaining approval through resolutions by the Board or the shareholders' general meeting as stipulated in the Articles of Association;**

Before Amendment	After Amendment
	(V) not to make use of their position as Director to procure business opportunities that should otherwise belong to the Company for themselves or others, **unless such business opportunities are not available to the Company upon reporting to the Board or the shareholders' general meeting and obtaining approval through resolutions by the shareholders' general meeting or as required in laws, administrative regulations or the Articles of Association;** **(VI) not to conduct any businesses similar to those of the Company for themselves or others without reporting to the Board or the shareholders' general meeting and obtaining approval through resolutions by the shareholders' general meeting;** … **The provisions of the item (IV) of the second paragraph of this Article shall apply to the conclusion of contracts or engagement in transactions with the Company by close relatives of the directors and senior management or enterprises directly or indirectly controlled by the directors and senior management or their close relatives, as well as persons who are otherwise related to the directors and senior management.**

Before Amendment	After Amendment
Article 99 Directors shall fulfill the following duties of diligence to the Company in accordance with the laws, administrative regulations, regulatory rules of the place where the Company's shares are listed and the Articles of Association: … (V) to provide the Board of Supervisors with truthful information and materials, and not to intervene in the performance of the Board of Supervisors or supervisors of their functions and powers; (VI) to perform any other duties of care provided by the laws, administrative regulations, departmental rules, regulatory rules of the place where the Company's shares are listed and the Articles of Association.	Article 102 Directors shall fulfill the following duties of diligence to the Company in accordance with the laws, administrative regulations and the Articles of Association. **In performing their duties, they shall exercise the level of care that a reasonably prudent manager would exercise in the best interests of the Company.** **The directors shall owe the following due diligence duties to the Company:** … (V) to provide the **Audit Committee** with truthful information and materials, and not to intervene in the performance of the **Audit Committee** of their functions and powers; (VI) to perform any other duties of care provided by the laws, administrative regulations, departmental rules, regulatory rules of the place where the Company's shares are listed and the Articles of Association.
Article 101 Directors may submit their resignation prior to the expiry of their terms of office. The resigning director is required to submit a resignation report to the Board in writing. The Board of Directors shall disclose the relevant information within 2 days or within the period stipulated in the securities regulatory rules in the place where the Company's shares are listed.	Article 104 Directors may submit their resignation prior to the expiry of their terms of office. The resigning director is required to submit a resignation report to the Board in writing. **The resignation shall take effect on the date the Company receives such written resignation**. The Board of Directors shall disclose the relevant information within 2 days or within the period stipulated in the securities regulatory rules in the place where the Company's shares are listed.

Before Amendment	After Amendment
If the resignation of a director results in the number of Board members falling below the quorum or no independent director permanently residing in Hong Kong, the original director shall still perform his/her duties as a director under the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association until the alternate director holds office. ~~In the event that the resignation of any independent director results in the proportion of independent directors on the Board or its special committees not complying with the provisions of the Measures for the Administration of Independent Directors of Listed Companies or the Articles of Association, or a lack of appropriate professional qualifications or a shortage of accounting professionals among the independent directors, the independent director tendered his/her resignation shall still perform his/her duties as a director until the date that new director is appointed, and the Company shall complete the by-election of such independent director within sixty days from the date on which the independent director tendered his/her resignation.~~ ~~Except for the circumstances listed in the preceding paragraph, a director's resignation shall be effective from the time such a resignation report is delivered to the Board.~~	If the resignation of a director results in the number of Board members falling below the quorum or no independent director permanently residing in Hong Kong, the original director shall still perform his/her duties as a director under the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association until the alternate director holds office.

Before Amendment	After Amendment
Article 102 When a director's resignation takes effect or his/her term of office expires, the director shall complete all transfer procedures with the Board. His/her fiduciary duties towards the Company and the shareholders shall not be necessarily ceased after the end of his/her term of office, but shall still be valid within two years after his/her resignation takes effect or his/her term of office expires.	Article 105 **The Company shall establish the administrative rules for the departure of directors, specifying the safeguards for pursuing accountability and seeking compensation for unfulfilled public commitments and other outstanding matters.** When a director's resignation takes effect or his/her term of office expires, the director shall complete all transfer procedures with the Board. His/her fiduciary duties towards the Company and the shareholders shall not be necessarily ceased after the end of his/her term of office, but shall still be valid within two years after his/her resignation takes effect or his/her term of office expires. **The responsibilities borne by directors for the performance of their duties during their tenure shall not be exempted or terminated due to their departure.**
New article	**Article 106 A shareholders' general meeting may resolve to remove a director. The removal takes effect on the date of the resolution made. If, without proper reason, a director is removed before expiry of term of office, he/she may request compensation from the Company.**
Article 104 A director is liable for compensation for any loss of the Company arising from violation by him/her of any laws, administrative regulations, departmental rules, the securities regulatory rules in the place where the Company's shares are listed or the Articles of Association in the course of performing his/her duties.	Article 108 **Where a director causes damage to any person when performing his/her duties for the Company, the Company shall be liable for the damages; the director shall also be liable for any damage caused by his/her willful actions or gross negligence.** A director is liable for compensation for any loss of the Company arising from violation by him/her of any laws, administrative regulations, departmental rules, the securities regulatory rules in the place where the Company's shares are listed or the Articles of Association in the course of performing his/her duties.

Before Amendment	After Amendment
Article 106 The Company sets up the Board of Directors, which is responsible for the shareholders' general meeting. The Board of Directors of the Company establishes the Audit Committee, the Nomination Committee, the Remuneration and Appraisal Committee and the Strategy Committee.~~ The establishment and composition of the special committees of the Board shall be determined by the general meeting. The Board shall be responsible for formulating the terms of reference of each special committee, and the member replacement of the special committees shall be determined by the Board through election. The members of the Audit Committee shall be directors who do not hold senior management positions in the Company, of whom a majority shall be independent directors, and shall be convened by a member of the independent directors who is an accounting professional, with at least one of the independent directors possessing appropriate professional qualifications or appropriate accounting or related financial management expertise as required under the Hong Kong Listing Rules. The independent directors in the Nomination Committee and the Remuneration and Appraisal Committee shall account for more than half and serve as the convener. The Board is responsible for formulating the terms of reference of and regulating the operation of the special committees.~~	Article 110 The Company sets up the Board of Directors, which is responsible for the shareholders' general meeting. The Board of Directors of the Company establishes the Audit Committee, the Nomination Committee, the Remuneration and Appraisal Committee and the Strategy and Investment Committee.

Before Amendment	After Amendment
Article 107 The Board of Directors consists of 6 directors, including 3 independent directors. ~~The number of independent directors shall not be less than 3 and shall constitute no less than one-third of all directors, and shall include at least 1 independent director with appropriate professional qualifications or appropriate accounting or related financial management expertise as required by the securities regulatory rules of the place where the Company's shares are listed. At least one independent director shall be ordinarily resident in Hong Kong. All independent directors shall possess independence as required by the securities regulatory rules of the place where the Company's shares are listed. Directors of the Company may include executive directors, non-executive directors and independent directors. Non-executive directors refer to the directors who do not hold any operational management positions in the Company.~~	Article 111 The Board of Directors consists of 7 directors, including 3 independent directors **and one employee representative director**.
Article 108 The Board of Directors exercises the following functions and powers: … ~~(IV) to formulate the Company's annual financial budget plan and final account plan;~~ …	Article 112 The Board of Directors exercises the following functions and powers: …
Article 109 The Board of the Company shall ~~answer inquiries from shareholders and give an explanation on the audit report issued by the~~ certified public accountant on the financial **statements** of the Company.	Article 113 The Board of the Company shall **provide shareholders with an explanation regarding any non-standard audit opinion issued by a** certified public accountant on the financial **reports** of the Company.

Before Amendment	After Amendment
Article 111 The Board shall determine the authority of external investment, acquisition and sale of assets, asset mortgages, external guarantee matters, entrusted wealth management, connected transactions, external donations, etc., and establish strict review and decision-making procedures; major investment projects shall be organized to be evaluated by relevant experts and professionals and reported to the general meeting for approval. The above matters must be considered by the Board if they meet one of the following criteria: … If the data involved in the calculation of the above indicators is negative, its absolute value shall be taken for calculation. The matters which require consideration of the general meeting shall be ~~subsequently~~ proposed for the consideration of the general meeting after the consideration of the Board. The Chairman shall be authorized by the Board to consider matters which do not meet any of the criteria above. …	Article 115 The Board shall determine the authority of external investment, acquisition and sale of assets, asset mortgages, external guarantee matters, entrusted wealth management, connected transactions, external donations, etc., and establish strict review and decision-making procedures; major investment projects shall be organized to be evaluated by relevant experts and professionals and reported to the **shareholders'** general meeting for approval. The above matters **(except for the provision of guarantees and financial assistance)** must be considered by the Board if they meet one of the following criteria: … **The above matters (except for the provision of guarantees and financial assistance) shall also be proposed at the shareholders' general meeting for consideration if they meet one of the following criteria:** **(I) if the total assets involved in the transaction account for more than 50% of the Company's latest audited total assets; if the total assets involved in the transaction have both book value and appraised value, the higher one shall prevail;** **(II) if the relevant operating income of the subject matter of the transaction (e.g. equity) in the latest accounting year accounts for more than 50% of the audited operating income of the Company in the latest accounting year, and the absolute amount exceeds RMB50 million;**

Before Amendment	After Amendment
	(III) if the relevant net profit of the subject matter of the transaction (e.g. equity) in the latest accounting year accounts for more than 50% of the audited net profit of the Company in the latest accounting year, and the absolute amount exceeds RMB5 million; **(IV) if the transaction amount (including assumed debts and expenses) of the transaction accounts for more than 50% of the Company's latest audited net assets, and the absolute amount exceeds RMB50 million;** **(V) if the profits arising from the transaction account for more than 50% of the audited net profit of the Company in the latest accounting year, and the absolute amount exceeds RMB5 million.** If the data involved in the calculation of the above indicators is negative, its absolute value shall be taken for calculation. The matters which require consideration of the **shareholders'** general meeting shall be proposed for the consideration of the **shareholders'** general meeting after the consideration of the Board. The Chairman shall be authorized by the Board to consider matters which do not meet any of the criteria above. ...

Before Amendment	After Amendment
New article	**Article 116 The provision of financial assistance by the Company shall be approved and resolved by more than two-thirds of the directors present at the meeting of the Board, and the related information disclosure obligations shall be fulfilled in a timely manner.** **The financial assistance provided by the Company shall be submitted to the shareholders' general meeting for consideration after consideration and approval by the Board if it falls under any of the following circumstances:** **(I) The latest audited asset-liability ratio of the target of financial assistance exceeds 70%;** **(II) The amount of single financial assistance or the aggregated amount of financial assistance provided in 12 consecutive months exceeds 10% of the Company's latest audited net assets;** **(III) Other circumstances as stipulated by the stock exchange where the Company's shares are listed or the Articles of Association.** **If the target of financial assistance provided by the Company is a controlling subsidiary included in the consolidated financial statements of the Company and owned as to over 50% by the Company, and no any other shareholders of such holding subsidiary are the controlling shareholder, the de facto controller and their associates of the Company, such financial assistance shall be exempted from the provisions of the preceding two paragraphs.**
Article 112 The Board shall have a chairman ~~and may have a vice chairman, both of whom~~ shall be elected by the Board by a majority of all directors.	Article 117 The Board shall have a chairman who shall be elected by the Board by a majority of all directors.

Before Amendment	After Amendment
Article 114 ~~The vice-chairman of the Company shall assist the Chairman of the Board, and i~~f the Chairman of the Board is unable to perform his/her duties or fails to perform his/her duties, ~~the vice-chairman shall perform his/her duties; if the vice-chairman of the Board is unable to perform his/her duties or fails to perform his/her duties,~~ the majority of the directors shall jointly elect a director to perform his/her duties.	Article 119 **I**f the Chairman of the Board is unable to perform his/her duties or fails to perform his/her duties, the majority of the directors shall jointly elect a director to perform his/her duties.
Article 115 Meetings of the Board should be held at least **twice** every year and convened by the Chairman. Notice of the meeting in writing should be served on all of the directors ~~and supervisors~~ **ten** days before the date of the meeting. ~~The Company shall convene the special meeting of independent directors on a regular or irregular basis. The special meeting of independent directors shall be convened and presided over by an independent director jointly elected by a majority of the independent directors. The Company shall facilitate and support the convening of special meetings of independent directors. The following matters shall be considered at the special meetings of independent directors:~~ ~~(I) connected transactions that shall be disclosed;~~ ~~(II) programs of the Company and related parties to change or waive commitments;~~ ~~(III) decisions made and measures taken by the Board of Directors of the acquired listed company in respect of the acquisition;~~ ~~(IV) appoint intermediaries independently to audit, consult or verify specific matters of the Company;~~ ~~(V) make proposals to the Board for holding an interim shareholders' general meeting;~~ ~~(VI) make proposals to hold Board meetings;~~	Article 120 Meetings of the Board should be held at least **four times** every year and convened by the Chairman. Notice of the meeting in writing should be served on all of the directors **14** days before the date of the meeting.

Before Amendment	After Amendment
~~(VII) other matters prescribed by the laws, regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.~~ ~~The special meetings of independent directors consider matters under the items (I) to (III) and (VII) above, shall obtain the approval of a majority of all independent directors and submit to the Board of Directors for consideration.~~	
Article 116 An interim Board meeting may be convened upon the proposal of shareholders representing more than one tenth of the voting rights, more than one third of the directors or the **Board of Supervisors**. Chairman of the Board of Directors shall convene and chair the board meeting within 10 days after receiving such proposal.	Article 121 An interim Board meeting may be convened upon the proposal of shareholders representing more than one tenth of the voting rights, more than one third of the directors or the **Audit Committee**. Chairman of the Board of Directors shall convene and chair the board meeting within 10 days after receiving such proposal.
Article 123 Minutes of meetings of the Board and its special committees and special meetings of independent directors shall be prepared in accordance with regulations. The minutes of meetings should be true, accurate and complete, and fully reflect the opinions of attendees on the matters considered. The directors~~, secretary to the Board and record-keeper~~ present at the meetings shall sign the minutes of meetings for confirmation. The minutes of the Board's meetings are kept as company records for a period of not less than 10 years.	Article 128 Minutes of meetings of the Board and its special committees and special meetings of independent directors shall be prepared in accordance with regulations. The minutes of meetings should be true, accurate and complete, and fully reflect the opinions of attendees on the matters considered. The directors present at the meetings shall sign the minutes of meetings for confirmation. The minutes of the Board's meetings are kept as company records for a period of not less than 10 years.

Before Amendment	After Amendment
New articles	**Section 3 Independent Directors** **Article 130 Independent directors shall, in accordance with the provisions of laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, diligently perform their duties, play roles in participating in decision-making, providing checks and balances and offering professional consultation within the Board, safeguard the interests of the Company as a whole, and protect the legitimate rights and interests of minority shareholders.** **Article 131 Independent directors must maintain their independence. The following persons shall not act as independent directors:** **(I) persons working in the Company or its affiliated enterprises and their spouses, parents, children and major social connections;** **(II) directly or indirectly holding more than 1% of the issued shares of the Company or being a natural person shareholder among the top 10 shareholders of the Company and his/her spouse, parents or children;** **(III) shareholders who directly or indirectly hold more than 5% of the issued shares of the Company or persons who are among the top 5 shareholders of the Company and their spouses, parents and children;**

Before Amendment	After Amendment
	(IV) persons working in the affiliated enterprises of the controlling shareholder or de facto controller of the Company and their spouses, parents and children; **(V) persons who have major business dealings with the Company and its controlling shareholder or de facto controller or their respective affiliated enterprises, or persons who hold positions in the enterprises with major business dealings and their controlling shareholder or de facto controller;** **(VI) persons providing financial, legal, consultancy, sponsorship and other services to the Company, its controlling shareholder, de facto controller or their respective affiliated enterprises, including but not limited to all members of the project teams from the intermediaries providing services, reviewing officers at all levels, persons signing the reports, partners, directors, senior management and principal persons;** **(VII) persons who have met any of the conditions listed in items (I) to (VI) within the last twelve months;** **(VIII) other persons who are not independent as stipulated by the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.**

Before Amendment	After Amendment
	The affiliated enterprises of the Company's controlling shareholders and de facto controllers as set out in items (IV) to (VI) of the preceding paragraph, exclude the enterprises that are controlled by the same state-owned asset management institution as the Company and do not constitute a related party relationship with the Company under the relevant provisions. **Independent Directors shall conduct an annual self-examination of their independence and submit such examination results to the Board. The Board shall evaluate the independence of the incumbent independent Directors annually and issue a special opinion, which shall be simultaneously disclosed with the annual report.** **Article 132 Persons who act as independent directors of the Company shall meet the following conditions:** **(I) be qualified to serve as a director of a listed company in accordance with the laws, administrative regulations and other relevant provisions;** **(II) meet the independence requirements of the Articles of Association;** **(III) possess the basic knowledge of the operation of listed companies, and be familiar with the relevant laws, regulations and rules;** **(IV) have more than five years of legal, accounting or economic work experience necessary to perform the duties of an independent director;**

Before Amendment	After Amendment
	(V) have good personal morality, with no bad record such as major breach of trust; **(VI) other conditions stipulated by the laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.** **Article 133 As members of the Board, the independent directors owe fiduciary duties and diligence to the Company and all shareholders and shall prudently perform the following duties:** **(I) participate in the decision-making of the Board and provide explicit opinions on the matters discussed;** **(II) supervise matters on potential material conflict of interest between the Company and its controlling shareholders, de facto controllers, directors and members of senior management and protect the legitimate rights and interests of minority shareholders;** **(III) provide professional and objective advice on the operation and development of the Company, promoting the improvement of the decision-making level of the Board;** **(IV) perform other duties and powers prescribed by the laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.**

Before Amendment	After Amendment
	Article 134 Independent directors shall exercise the following special functions and powers: **(I) appoint intermediaries independently to audit, consult or verify specific matters of the Company;** **(II) make proposals to the Board for holding an interim shareholders' general meeting;** **(III) make proposals to hold Board meetings;** **(IV) publicly solicit shareholders' rights from shareholders according to the laws;** **(V) express independent opinions on matters that may be detrimental to the rights and interests of the Company or the minority shareholders;** **(VI) other functions and powers as prescribed by the laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.** **Any exercise of the functions and powers as referred to in items (I) to (III) of the preceding paragraph by the independent directors shall be approved by more than half of all independent directors.** **The Company shall disclose in a timely manner any exercise of the functions and powers set out in item (I) by the independent directors. If any of the aforesaid functions and powers could not be exercised properly, the Company shall disclose the specific circumstances and reasons thereof.**

Before Amendment	After Amendment
	Article 135 The following matters shall be approved by more than half of all the independent directors of the Company before submitting to the Board for consideration: **(I) connected transactions that shall be disclosed;** **(II) programs of the Company and related parties to change or waive commitments;** **(III) decisions made and measures taken by the Board of Directors of the acquired listed company in respect of the acquisition;** **(IV) other matters prescribed by the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.** **Article 136 The Company shall establish a mechanism for special meetings which will be attended by independent directors only. Matters such as connected transactions to be considered by the Board shall be approved in advance by a special meeting of the independent directors.** **The Company shall convene special meetings of the independent directors on a regular or ad hoc basis. Matters listed in items (I) to (III) of paragraph 1 of Article 135 and in Article 136 of the Articles of Association shall be considered by a special meeting of the independent directors.**

Before Amendment	After Amendment
	The special meetings of the independent directors may consider and discuss other matters of the Company when necessary. **The special meetings of the independent directors shall be convened and chaired by 1 independent director jointly elected by more than half of the independent directors; in the event that the convener fails to or is unable to perform his/her duties, 2 and more independent directors may convene a meeting on their own and elect 1 representative to preside over the meeting.** **Minutes of special meetings of independent directors shall be prepared in accordance with the regulations and the views of independent directors shall be set out in the minutes. The independent directors shall sign to confirm the minutes of the meeting.** **The Company shall facilitate and support the convention of the special meetings of the independent directors.**

Before Amendment	After Amendment
New articles	**Section 4 Special Committees of the Board** **Article 137 The Board of the Company shall establish an audit committee to exercise functions and powers of the board of supervisors stipulated under the Company Law.** **Article 138 The Audit Committee shall be composed of 3 members, which shall be Directors who are not senior management of the Company, of which 3 of them are independent directors and an accounting professional among the independent directors shall serve as the convener.** **Article 139 The Audit Committee is responsible for reviewing the Company's financial information and its disclosures, supervising and evaluating the internal and external audits and internal controls. The following matters shall be submitted to the Board for consideration after the approval by a majority of all members of the Audit Committee:** **(I) disclosure of financial information in financial accounting reports and periodic reports, and internal control evaluation reports;** **(II) appointment or dismissal of the accounting firm undertaking the audit work of the Company;** **(III) appointment or dismissal of the Company's chief financial officer;**

Before Amendment	After Amendment
	(IV) changes in accounting policies, accounting estimates or correction of material accounting errors for reasons other than changes in accounting standards; **(V) other matters prescribed by the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.** **Article 140 The Audit Committee shall hold at least one meeting every quarter, and may hold an extraordinary meeting when two or more members propose, or when the convener deems it necessary. A meeting of the Audit Committee shall only be held with the attendance of more than two-thirds of the members.** **Resolutions made by the Audit Committee shall be approved by more than half of the members of the Audit Committee.** **The voting on the resolution of the Audit Committee shall be one person one vote.** **The Audit Committee shall prepare meeting minutes for its resolutions in accordance with the regulations, and the members of the Audit Committee attending the meeting shall sign on the meeting minutes.** **The Board is responsible for formulating the working procedures of the Audit Committee.**

Before Amendment	After Amendment
	Article 141 The Board of the Company shall establish special committees including the Strategy and Investment Committee, the Nomination Committee, and the Remuneration and Appraisal Committee to perform their duties in accordance with the Articles of Association and the authorization of the Board, and the proposals of the special committees shall be submitted to the Board for consideration. The Board shall be responsible for formulating the working procedures of the special committees. **The Strategy and Investment Committee, the Nomination Committee, and the Remuneration and Appraisal Committee are each comprised of three directors, of which a majority of independent directors shall be included in the Nomination Committee and the Remuneration and Appraisal Committee, with an independent director acting as the convener.** **Article 142 The Nomination Committee shall be responsible for formulating criteria and procedures for the selection of directors and senior management, selecting and reviewing candidates for directors and senior management and their qualifications, and making recommendations to the Board on the following matters:** **(I) nomination or removal of directors;** **(II) appointment or dismissal of senior management;**

Before Amendment	After Amendment
	(III) other matters prescribed by the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association. **If the Board does not adopt or does not fully adopt the recommendations of the Nomination Committee, it shall record the opinion of the Nomination Committee and the specific reasons for its non-adoption in the resolution of the Board and disclose the same.** **Article 143 The Remuneration and Appraisal Committee shall be responsible for formulating appraisal criteria and conducting appraisals for directors and senior management, formulating and reviewing remuneration policies and packages for directors and senior management, and making recommendations to the Board on the following matters:** **(I) remuneration of directors and senior management;** **(II) formulation or change of the equity incentive plans and employee shareholding schemes, and achievement of conditions for granting and exercising the rights and interests of incentive recipients;** **(III) arrangement of shareholding plans by directors and senior management in subsidiaries to be spun off;**

Before Amendment	After Amendment
	(IV) other matters prescribed by the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association. **If the Board does not adopt or does not fully adopt the recommendations of the Remuneration and Appraisal Committee, it shall record the opinions of the Remuneration and Appraisal Committee and the specific reasons for non-adoption in the resolution of the Board and disclose the same.**
CHAPTER VI ~~GENERAL MANAGER AND OTHER~~ SENIOR MANAGEMENT	CHAPTER VI SENIOR MANAGEMENT
Article 125 The Company shall have one general manager, who shall be appointed or dismissed by the Board of Directors. The Company may appoint several deputy general managers, who shall be appointed or dismissed by the Board of Directors. ~~The Company's general manager, deputy general manager, financial officer, and secretary to the Board of Directors are senior management of the Company.~~	Article 144 The Company shall have one general manager, who shall be appointed or dismissed by the Board of Directors. The Company may appoint several deputy general managers, who shall be appointed or dismissed by the Board of Directors.
Article 126 The provisions of ~~Article 96~~ on the circumstances under which a person should not serve as a director shall also apply to senior management. The provisions of ~~Article 98~~ concerning the duty of loyalty ~~of directors~~ and ~~paragraphs (IV) to (VI) of Article 99 concerning~~ the duty of diligence shall also apply to senior management.	Article 145 The provisions of the Articles of Association on the circumstances under which a person should not serve as a director **and the management system for resignations** shall also apply to senior management. The provisions of the Articles of Association concerning the duty of loyalty and p the duty of diligence **of directors** shall also apply to senior management.

Before Amendment	After Amendment
Article 127 Persons holding positions other than directors in the Company's controlling shareholder and de facto controller entities shall not serve as senior management of the Company. Senior management members of the Company are remunerated only by the Company and are not remunerated by the controlling shareholder.	Article 146 Persons holding **administrative** positions other than directors **or Supervisor (if any)** in the Company's controlling shareholder and de facto controller entities shall not serve as senior management of the Company. Senior management members of the Company are remunerated only by the Company and are not remunerated by the controlling shareholder.
Article 132 The general manager may resign before the expiry of his/her term of office. The specific procedures and methods relating to the resignation of the general manager are set out in the labor contract between the general manager and the Company.	Article 151 The general manager may resign before the expiry of his/her term of office. The specific procedures and methods relating to the resignation of the general manager are set out in the labor contract between the general manager and the Company.
Article 135 Senior management shall be liable for damages caused to the Company if they violate laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed or the provisions of the Articles of Association in the course of performing their duties for the Company.	Article 154 **Where a senior management member causes damage to any person when performing his/her duties for the Company, the Company shall be liable for the damages; the senior management member shall also be liable for any damage caused by his/her willful actions or gross negligence.** Senior management shall be liable for damages caused to the Company if they violate laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed or the provisions of the Articles of Association in the course of performing their duties for the Company.
Article 152 The Company shall report and disclose its annual report to the CSRC and the stock exchange(s) where the shares are listed within 4 months from the ending date of each fiscal year, and report and disclose its interim report to the delegated authority of the CSRC and the stock exchange(s) where the shares are listed within 2 months from the end of the first half of each fiscal year. …	Article 157 The Company shall report and disclose its annual report to the CSRC's **dispatched institutions** and the stock exchange(s) where the shares are listed within 4 months from the ending date of each fiscal year, and report and disclose its interim report to the delegated authority of the CSRC and the stock exchange(s) where the shares are listed within 2 months from the end of the first half of each fiscal year. …

Before Amendment	After Amendment
Article 154 ... After making allocations to the statutory reserve from its profits after taxation, the Company may, upon passing a resolution at a shareholders' general meeting, make further allocations from its profits after taxation to the discretionary reserve. After the Company covers its losses and makes allocations to its reserve, the remaining profits after taxation, upon approval by a resolution at a shareholders' general meeting, shall be distributed in proportion to the number of shares held by the shareholders, except for those which are not distributed in a proportionate manner as provided by the Articles of Association. Profits distributed to shareholders by a shareholders' general meeting ~~before losses are covered and allocations are made to the statutory reserve~~ in violation of the **preceding requirements** must be returned to the Company. ...	Article 159 ... After making allocations to the statutory reserve from its profits after taxation, the Company may, upon passing a resolution at a shareholders' general meeting, make further allocations from its profits after taxation to the discretionary reserve. After the Company covers its losses and makes allocations to its reserve, the remaining profits after taxation, upon approval by a resolution at a shareholders' general meeting, shall be distributed in proportion to the number of shares held by the shareholders, except for those which are not distributed in a proportionate manner as provided by the Articles of Association. Profits distributed to shareholders by a shareholders' general meeting in violation of **the Company Law** must be returned to the Company; **where loss is caused to the Company, Shareholders and the responsible Directors and senior management shall hold liability for compensation.** ...
Article 155 The reserve of the Company shall be applied to making up for the Company's losses, expanding its business operations or increasing its capital. ~~The capital reserve, however, shall not be used to make up for the Company's losses.~~ Upon the conversion of statutory reserve into capital, the balance of the statutory reserve shall not be less than 25% of the registered capital of the Company before such conversion.	Article 160 The reserve of the Company shall be applied to making up for the Company's losses, expanding its business operations or increasing its capital. **The provident fund to make up for the Company's losses should first use the discretionary common reserve fund and the statutory common reserve fund; if it still cannot be made up, the capital reserve may be used in accordance with the regulations.** Upon the conversion of statutory reserve into capital, the balance of the statutory reserve shall not be less than 25% of the registered capital of the Company before such conversion.

Before Amendment	After Amendment
Article 157 The Company's profit distribution policy is as follows: … (IV) The procedure to be followed for consideration of the distribution of profits: 1. The profit distribution proposal shall be considered and approved by the Board ~~and the Board of Supervisors~~ of the Company respectively before it is submitted to the shareholders' general meeting for consideration. When the Board considers the profit distribution proposal, it shall be approved by a majority of all directors. ~~When the Board of Supervisors considers the profit distribution proposal, it shall be approved by a majority of the votes of all supervisors.~~ … 3. The Board of the Company shall consider and announce the profit distribution proposal in the regular report and submit it to the shareholders' general meeting for approval; if the Board of the Company fails to make a cash profit distribution proposal, it shall ~~seek the opinions of external supervisors, and~~ disclose the reasons therefor in the regular report. 4. The Board~~, the Board of Supervisors~~ and the shareholders' general meeting shall give full consideration to the opinions of ~~external supervisors and~~ public investors in the relevant decision-making and argumentation process. …	Article 162 The Company's profit distribution policy is as follows: … (IV) The procedure to be followed for consideration of the distribution of profits: 1. The profit distribution proposal shall be considered and approved by the Board of the Company respectively before it is submitted to the shareholders' general meeting for consideration. When the Board considers the profit distribution proposal, it shall be approved by a majority of all directors. … 3. The Board of the Company shall consider and announce the profit distribution proposal in the regular report and submit it to the shareholders' general meeting for approval; if the Board of the Company fails to make a cash profit distribution proposal, it shall disclose the reasons therefor in the regular report. 4. The Board and the shareholders' general meeting shall give full consideration to the opinions of public investors in the relevant decision-making and argumentation process. … (VI) Procedures for adjusting the profit distribution policy: …

Before Amendment	After Amendment
(VI) Procedures for adjusting the profit distribution policy: … 2. The Board of the Company shall give full consideration to the opinions of the Board of Supervisors and public investors in the process of adjusting the profit distribution policy. When the Board considers the adjustment of the profit distribution policy, it shall be agreed by a majority of the votes of all directors~~; when the Board of Supervisors considers the adjustment of the profit distribution policy, it shall be agreed by a majority of the votes of all supervisors~~. ……	2. The Board of the Company shall give full consideration to the opinions of the Board of Supervisors and public investors in the process of adjusting the profit distribution policy. When the Board considers the adjustment of the profit distribution policy, it shall be agreed by a majority of the votes of all director. …
Article 158 The Company shall implement an internal audit system,~~ where dedicated auditing staff ~~**carry out the internal audit and supervision over the financial revenue and expenditure and the economic activities of the Company.**	Article 163 The Company shall implement an internal audit system**, specifying, among other matters, the leadership structure, duties and powers, staffing, funding, utilization of audit results, and accountability thereof.** **The Company's internal audit system shall be implemented and publicly disclosed following approval by the Board.** **Article 164 The Company's internal audit institution shall conduct oversight and inspection of the Company's business activities, risk management, internal control, and financial information, and other matters.**

Before Amendment	After Amendment
Article 159 **The internal audit system of the Company and the duties of its auditors shall be implemented after being approved by the Board. The person in charge of auditing shall be accountable to and report to the Board.**	Article 165 **The internal audit institution shall be responsible for the Board.** **In overseeing and inspecting business activities, risk management, internal control, financial information, the Company's internal audit institution shall be under the supervision and guidance of the Audit Committee. Where the internal audit institution identifies any material issues or related clues, it shall immediately report directly to the Audit Committee.**
New article	**Article 166 The internal audit institution shall be responsible for the specific organization and implementation of the Company's internal control evaluation. Based on the evaluation reports and relevant data issued by the internal audit institution and reviewed by the Audit Committee, the Company shall work out an annual internal control evaluation report.**
New article	**Article 167 When the Audit Committee communicates with external auditing entities such as accounting firms and state auditing authorities, the internal audit institution shall actively cooperate and provide necessary support and assistance.**
New article	**Article 168 The Audit Committee shall engage in the performance appraisal of the one in charge of the internal audit.**

Before Amendment	After Amendment
Article 165 Notices of the Company shall be issued by the following means: … (IV) by any other means as permitted by the Articles of Association. Regarding the requirements for the manners of provision and/or distribution of the corporate communication to H shareholders under the securities regulatory rules of the place where the shares are listed, the Company may, subject to the securities regulatory rules of the place where the Company's shares are listed, also issue or provide the corporate communication to H shareholders by electronic means or publication on the website of the Company or on the website of the stock exchange where the Company's shares are listed.	Article 174 Notices of the Company shall be issued by the following means: … (IV) by any other means as permitted by the **securities regulatory rules where the Company's shares are listed or** the Articles of Association. Regarding the requirements for the manners of provision and/or distribution of the corporate communication to H shareholders under the securities regulatory rules of the place where the shares are listed, the Company may, subject to the securities regulatory rules of the place where the Company's shares are listed, also issue or provide the corporate communication to H shareholders by electronic means or publication on the website of the Company or on the website of the stock exchange where the Company's shares are listed, **instead of such delivery by hand or postage prepaid mail.**
New article	**Article 175 Notice of a meeting of shareholders convened by the Company shall be given by way of an announcement or other means recognised by the stock exchange. Notice of a meeting of the Board held by the Company shall be given by other effective means such as hand delivery, fax, post or online means (including email and the information office system of the Company).**

Before Amendment	After Amendment
New article	**Article 180 Where the price paid by the Company for the combination does not exceed ten (10) percent of the net assets of the Company, no resolution of the shareholders' general meeting may be required, unless otherwise provided in the Articles.** **Where the Company does not make a resolution of the Shareholders' general meeting in accordance with the provisions of the preceding paragraph, it shall make a Board resolution.**
Article 170 If the Company is involved in a merger, the parties to the merger shall enter into a merger agreement, and shall prepare a balance sheet and a property list. The Company shall notify its creditors within 10 days as of the date of the resolution for the merger and shall publish an announcement on the designated newspapers ~~and websites~~ within 30 days as of the date of such resolution. A creditor may within 30 days as of receipt of the notice or, in case where he/she fails to receive such notice within 45 days of the date of the announcement, demand the Company to repay its debts or provide guarantees for such debts.	Article 181 If the Company is involved in a merger, the parties to the merger shall enter into a merger agreement, and shall prepare a balance sheet and a property list. The Company shall notify its creditors within 10 days as of the date of the resolution for the merger and shall publish an announcement on the designated newspapers **or the National Enterprise Credit Information Publicity System** within 30 days as of the date of such resolution. A creditor may within 30 days as of receipt of the notice or, in case where he/she fails to receive such notice within 45 days of the date of the announcement, demand the Company to repay its debts or provide guarantees for such debts.

Before Amendment	After Amendment
Article 172 Where there is a division of the Company, its assets shall be divided accordingly. Where there is a division of the Company, a balance sheet and property list shall be prepared. The Company shall notify its creditors within 10 days as of the date of the resolution for the division and shall publish an announcement on the designated newspapers ~~and websites~~ within 30 days as of the date of such resolution.	Article 183 Where there is a division of the Company, its assets shall be divided accordingly. Where there is a division of the Company, a balance sheet and property list shall be prepared. The Company shall notify its creditors within 10 days as of the date of the resolution for the division and shall publish an announcement on the designated newspapers **or the National Enterprise Credit Information Publicity System** within 30 days as of the date of such resolution.
Article 174 Where the Company needs to reduce its registered capital, it must prepare a balance sheet and property list. The Company shall notify its creditors within 10 days as of the date of the resolution for the reduction of its registered capital and shall publish an announcement on the designated newspapers ~~and websites~~ within 30 days as of the date of such resolution. A creditor may within 30 days as of receipt of the notice or, in case where he/she fails to receive such notice within 45 days of the date of the announcement, demand the Company to repay its debts or provide guarantees for such debts. ~~The registered capital of the Company after the reduction shall not be less than the statutory minimum amount.~~	Article 185 Where the Company needs to reduce its registered capital, it must prepare a balance sheet and property list. The Company shall notify its creditors within 10 days as of the date of the resolution for the reduction of its registered capital and shall publish an announcement on the designated newspapers **or the National Enterprise Credit Information Publicity System** within 30 days as of the date of such resolution. A creditor may within 30 days as of receipt of the notice or, in case where he/she fails to receive such notice within 45 days of the date of the announcement, demand the Company to repay its debts or provide guarantees for such debts. **Upon the reduction of registered capital, the Company shall reduce its capital contribution or shares in proportion to the proportion of shares held by shareholders, except as otherwise provided by the laws, regulations, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.**

Before Amendment	After Amendment
New article	**Article 186 Where there are still losses following utilizing capital reserves to offset losses pursuant to the provisions of the Article, the Company may reduce its registered capital to make up the losses. Where the Company reduces its registered capital to make up the losses, it shall not make distribution to its shareholders and shall not waive the obligations of shareholders to make capital contribution or share capital.** **The provisions of the second paragraph of preceding Article shall not apply to reduction of registered capital pursuant to the provisions of the preceding paragraph, but an announcement shall be made on the newspapers designated by the Company or the National Enterprise Credit Information Publicity System within 30 days from passing of the resolution on reduction of registered capital by the shareholders' general meeting.**

Before Amendment	After Amendment
	After the Company has reduced its registered capital pursuant to the provisions of the preceding two paragraphs, no profit shall be distributed before the accumulated amount of the statutory reserve fund and the discretionary reserve fund accounts for 50% of the Company's registered capital. **Article 187 Where the registered capital is reduced in violation of the Company Law and other relevant provisions, shareholders shall refund the capital received thereby; where the shareholders' capital contributions are exempted or reduced, the original status shall be restored; where the Company suffers any loss, the shareholders and the responsible directors and senior management personnel shall bear the liability for compensation.** **Article 188 When the Company issues new shares to increase its registered capital, its shareholders do not enjoy the pre-emptive right, unless otherwise specified in the Articles of Association or decided by the resolution of a shareholders' general meeting that the shareholders enjoy the pre-emptive right.**

Before Amendment	After Amendment
Article 176 The Company shall be dissolved upon the occurrence of any of the following events: … (V) the Company suffers significant hardships in operation and management that cannot be resolved through other means, and its continuation may cause substantial loss in shareholders' interests, shareholders holding 10% or above of the total voting rights ~~(excluding voting rights of the treasury shares)~~ of the Company may plead the people's court to dissolve the Company.	Article 190 The Company shall be dissolved upon the occurrence of any of the following events: … (V) the Company suffers significant hardships in operation and management that cannot be resolved through other means, and its continuation may cause substantial loss in shareholders' interests, shareholders holding 10% or above of the total voting rights of the Company may plead the people's court to dissolve the Company. **If any of the aforementioned dissolution matters occurs, the Company shall announce to the general public through the National Enterprise Credit Information Publicity System within ten days.**
Article 177 If the event (I) of Article 176 of the Articles of Association occurs, the Company may continue to exist by amending the Articles of Association. Amendments to the Articles of Association pursuant to the preceding paragraph shall be subject to the approval of shareholders holding two-thirds or above of the voting rights present at the shareholders' general meetings.	Article 191 If the events (I) and (II) of Article 190 of the Articles of Association occur **and where its assets has not been distributed to the shareholders**, the Company may continue to exist by amending the Articles of Association **or by a resolution made at the shareholders' general meeting**. Amendments to the Articles of Association pursuant to the preceding paragraph **or resolution made at the shareholders' general meeting** shall be subject to the approval of shareholders holding two-thirds or above of the voting rights present at the shareholders' general meetings.

Before Amendment	After Amendment
Article 178 Where the Company is dissolved pursuant to sub-paragraphs (I), (II), (IV) or (V) of Article **176** of the Articles of Association, it shall **establish** a liquidation committee within 15 days as of the dissolution circumstance arises, and the liquidation shall be **started**. The liquidation committee shall be composed of directors ~~or persons determined by the shareholders' general meeting~~. ~~If the liquidation committee is not established to conduct liquidation within the prescribed time limit, the creditors may apply to the people's court to designate relevant personnel to form a liquidation committee to conduct liquidation.~~	Article 192 Where the Company is dissolved pursuant to sub-paragraphs (I), (II), (IV) or (V) of Article **190** of the Articles of Association, it shall **undergo liquidation**. **Directors shall be the obligors of the liquidation** and a liquidation committee shall be established within 15 days upon occurrence of the reason for dissolution to **carry out** liquidation. The liquidation committee shall be composed of the directors, **except as otherwise provided in the Articles of Association, or as otherwise selected by a resolution of the shareholders' general meeting.** **If the obligors of the liquidation fail to discharge their liquidation obligations in a timely manner, thereby causing losses to the Company or creditors, they shall be liable for compensation.**
Article 180 As of the date of its establishment, the liquidation committee shall notify the creditors within 10 days and make a public announcement on the designated newspapers **and websites** within 60 days. Creditors shall, within 30 days as of receipt of the notice or, in case where he/she fails to receive such notice, within 45 days as of the date of the announcement, declare their claims to the liquidation committee. …	Article 194 As of the date of its establishment, the liquidation committee shall notify the creditors within 10 days and make a public announcement on the designated newspapers **or the National Enterprise Credit Information Publicity System** within 60 days. Creditors shall, within 30 days as of receipt of the notice or, in case where he/she fails to receive such notice, within 45 days as of the date of the announcement, declare their claims to the liquidation committee. …

Before Amendment	After Amendment
Article 182 If the liquidation committee, after checking the assets of the Company and preparing a balance sheet and property list, finds that the assets of the Company are insufficient to pay off its debts, it shall file an application to the people's court for a declaration of bankruptcy in accordance with the laws. Upon the declaration of bankruptcy of the Company by the people's court, the liquidation committee shall hand over the liquidation matters to the people's court.	Article 196 If the liquidation committee, after checking the assets of the Company and preparing a balance sheet and property list, finds that the assets of the Company are insufficient to pay off its debts, it shall file an application to the people's court for a declaration of bankruptcy in accordance with the laws. Upon the declaration of bankruptcy of the Company by the people's court, the liquidation committee shall hand over the liquidation matters to **the bankruptcy administrator designated by** the people's court.
Article 184 Members of the liquidation committee **shall be faithful to their duties** and perform their liquidation obligations **in accordance with the law**. Members of the liquidation committee **shall not accept bribes or other unlawful income by virtue of their position, nor shall they misappropriate company assets.** **Members of the liquidation committee who cause loss to the Company or** its creditors through willful misconduct or gross negligence shall bear liability for compensation.	Article 198 Members of the liquidation committee shall perform liquidation **duties**, and **have** duties of **loyalty and diligence**. Where a member of the liquidation committee is **negligent in performing their liquidation duties, thereby causing losses to the Company, he shall be liable for compensation**; Where he/she causes his/her creditors to suffer losses **by reason of intentional misconduct or gross negligence**, he/she shall be liable for compensation.
Article 186 The Company shall amend the Articles of Association in any of the following circumstances: (I) after amendments are made to the Company Law or relevant laws, administrative regulations and securities regulatory rules of the place where the shares of the Company are listed, any term contained in the Articles of Association become inconsistent with the said amendments; …	Article 200 The Company shall amend the Articles of Association in any of the following circumstances: (I) after amendments are made to the Company Law or relevant laws, administrative regulations **and securities regulatory rules of the place where the shares of the Company are listed**, any term contained in the Articles of Association become inconsistent with the said amendments; …

Before Amendment	After Amendment
Article 190 Definitions: (I) Controlling shareholders refer to shareholders whose shares account for more than 50% of the total share capital of the Company; or shareholders who hold less than 50% but whose voting rights, by virtue of the shares held, are sufficient to have a material influence on the resolutions of the shareholders' general meeting~~; or shareholders classified as controlling shareholders under laws, regulations, normative documents and the securities regulatory rules of the place where the Company's shares are listed~~. (II) De facto controller refers to an **individual recognized under the Company Law of the People's Republic of China and other laws, regulations and normative documents as having the ability to actually dominate the Company's behavior**. …	Article 204 Definitions: (I) Controlling shareholders refer to shareholders whose shares account for more than 50% of the total share capital of the Company; or shareholders who hold less than 50% but whose voting rights, by virtue of the shares held, are sufficient to have a material influence on the resolutions of the shareholders' general meeting. (II) De facto controller refers to **a natural person, legal entity, or other organization that through investment relationships, agreement or other arrangements, is able to effectively direct the activities of the Company.** …
Article 192 The Articles of Association is provided in Chinese. In case of discrepancies between any other languages or different versions of articles of association and the Articles of Association, the Chinese version of the Articles of Association after the latest approval and registration by the **competent administration for industry and commerce** shall prevail.	Article 206 The Articles of Association is provided in Chinese. In case of discrepancies between any other languages or different versions of articles of association and the Articles of Association, the Chinese version of the Articles of Association after the latest approval and registration by the **Administration for Market Regulation where the Company operates** shall prevail.

Before Amendment	After Amendment
New article	**Article 207 In case of any contradictions between any matters not covered herein and these Articles of Association and the provisions of the laws, administrative regulations, normative documents and the securities regulatory rules of the place where the shares of the Company are listed, which were promulgated from time to time, the provisions of the laws, administrative regulations, normative documents and the securities regulatory rules of the place where the shares of the Company are listed shall prevail.**
Article 196 After being considered and approved by the shareholders' general meeting, the Articles of Association shall come into effect ~~from the date on which the H Shares issued by the Company commence listing on the Hong Kong Stock Exchange~~.	Article 211 After being considered and approved by the shareholders' general meeting, the Articles of Association shall come into effect. **Since the effective date of the Articles of Association, the original articles of association of the Company shall be automatically invalidated.**

This appendix sets out the proposed amendments to the Articles of Association and its appendices including the Rules of Procedure of the Shareholders' General Meeting and the Rules of Procedure of the Board of Directors. The parts of the relevant documents that have not been modified are indicated by "...", Due to the addition or deletion of articles, the serial numbers of the relevant articles of the policies are also adjusted accordingly and are not listed one by one. As the Company proposes to abolish the Board of Supervisors, all expressions involving "supervisors" or "Board of Supervisors" have been deleted and are not listed one by one. In accordance with the proposed amendments, all expressions related to "股東大會" are changed to "股東會" in the Chinese version, and the English version is unified accordingly. Such amendments to expressions are not listed one by one because they do not involve substantive changes.

Set out below are the details of the amendments to the Rules of Procedure of the Shareholders' General Meeting:

Before Amendment	After Amendment
Article 5 The Company shall engage a lawyer to issue a legal opinion on the following issues and make an announcement when the shareholders' general meeting is convened: (I) whether the convening and convening procedures of the meeting are in compliance with the provisions of laws, administrative regulations~~, the Rules of Procedure~~ and the Articles of Association; …	Article 5 The Company shall engage a lawyer to issue a legal opinion on the following issues and make an announcement when the shareholders' general meeting is convened: (I) whether the convening and convening procedures of the meeting are in compliance with the provisions of laws, administrative regulations and the Articles of Association; …

Before Amendment	After Amendment
Article 8 The **Board of Supervisors** shall be entitled to submit a proposal in writing to the Board of Directors on holding an interim shareholders' general meeting. The Board of Directors shall give a written reply as to whether it agrees or disagrees to hold an interim shareholders' general meeting within 10 days upon receipt of the proposal in accordance with laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association. Where the Board of Directors agrees to hold an interim shareholders' general meeting, a notice of the shareholders' general meeting shall be given within 5 days after the resolution of the Board of Directors is made. Any change to the original proposal in the notice shall be subject to approval from the **Board of Supervisors**. Where the Board of Directors does not agree to hold an interim shareholders' general meeting or fails to give a writing reply within 10 days upon receipt of the proposal, it shall be deemed that the Board of Directors is unable or fails to perform its duty of convening a shareholders' general meeting. In such a case, the **Board of Supervisors** may convene and preside over the meeting on its own.	Article 8 The **Audit Committee** shall be entitled to submit a proposal in writing to the Board of Directors on holding an interim shareholders' general meeting. The Board of Directors shall give a written reply as to whether it agrees or disagrees to hold an interim shareholders' general meeting within 10 days upon receipt of the proposal in accordance with laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association. Where the Board of Directors agrees to hold an interim shareholders' general meeting, a notice of the shareholders' general meeting shall be given within 5 days after the resolution of the Board of Directors is made. Any change to the original proposal in the notice shall be subject to approval from the **Audit Committee**. Where the Board of Directors does not agree to hold an interim shareholders' general meeting or fails to give a writing reply within 10 days upon receipt of the proposal, it shall be deemed that the Board of Directors is unable or fails to perform its duty of convening a shareholders' general meeting. In such a case, the **Audit Committee** may convene and preside over the meeting on its own.

Before Amendment	After Amendment
Article 9 ~~Ordinary~~ shareholders who individually or together hold 10% or more of the shares ~~(including preference shareholders whose voting rights have been restored)~~ of the Company shall have the right to request the Board of Directors to convene an interim shareholders' general meeting and such a request shall be made to the Board of Directors in writing. The Board of Directors shall give a written reply as to whether it agrees or disagrees to hold an interim shareholders' general meeting within 10 days upon receipt of the request in accordance with laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association. Where the Board of Directors agrees to hold an interim shareholders' general meeting, it shall issue a notice of the shareholders' general meeting within 5 days after the resolution is made. Any change to the original request in the notice shall be subject to approval from the relevant shareholders. Where the Board of Directors does not agree to hold an interim shareholders' general meeting or fails to give a reply within 10 days upon receipt of the request, ~~ordinary~~ shareholders who individually or together hold 10% or more of the shares ~~(including preferred shareholders with restored voting rights)~~ of the Company shall have the right to submit a proposal to the **Board of Supervisors** on holding an interim shareholders' general meeting and such request shall be made to the Board of Supervisors in writing.	Article 9 Shareholders who individually or together hold 10% or more of the shares of the Company shall have the right to request the Board of Directors to convene an interim shareholders' general meeting and such a request shall be made to the Board of Directors in writing. The Board of Directors shall give a written reply as to whether it agrees or disagrees to hold an interim shareholders' general meeting within 10 days upon receipt of the request in accordance with laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association. Where the Board of Directors agrees to hold an interim shareholders' general meeting, it shall issue a notice of the shareholders' general meeting within 5 days after the resolution is made. Any change to the original request in the notice shall be subject to approval from the relevant shareholders. Where the Board of Directors does not agree to hold an interim shareholders' general meeting or fails to give a reply within 10 days upon receipt of the request, shareholders who individually or together hold 10% or more of the shares of the Company shall have the right to submit a proposal to the **Audit Committee** on holding an interim shareholders' general meeting and such request shall be made to the Audit Committee in writing.

Before Amendment	After Amendment
Where the **Board of Supervisors** agrees to hold an interim shareholders' general meeting, it shall issue a notice of the shareholders' general meeting within 5 days after receiving the request. Any changes to the original proposal in the notice shall be approved by the relevant shareholders. Where the **Board of Supervisors** fails to give the notice of the shareholders' general meeting within the specified time limit, it shall be deemed that the **Board of Supervisors** does not convene or preside over the meeting, in which case, ~~ordinary~~ shareholders who individually or together hold 10% or more of the shares ~~(including preference shareholders whose voting rights have been restored)~~ of the Company for 90 or more consecutive days may convene and preside over the meeting on their own.	Where the **Audit Committee** agrees to hold an interim shareholders' general meeting, it shall issue a notice of the shareholders' general meeting within 5 days after receiving the request. Any changes to the original proposal in the notice shall be approved by the relevant shareholders. Where the **Audit Committee** fails to give the notice of the shareholders' general meeting within the specified time limit, it shall be deemed that the **Audit Committee** does not convene or preside over the meeting, in which case, shareholders who individually or together hold 10% or more of the shares of the Company for 90 or more consecutive days may convene and preside over the meeting on their own.
Article 10 Where the **Board of Supervisors** or shareholders decide to convene a shareholders' general meeting on their own, they must notify the Board of Directors in writing and file with the stock exchange. Prior to the announcement of the resolution of the shareholders' general meeting, the proportion of shares held by the convening ~~ordinary~~ shareholders ~~(including preference shareholders whose voting rights have been restored)~~ shall not be less than 10%. The **Board of Supervisors** or the convening shareholders shall, upon issuing the notice of the shareholders' general meeting and the announcement of the resolutions of the shareholders' general meeting, submit the relevant proof materials to the stock exchange.	Article 10 Where the **Audit Committee** or shareholders decide to convene a shareholders' general meeting on their own, they must notify the Board of Directors in writing and file with the stock exchange where the Company's shares are listed. Prior to the announcement of the resolution of the shareholders' general meeting, the proportion of shares held by the convening shareholders shall not be less than 10%. The **Audit Committee** or the convening shareholders shall, upon issuing the notice of the shareholders' general meeting and the announcement of the resolutions of the shareholders' general meeting, submit the relevant proof materials to the stock exchange where the Company's shares are listed.

Before Amendment	After Amendment
Article 11 The Board of Directors and the secretary to the Board of Directors should cooperate with the **Board of Supervisors** or shareholders to convene shareholders' general meetings on their own. The Board of Directors shall provide the register of shareholders on the record date of equity interests. If the Board of Directors fails to provide the register of shareholders, the convener may apply to the securities registration and clearing authority to obtain it upon presentation of the announcement relating to the notice of the shareholders' general meeting. Register of shareholders obtained by the convening shareholders shall not be used for any purpose other than the convening of the shareholders' general meeting.	Article 11 The Board of Directors and the secretary to the Board of Directors should cooperate with the **Audit Committee** or shareholders to convene shareholders' general meetings on their own. The Board of Directors shall provide the register of shareholders on the record date of equity interests. If the Board of Directors fails to provide the register of shareholders, the convener may apply to the securities registration and clearing authority to obtain it upon presentation of the announcement relating to the notice of the shareholders' general meeting. Register of shareholders obtained by the convening shareholders shall not be used for any purpose other than the convening of the shareholders' general meeting.
Article 12 Where the shareholders' general meeting is convened independently by the **Board of Supervisors** or shareholders, all necessary costs and expenses of the meeting shall be borne by the Company.	Article 12 Where the shareholders' general meeting is convened independently by the **Audit Committee** or shareholders, all necessary costs and expenses of the meeting shall be borne by the Company.
Article 14 ~~Ordinary~~ Shareholders ~~(including preference shareholders whose voting rights have been restored)~~ individually or together holding **3%** or more of the shares of the Company can put forward a temporary proposal 10 days before the shareholders' general meeting is held and submit the proposal to the convener of the meeting in writing…	Article 14 Shareholders individually or together holding **1%** or more of the shares of the Company can put forward a temporary proposal 10 days before the shareholders' general meeting is held and submit the proposal to the convener of the meeting in writing…

Before Amendment	After Amendment
Article 15 The convener shall notify each ~~ordinary~~ shareholder ~~(including preference shareholders whose voting rights have been restored)~~ **20 days** prior to an annual shareholders' general meeting by way of announcements and shall notify each ~~ordinary~~ shareholder ~~(including preference shareholders whose voting rights have been restored)~~ 15 days prior to an interim shareholders' general meeting. For the purpose of calculating the starting date, the day on which the meeting is held shall be excluded.	Article 15 The convener shall notify each shareholder **21 days** prior to an annual shareholders' general meeting by way of announcements and shall notify each shareholder 15 days prior to an interim shareholders' general meeting. For the purpose of calculating the starting date, the day on which the meeting is held shall be excluded.
New article	Article 16 **Notice of a shareholders' general meeting shall include the following contents:** **(I) the date, venue and duration of the meeting;** **(II) matters and proposals to be considered at the meeting;** **(III) an express statement that the entire ordinary shareholders (including preference shareholders whose voting rights have been restored) are entitled to attend the shareholders' general meeting, and to appoint proxy(ies) in writing to attend and vote on his/her behalf at the meeting, and that a proxy needs not be a shareholder of the Company;** **(IV) the record date on which the shareholders are entitled to attend the shareholders' general meeting;** **(V) the name and telephone number of permanent contact persons for the affairs of the meeting;** **(VI) the voting time and procedure via internet or through other means (if any).**

Before Amendment	After Amendment
Article 23 All ~~ordinary~~ shareholders registered on the record date ~~(including shareholders whose voting rights have been restored in respect of preference shares)~~ or their proxies shall be entitled to attend the shareholders' general meetings, and the Company or the convener(s) shall not refuse them for whatever reasons. ~~The holders of preference shares are not entitled to attend any shareholders' general meeting of the Company nor do the preference shares carry voting rights in any shareholders' general meeting. However, in the following circumstances, the Company shall notify holders of preference shares of the shareholders' general meeting and follow the notice procedures to holders of ordinary shares as provided under the Company Law and the Articles of Association of the Company. The holders of preference shares are entitled to vote separately from holders of ordinary shares when attending a shareholder's general meeting and each preference share shall have one vote (preference shares held by the Company do not entitle the Company to vote):~~ ~~(I) amendments to the Articles of Association that relate to preference shares;~~ ~~(II) reduction of the registered capital of the Company by more than 10% on a single or aggregate basis;~~	Article 24 All shareholders registered on the record date or their proxies shall be entitled to attend the shareholders' general meetings, and the Company or the convener(s) shall not refuse them for whatever reasons. **Shareholders present at a shareholders' general meeting have one vote for each share they hold, except the shareholders of classified shares. However, shares held by the Company itself are not entitled to any voting rights.** **For companies that issue class shares, if there are matters that may affect the rights of shareholders of class shares as stipulated in the third paragraph of Article 116 of the Company Law and the provisions of the CSRC, in addition to being subject to a special resolution of the shareholders' general meeting, they shall also be approved by more than two-thirds of the voting rights held by the shareholders present at the meeting of any class of shareholders. For the purpose of this Article, A Shares and H Shares of the Company shall be deemed as same class of shares.** **The resolutions and the number of voting rights of shareholders of class shares shall comply with the provisions of laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.**

Before Amendment	After Amendment
~~(III) merger, division, dissolution or change of corporate form of the Company;~~ ~~(IV) issuance of preference shares;~~ ~~(V) other events specified in the Articles of Association of the Company.~~ ~~Resolutions relating to the above matters shall be approved by more than two-thirds of the votes held by ordinary shareholders present at the meeting (including holders of preference shares with restored voting rights) and by more than two thirds of the votes held by holders of preference shares present at the meeting (excluding preference shareholders whose voting rights have been restored).~~	
Article 26 **When the shareholders' general meeting is convened, all of the Company's directors, supervisors and secretary of the Board shall attend the meeting, and the general manager and other senior management personnel shall attend the meeting as non-voting attendees.**	Article 27 **If directors or senior management are required to attend the shareholders' general meeting, they shall do so and shall answer inquiries from shareholders.**
Article 27 The Chairman of the Board shall preside over the shareholders' general meeting. In the event that the Chairman is unable to perform his/her duties or fails to perform his/her duties, ~~more than half~~ of the directors shall jointly elect a director to preside.	Article 28 The Chairman of the Board shall preside over the shareholders' general meeting. In the event that the Chairman is unable to perform his/her duties or fails to perform his/her duties, **the majority** of the directors shall jointly elect a director to preside.

Before Amendment	After Amendment
The Chairman of the Board of Supervisors shall preside over any general meeting convened by the **Board of Supervisors** itself. In the event that **the Chairman of the Board of Supervisors** is unable to perform his/her duties or fails to perform his/her duties, a **supervisor** shall be jointly elected by more than half of the **supervisors** to preside over the meeting. A general meeting convened by the shareholders themselves shall be presided over by a representative elected by the convenors. If the presiding officer of a general meeting violates the rules of procedure and makes it impossible for the meeting to continue, the shareholders' general meeting may elect a person to act as the presiding officer and continue the meeting with the consent of the shareholders present on-site at the shareholders' general meeting and having the right to vote in the majority of the shareholders' general meeting.	**The convener of the Audit Committee** shall preside over any general meeting convened by the **Audit Committee** itself. In the event that **the convener of the Audit Committee** is unable to perform his/her duties or fails to perform his/her duties, a **member of the Audit Committee** shall be jointly elected by more than half of **members of the Audit Committee** to preside over the meeting. A general meeting convened by the shareholders themselves shall be presided over by a representative elected by the convenors. If the presiding officer of a **shareholders'** general meeting violates the rules of procedure and makes it impossible for the meeting to continue, the shareholders' general meeting may elect a person to act as the presiding officer and continue the meeting with the consent of the shareholders present on-site at the shareholders' general meeting and having the right to vote in the majority of the shareholders' general meeting.

Before Amendment	After Amendment
Article 32 When the shareholders' general meeting votes on the election of directors ~~and supervisors~~, the cumulative voting system may be adopted in accordance with the provisions of these Articles of Association or a resolution of the shareholders' general meeting. The cumulative voting system shall be adopted when a single shareholder of the Company and the persons acting in concert are interested in thirty percent or above of the shares. The cumulative voting system referred to in the preceding paragraph means that when a general meeting elects directors ~~or supervisors~~, each ordinary share (including preferred shares with restored voting rights) shall have the same number of voting rights as the number of directors ~~or supervisors~~ to be elected, and the voting rights owned by the shareholders may be centrally used.	Article 33 When the shareholders' general meeting votes on the election of directors, the cumulative voting system may be adopted in accordance with the provisions of these Articles of Association or a resolution of the shareholders' general meeting. **When two or more independent directors are proposed to be elected at a shareholders' general meeting, the cumulative voting system shall be adopted.** The cumulative voting system shall be adopted when a single shareholder of the Company and the persons acting in concert are interested in thirty percent or above of the shares. The cumulative voting system referred to in the preceding paragraph means that when a **shareholders'** general meeting elects directors, each ordinary share (including preferred shares with restored voting rights) shall have the same number of voting rights as the number of directors to be elected, and the voting rights owned by the shareholders may be centrally used.
Article 39 Resolutions of a general meeting shall be announced in a timely manner, and the announcement shall set out the number of shareholders and proxies attending the meeting, the total number of shares holding voting rights and their proportion to the total number of voting shares of the Company, voting manner of, voting results on each proposal and the details of each resolution adopted.	Article 40 Resolutions of a **shareholders'** general meeting shall be announced in a timely manner, and the announcement shall set out the number of shareholders and proxies attending the meeting, the total number of shares holding voting rights and their proportion to the total number of voting shares of the Company, voting manner of, voting results on each proposal and the details of each resolution adopted.

Before Amendment	After Amendment
~~When the Company issuing preferred shares conducts a vote on matters listed in paragraph 2 of Article 23 herein, it shall separately tally and announce the attendance and voting status of ordinary shareholders (including preference shareholders whose voting rights have been restored) and preferred shareholders (excluding preference shareholders whose voting rights have been restored).~~ The Company, which offers domestic listed foreign-invested shares, shall separately conduct statistics and announce the attendance and voting situations of shareholders of domestic-invested shares and foreign-invested shares.	The Company, which offers domestic listed foreign-invested shares **and shares of particular classes**, shall separately conduct statistics and announce the attendance and voting situations of shareholders of domestic-invested shares and foreign-invested shares**, ordinary shareholders (including shareholders whose voting rights have been restored in respect of preference shares), and shareholders of particular classes of shares**.
Article 46 A resolution of the shareholders' general meeting may be declared void if the content contravenes the laws or administrative regulations. The controlling shareholder(s) and de facto controller(s) of the Company should not restrict or obstruct the minority shareholders from exercising their legitimate voting rights, and should not prejudice the legitimate interests of the Company and minority investors. If the convening procedure or voting method of a shareholders' general meeting contravenes the laws, administrative regulations or the Articles of Association, or if the contents of the resolutions of such meetings contravene the Articles of Association, the shareholders can request the people's court to revoke the resolution within 60 days of the resolution.	Article 47 A resolution of the shareholders' general meeting may be declared void if the content contravenes the laws or administrative regulations. The controlling shareholder(s) and de facto controller(s) of the Company should not restrict or obstruct the minority shareholders from exercising their legitimate voting rights, and should not prejudice the legitimate interests of the Company and minority investors. If the convening procedure or voting method of a shareholders' general meeting contravenes the laws, administrative regulations or the Articles of Association, or if the contents of the resolutions of such meetings contravene the Articles of Association, the shareholders can request the people's court to revoke the resolution within 60 days of the resolution**, except where the convening procedures or voting methods of the shareholders' general meeting have only minor defects that produce no substantial effect on the resolution**.

Before Amendment	After Amendment
Article 50 After being considered and approved by the shareholders' general meeting, the Articles of Association shall come into effect ~~from the date on which the H Shares issued by the Company commence listing on the Hong Kong Stock Exchange~~.	Article 51 After being considered and approved by the shareholders' general meeting, the Articles of Association shall come into effect.

This appendix sets out the proposed amendments to the Articles of Association and its appendices including the Rules of Procedure of the Shareholders' General Meeting and the Rules of Procedure of the Board of Directors. The parts of the relevant documents that have not been modified are indicated by "...", Due to the addition or deletion of articles, the serial numbers of the relevant articles of the policies are also adjusted accordingly and are not listed one by one. As the Company proposes to abolish the Board of Supervisors, all expressions involving "supervisors" or "Board of Supervisors" have been deleted and are not listed one by one. In accordance with the proposed amendments, all expressions related to "股東大會" are changed to "股東會" in the Chinese version, and the English version is unified accordingly. Such amendments to expressions are not listed one by one because they do not involve substantive changes.

Set out below are the details of the amendments to the Rules of Procedure of the Board of Directors:

Before Amendment	After Amendment
Article 4 The Board of Directors consists of **[6]** directors, including **[3] independent directors**.	Article 4 The Board of Directors consists of **7** directors, including **3 independent directors and one employee representative director**.
Article 6 The Board of Directors exercises the following functions and powers: (I) to convene shareholders' general meetings and report on its work to the shareholders' general meeting; (II) to implement the resolutions of the shareholders' general meetings; (III) to decide on the Company's business plans and investment plans; ~~(IV) to formulate the Company's annual financial budget plan and final account plan;~~ (V) to formulate the Company's profit distribution plan and loss recovery plan;	Article 6 The Board of Directors exercises the following functions and powers: (I) to convene shareholders' general meetings and report on its work to the shareholders' general meeting; (II) to implement the resolutions of the shareholders' general meetings; (III) to decide on the Company's business plans and investment plans; (IV) to formulate proposals for the increase or reduction of the Company's registered capital, issuance of bonds or other securities, and listing plans;

Before Amendment	After Amendment
…	…
(XIV) to propose to the shareholders' general meeting the appointment or change of the accounting firm acting as the auditors of our Company;	(XIII) to propose to the shareholders' general meeting the appointment or change of the accounting firm acting as the auditors of our Company;
(XV) to receive the work report of the Company's general manager and examine the general manager's work;	(XIV) to receive the work report of the Company's general manager and examine the general manager's work;
(XVI) other functions and powers conferred by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed or the Articles of Association and the general meeting.	(XV) other functions and powers conferred by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed or the Articles of Association and the **shareholders'** general meeting.

Before Amendment	After Amendment
New article	**Article 9 The Board shall determine the authority of external investment, acquisition and sale of assets, asset mortgages, external guarantee matters, entrusted wealth management, connected transactions, external donations, etc., and establish strict review and decision-making procedures; major investment projects shall be organized to be evaluated by relevant experts and professionals and reported to the shareholders' general meeting for approval.** **Matters stipulated in Article 8 (except for the provision of guarantees and financial assistance) shall also be proposed at the shareholders' general meeting for consideration if they meet one of the following criteria:** **(I) if the total assets involved in the transaction account for more than 50% of the Company's latest audited total assets; if the total assets involved in the transaction have both book value and appraised value, the higher one shall prevail;** **(II) if the relevant operating income of the subject matter of the transaction (e.g. equity) in the latest accounting year accounts for more than 50% of the audited operating income of the Company in the latest accounting year, and the absolute amount exceeds RMB50 million;**

Before Amendment	After Amendment
	(III) if the relevant net profit of the subject matter of the transaction (e.g. equity) in the latest accounting year accounts for more than 50% of the audited net profit of the Company in the latest accounting year, and the absolute amount exceeds RMB5 million; **(IV) if the transaction amount (including assumed debts and expenses) of the transaction accounts for more than 50% of the Company's latest audited net assets, and the absolute amount exceeds RMB50 million;** **(V) if the profits arising from the transaction account for more than 50% of the audited net profit of the Company in the latest accounting year, and the absolute amount exceeds RMB5 million.**

Before Amendment	After Amendment
New article	**Article 11 The provision of financial assistance by the Company shall be approved and resolved by more than two-thirds of the directors present at the meeting of the Board, and the related information disclosure obligations shall be fulfilled in a timely manner.** **The financial assistance provided by the Company shall be submitted to the shareholders' general meeting for consideration after consideration and approval by the Board if it falls under any of the following circumstances:** **(I) The latest audited asset-liability ratio of the target of financial assistance exceeds 70%;** **(II) The amount of single financial assistance or the aggregated amount of financial assistance provided in 12 consecutive months exceeds 10% of the Company's latest audited net assets;** **(III) Other circumstances as stipulated by the stock exchange where the Company's shares are listed or the Articles of Association.** **If the target of financial assistance provided by the Company is a controlling subsidiary included in the consolidated financial statements of the Company and owned as to over 50% by the Company, and no any other shareholders of such holding subsidiary are the controlling shareholder, the de facto controller and their associates of the Company, such financial assistance shall be exempted from the provisions of the preceding two paragraphs.**

Before Amendment	After Amendment
Article 10 The Chairman of the Board shall exercise the following functions and powers: (I) to preside over the general meetings and to convene and preside over the meetings of the Board; … (VII) In the event of an emergency caused by force majeure, exercise special decision-making and disposal powers over the affairs of the Company affairs in its interests and in compliance with legal provisions, the securities regulatory rules of the place where the Company's shares are listed, and promptly report such actions to the Board of Directors and the shareholders' general meeting afterward. (VIII) other functions and powers authorized by the Articles of Association or the Board of Directors. If the Chairman of the Board is unable to perform his/her duties, ~~the vice-chairman shall perform his/her duties; if the vice-chairman of the Board is unable to perform his/her duties or fails to perform his/her duties,~~ the majority of the directors shall jointly elect a director to perform his/her duties.	Article 12 The Chairman of the Board shall exercise the following functions and powers: (I) to preside over the **shareholders'** general meetings and to convene and preside over the meetings of the Board; … (VII) In the event of an emergency caused by force majeure, exercise special decision-making and disposal powers over the affairs of the Company in its interests and in compliance with legal provisions, the securities regulatory rules of the place where the Company's shares are listed, and promptly report such actions to the Board of Directors and the shareholders' general meeting afterward. (VIII) other functions and powers authorized by the Articles of Association or the Board of Directors. If the Chairman of the Board is unable to perform his/her duties, the majority of the directors shall jointly elect a director to perform his/her duties.
Article 12 The Board of Directors shall convene at least **one regular meeting each in the first and second half of the year**, to be convened by the Chairman. Notice of the meeting in writing should be served on all of the directors and supervisors **ten days** before the date of the meeting.	Article 14 Meetings of the Board should be held at least **four times** every year and convened by the Chairman. Notice of the meeting in writing should be served on all of the directors **14 days** before the date of the meeting.

Before Amendment	After Amendment
Article 15 An interim Board meeting may be convened upon the proposal of shareholders representing more than one tenth of the voting rights, more than one third of the directors or the **Board of Supervisors**. Chairman of the Board of Directors shall convene and chair the board meeting within 10 days after receiving such proposal.	Article 17 An interim Board meeting may be convened upon the proposal of shareholders representing more than one tenth of the voting rights, more than one third of the directors or the **Audit Committee**. Chairman of the Board of Directors shall convene and chair the board meeting within 10 days after receiving such proposal.
Article 17 The Chairman of the Board shall convene and preside over the meetings of the Board. In the event that the Chairman is unable to perform his/her duties or fails to perform his/her duties, ~~more than half~~ of the directors shall jointly elect a director to convene and preside.	Article 19 The Chairman of the Board shall convene and preside over the meetings of the Board. In the event that the Chairman is unable to perform his/her duties or fails to perform his/her duties, **the majority** of the directors shall jointly elect a director to convene and preside.
~~Article 37 The Board of Directors shall resolve matters concerning guarantees within its authority in accordance with the provisions of the Articles of Association. Such resolutions shall require not only the approval of a majority of all directors of the company, but also the consent of more than two-thirds of the directors present at the meeting who are entitled to vote.~~	**Deleted**
Article 43 If, in the opinion of one half or more of the attending directors or of two or more independent directors, **a certain proposal is unclear or unspecific, or they being unable to form a judgment on the relevant matter due to the meeting materials are inadequate or other reasons, then the chairman of the meeting shall demand that the voting be postponed in the meeting.** **The directors who propose to suspend voting shall** provide explicit prerequisites **for the proposal** to be resubmitted for consideration.	Article 44 If, in the opinion of one half or more of the attending directors or of two or more independent directors **that the meeting materials are incomplete, or the argument is not sufficient or the provision is not timely, they may jointly propose in writing to the Board of Directors to postpone the meeting or the deliberation of the matter, and the Board of Directors shall adopt the opinion and the Company shall disclose relevant information.** **The directors who propose to postpone the meeting or the deliberation of the matter** shall provide explicit prerequisites for the proposal to be resubmitted for consideration.

Before Amendment	After Amendment
Article 44 The Secretary of the Board shall arrange for staff from the Securities Department to take minutes of the Board meetings. The meeting minutes shall include the following: **(I) the session of the meeting, date, time, venue and form of convening the meeting;** **(II) information on giving the notice of the meeting;** **(III) the name of the convener and the name of the chairman of the meeting;** **(IV) attendance of directors in person or by proxy;** **(V) the proposals considered at the meeting, the gist of each director's presentation and main comments on the related matters, and his or her intention to vote on the proposals;** (VI) the voting method and result of **each proposal** (specifying numbers of affirmative, opposing and abstention votes); **(VII) other matters to be recorded as the directors attending the meeting consider appropriate.**	Article 45 The Secretary of the Board shall arrange for staff from the Securities Department to take minutes of the Board meetings. The meeting minutes shall include the following: **(I) date and place of the meeting and the name of the convenor;** **(II) names of the directors present and the names of the directors (proxies) who have been delegated to attend the Board;** **(III) agenda of the meeting;** **(IV) speaking points of directors;** (V) manner and result of voting on **each resolution** (the result of the voting shall indicate the number of votes in favor, against or abstentions).
Article 53 After being amended by the Board of Directors and approved by the shareholders' general meeting, the Articles of Association shall come into effect ~~from the date on which the H Shares issued by the Company commence listing on The Stock Exchange of Hong Kong Limited~~.	Article 54 After being amended by the Board of Directors and approved by the shareholders' general meeting, the Articles of Association shall come into effect. **The same shall apply to any amendments.**

This appendix sets out the proposed amendments to the governance systems of the Company. The parts of the relevant documents that have not been modified are indicated by "...". Due to the addition or deletion of articles, the serial number of relevant articles of the policies are also adjusted accordingly and are not listed one by one. As the Company proposes to abolish the Board of Supervisors, all expressions involving "supervisors" or "Board of Supervisors" have been deleted and are not listed one by one. In accordance with the proposed amendments, all expressions related to "股東大會" are changed to "股東會" in the Chinese version, and the English version is unified accordingly. Such amendments to expressions are not listed one by one because they do not involve substantive changes.

Set out below are the details of the amendments to the Working Rules for Independent Directors of the Company.

Before Amendment	After Amendment
Article 4 … The Company ~~shall~~ establish an Audit Committee, a Nomination Committee, and a Remuneration and Appraisal Committee within the Board. The members of the Audit Committee shall be directors who do not hold senior management positions in the listed company, of whom a majority shall be independent directors, and shall be convened by a member of the independent directors who is an accounting professional, with at least one of the independent directors possessing appropriate professional qualifications or appropriate accounting or related financial management expertise as required under the Hong Kong Listing Rules. The independent directors in the Nomination Committee and the Remuneration and Appraisal Committee shall account for more than half and serve as the convener. ~~The Company may establish specialized committees, such as a strategy committee within the Board as needed.~~	Article 5 … The Company **may** establish an Audit Committee, a Nomination Committee, a Remuneration and Appraisal Committee **and a Strategy and Investment Committee** within the Board. The members of the Audit Committee shall be directors who do not hold senior management positions in the listed company, of whom a majority shall be independent directors, and shall be convened by a member of the independent directors who is an accounting professional, with at least one of the independent directors possessing appropriate professional qualifications or appropriate accounting or related financial management expertise as required under the Hong Kong Listing Rules. The independent directors in the Nomination Committee and the Remuneration and Appraisal Committee shall account for more than half and serve as the convener.

Before Amendment	After Amendment
~~Article 24 When engaging in futures and derivatives trading, the Company shall prepare a feasibility analysis report and submit it to the Board for consideration, and the independent directors shall express their specific opinions.~~	**Deleted**
Article 40 These rules are formulated by the Board and shall come into effect~~ and be implemented from the date on which the H Shares issued by the Company commence listing on the Hong Kong Stock Exchange,~~ after being considered and approved by the general meeting. These rules shall be interpreted by the Board of the Company.	Article 39 These rules are formulated by the Board and shall come into effect after being considered and approved by the **shareholders'** general meeting. These rules shall be interpreted by the Board of the Company.

This appendix sets out the proposed amendments to the governance systems of the Company. The parts of the relevant documents that have not been modified are indicated by "...". Due to the addition or deletion of articles, the serial number of relevant articles of the policies are also adjusted accordingly and are not listed one by one. As the Company proposes to abolish the Board of Supervisors, all expressions involving "supervisors" or "Board of Supervisors" have been deleted and are not listed one by one. In accordance with the proposed amendments, all expressions related to "股東大會" are changed to "股東會" in the Chinese version, and the English version is unified accordingly. Such amendments to expressions are not listed one by one because they do not involve substantive changes.

Set out below are the details of the amendments to the Remuneration System for the Directors and Senior Management of the Company.

Before Amendment	After Amendment
Article 1 In order to further refine the incentive and accountability mechanisms of Fibocom Wireless Inc. (hereinafter referred to as the "Company"), and to boost the initiative of the directors~~, supervisors~~ and senior management of the Company, these rules are formulated based on the actual conditions of the Company in accordance with **the provisions of** the relevant national laws, regulations, and the Articles of Association.	Article 1 In order to further refine the incentive and accountability mechanisms of Fibocom Wireless Inc. (hereinafter referred to as the "Company"), and to boost the initiative of the directors and senior management of the Company, these rules are formulated based on the actual conditions of the Company in accordance with the relevant national laws, regulations, **securities regulatory rules of the place where the Company's shares are listed,** and the Articles of Association.
Article 1 The directors~~, supervisors~~ and senior management subject to the System include: directors, ~~supervisors,~~ general managers, deputy general managers, chief financial officers, board secretaries, and other senior management of the Company (hereinafter referred to as the "senior management"). ...	Article 2 The directors and senior management subject to the System include: directors, general managers, deputy general managers, chief financial officers, board secretaries, and other senior management of the Company **as determined by the Board of the Company** (hereinafter referred to as the "senior management"). ...

Before Amendment	After Amendment
The Remuneration and Appraisal Committee of the Board is a specialized body responsible for determining compensation plans for senior management, managing compensation, conducting evaluations, and exercising oversight. The compensation plans for directors and supervisors, as well as the allowance plan for independent directors, formulated by the Remuneration and Appraisal Committee of the Board shall be implemented upon approval by the shareholders' general meeting of the Company.	The Remuneration and Appraisal Committee of the Board is a specialized body responsible for determining compensation plans for **directors and** senior management, managing compensation, conducting evaluations, and exercising oversight. The compensation plans for directors and supervisors, as well as the allowance plan for independent directors, formulated by the Remuneration and Appraisal Committee of the Board shall be implemented upon approval by the shareholders' general meeting of the Company.
Article 4 The remuneration plans for directors~~ and supervisors~~ of the Company shall be determined with reference to those of companies in the same industry or of comparable scale, and in consideration of the operational performance of the Company. Regarding the annual remunerations of directors~~, supervisors~~ and senior management, such remunerations are subject to individual income tax withheld and remitted by the Company. …	Article 4 The remuneration plans for directors of the Company shall be determined with reference to those of companies in the same industry or of comparable scale, and in consideration of the operational performance of the Company. The annual remunerations of directors and senior management **consist of, among others, basic salary, performance-based remuneration, and medium-to-long-term incentive income. The proportion of performance-based remuneration shall, in principle, account for no less than 50% of the sum of basic salary and performance-based remuneration.** Such remunerations are subject to individual income tax withheld and remitted by the Company. …

Before Amendment	After Amendment
New article	**Article 5 If the Company shifts from profit to loss or experiences an increase in losses compared to the previous fiscal year, and the average performance-based remuneration of directors and senior management does not decrease accordingly, the reasons shall be disclosed.**
New article	**Article 6 The remuneration plans for directors and senior management of the Company shall be formulated by the Remuneration and Appraisal Committee of the Board, clearly defining the basis for determining remuneration and its specific components. The remuneration plans for directors shall be determined by the shareholders' general meeting and disclosed accordingly. When the Board or the Remuneration and Appraisal Committee evaluates an individual director or discusses his/her remuneration, such director shall abstain from participation.** **The remuneration plans for senior management shall be approved by the Board, explained to the shareholders' general meeting, and fully disclosed.** **In the event of losses incurred, special explanations shall be provided at each stage of review process for the remuneration of directors and senior management, clarifying whether changes in their remuneration align with performance-linked requirements.**

Before Amendment	After Amendment
	When conducting internal control audits, accounting firms shall place particular emphasis on the effectiveness of performance appraisal controls and whether remuneration disbursements comply with internal control requirements.
Article 9 ~~Performance bonuses shall be disbursed to senior management on a semi-annual basis according to their performance evaluations.~~ **The individual performance bonuses for senior management shall be linked to the operational targets of the Company. Upon fulfillment of the annual operational targets of the Company, the aforementioned personnel may receive their individual performance bonuses within a defined ceiling.**	Article 11 **The determination and payment of performance-based remuneration and medium-to-long-term incentive income of directors and senior management of the Company shall be based primarily on performance evaluations.** **The Company shall stipulate that a certain proportion of performance-based remuneration for directors and senior management be paid after the disclosure of the annual report and the completion of the performance evaluations. Such performance evaluations shall be conducted based on audited financial data.** **When the Company makes retrospective restatements for its financial report due to misstatements such as financial fraud, it shall promptly reassess the performance-based remuneration and medium-to-long-term incentive income of directors and senior management and recover any excess payments accordingly.**

Before Amendment	After Amendment
Article 10 ~~Where a~~Any director~~, supervisor,~~ or senior management~~ commits a serious violation of law or other conduct prohibited by laws or regulations during his/her term of office, the Board of the Company shall have the authority to decide to reduce or forfeit his/her annual remuneration, and such amount retained by the Company~~.	Article 13 **Where** any director or senior management **breaches his/her fiduciary duties and causes losses to the Company, or holds liable for illegal or non-compliant conduct such as financial fraud, fund misappropriation, or unauthorized guarantees, the Company shall reduce or suspend the payment of any outstanding performance-based remuneration and medium-to-long-term incentive income subject to the severity of the circumstances. The Company shall also recover in full or in part the performance-based remuneration and medium-to-long-term incentive income already paid during the period in which the relevant conduct occurred.**
Article 11 Following the conclusion of each completed fiscal year, the Remuneration and Appraisal Committee of the Board shall evaluate the performance of the senior management of the Company based on **the operation plan for the previous year**, thereby determining the specific annual remuneration amounts and payment methods for each senior management.	Article 14 Following the conclusion of each completed fiscal year, the Remuneration and Appraisal Committee of the Board shall evaluate the performance of the **directors and** senior management of the Company based on **factors such as the operating results of the Company, individual performance, and remuneration plans for the previous fiscal year**, thereby determining the specific annual remuneration amounts and payment methods for each **director and** senior management.
Article 12 These rules shall be implemented after obtaining **approval** from the Board and being considered and adopted at the general meeting. The same procedure shall apply to any amendments.	Article 15 These rules shall **come into effect and** be implemented after being **reviewed** by the Board and being considered and adopted at the **shareholders'** general meeting. The same procedure shall apply to any amendments.

Before Amendment	After Amendment
Article 13 Matters not covered in these rules **shall be implemented in accordance with the relevant national laws, regulations and the Articles of Association**.	Article 16 Matters not covered in these rules **or in the event of any conflicts between these rules and the provisions of current laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association, the provisions of such laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association shall prevail**.

This appendix sets out the proposed amendments to the governance systems of the Company. The parts of the relevant documents that have not been modified are indicated by "...". Due to the addition or deletion of articles, the serial number of relevant articles of the policies are also adjusted accordingly and are not listed one by one. As the Company proposes to abolish the Board of Supervisors, all expressions involving "supervisors" or "Board of Supervisors" have been deleted and are not listed one by one. In accordance with the proposed amendments, all expressions related to "股東大會" are changed to "股東會" in the Chinese version, and the English version is unified accordingly. Such amendments to expressions are not listed one by one because they do not involve substantive changes.

Set out below are the details of the proposed amendments to the Rules for Management of External Guarantee of the Company.

Before Amendment	After Amendment
Article 1 In order to regulate the external guarantees provided by Fibocom Wireless Inc. (hereinafter referred to as the "Company"), effectively control risks associated with the external guarantees provided by the Company, prevent financial risks, ensure operational stability, and promote the healthy and steady development of the Company, these rules are formulated in accordance with the relevant provisions of the relevant laws, **administrative regulations and normative documents** such as…, as well as the Articles of Association of Fibocom Wireless Inc. (hereinafter referred to as the "Articles of Association").	Article 1 In order to regulate the external guarantees provided by Fibocom Wireless Inc. (hereinafter referred to as the "Company"), effectively control risks associated with the external guarantees provided by the Company, prevent financial risks, ensure operational stability, and promote the healthy and steady development of the Company, these rules are formulated in accordance with the relevant provisions of the relevant laws **and regulations** such as…, as well as **the securities regulatory rules of the place where the Company's shares are listed**, and the Articles of Association of Fibocom Wireless Inc. (hereinafter referred to as the "Articles of Association").
Article 2 These rules shall apply to external guarantees provided by the Company and its holding subsidiaries. …	Article 2 These rules shall apply to external guarantees provided by the Company and its holding subsidiaries **(including wholly-owned subsidiaries, hereinafter the same)**. …

Before Amendment	After Amendment
Article 13 The following external guarantee matters of the Company shall be submitted to the general meeting for consideration and approval after being considered and approved by the Board: … (IV) the total amount of guarantees for twelve consecutive months exceeds 50% of the latest audited net assets of the Company, and with an absolute amount of more than RMB50 million; (V) the total amount of guarantees for twelve consecutive months exceeds 30% of the latest audited total assets; … When the guarantee matter specified in item **V** as set out above is considered at the general meeting, it shall be approved by more than two-thirds of voting rights held by the shareholders present at the meeting. When the resolution on guarantees provided to shareholders, de facto controllers and their related parties is considered at the shareholders' general meeting, such shareholders or the shareholders controlled by the de facto controllers or their connected parties shall not participate in such voting, and the vote shall be passed by ~~more than half~~ of the voting rights held by other shareholders present at the shareholders' general meeting.	Article 13 The following external guarantee matters of the Company shall be submitted to the shareholder's general meeting for consideration and approval after being considered and approved by the Board: … (IV) the total amount of guarantees for twelve consecutive months exceeds 50% of the latest audited net assets of the Company, and with an absolute amount of more than RMB50 million; **(V) any guarantee provided after the total amounts of guarantees provided by the Company and its holding subsidiaries exceeds 30% of the latest audited total assets of the Company;** (VI) the total amount of guarantees for twelve consecutive months exceeds 30% of the latest audited total assets; … When the guarantee matter specified in item **VI** as set out above is considered at the shareholder's general meeting, it shall be approved by more than two-thirds of voting rights held by the shareholders present at the meeting. When the resolution on guarantees provided to shareholders, de facto controllers and their related parties is considered at the shareholders' general meeting, such shareholders or the shareholders controlled by the de facto controllers or their connected parties shall not participate in such voting, and the vote shall be passed by **a majority** of the voting rights held by other shareholders present at the shareholders' general meeting.

Before Amendment	After Amendment
Article 19 For external guarantees provided by **a subsidiary in which** the Company **holds more than 50% equity interest**, approval shall be obtained through deliberation by either the Board or the general meeting of such holding subsidiary, as well as by the Board or the general meeting of the Company. Prior to convening a general meeting of the holding subsidiary, the guarantee proposal shall be submitted to the Board or the general meeting of the Company for consideration, and representatives shall be dispatched to attend the general meeting of such subsidiary.	Article 19 For external guarantees provided by **a holding subsidiary** of the Company, approval shall be obtained through deliberation by either the Board or the shareholders' general meeting of such holding subsidiary, as well as by the Board or the shareholders' general meeting of the Company. Prior to convening a shareholders' general meeting of the holding subsidiary, the guarantee proposal shall be submitted to the Board or the shareholders' general meeting of the Company for consideration, and representatives shall be dispatched to attend the shareholders' general meeting of such subsidiary.
New article	**Article 29 The Company shall strictly comply with the relevant provisions of laws, regulations, securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association, conscientiously fulfilling its disclosure obligations regarding external guarantees. Resolutions passed by the Board or the shareholders' general meeting concerning external guarantees shall be promptly announced, and the Company shall truthfully provide all external guarantee matters to the certified public accountants in accordance with relevant regulations.**
New article	**Article 30 Prior to the disclosure of any external guarantee matters, all persons with knowledge thereof shall bear a duty of confidentiality. No such person shall engage in insider trading using information thus acquired, nor shall they disclose or suggest to others that insider trading be conducted.**

Before Amendment	After Amendment
Article 34 Matters not covered in these rules or in the event of any conflicts between these rules and the provisions of the relevant laws, regulations, **rules, normative documents,** and the Articles of Association, the relevant provisions of such laws, regulations, **normative documents,** and the Articles of Association shall prevail.	Article 36 Matters not covered in these rules or in the event of any conflicts between these rules and the provisions of the relevant laws, regulations, **securities regulatory rules of the place where the Company's shares are listed,** and the Articles of Association, the relevant provisions of such laws, regulations, **securities regulatory rules of the place where the Company's shares are listed,** and the Articles of Association shall prevail.
Article 35 Amendments to these rules shall be proposed by the Board and submitted to the general meeting for consideration and approval. Such amendments shall come into effect upon approval by the general meeting. ~~Should these rules conflict with the national laws, regulations, normative documents subsequently enacted, or the Articles of Association as lawfully amended, the provisions of the relevant national laws, regulations, normative documents, and the Articles of Association shall prevail, and these rules shall be immediately amended.~~	Article 37 Amendments to these rules shall be proposed by the Board and submitted to the shareholders' general meeting for consideration and approval. Such amendments shall come into effect upon approval by the shareholders' general meeting.

This appendix sets out the proposed amendments to the governance systems of the Company. The parts of the relevant documents that have not been modified are indicated by "...". Due to the addition or deletion of articles, the serial number of relevant articles of the policies are also adjusted accordingly and are not listed one by one. As the Company proposes to abolish the Board of Supervisors, all expressions involving "supervisors" or "Board of Supervisors" have been deleted and are not listed one by one. In accordance with the proposed amendments, all expressions related to "股東大會" are changed to "股東會" in the Chinese version, and the English version is unified accordingly. Such amendments to expressions are not listed one by one because they do not involve substantive changes.

Set out below are the details of the proposed amendments to the Rules for Management of External Investments of the Company.

Before Amendment	After Amendment
Article 1 In order to strengthen the management of external investment of Fibocom Wireless Inc. (hereinafter referred to as the "Company"), standardize the investment conduct of the Company, enhance capital operation efficiency, and safeguard the interests of the Company and its shareholders, the Rules for Management of External Investment (hereinafter referred to as the "Rules") are formulated based on the actual conditions of the Company in accordance with the laws and regulations such as…, as well as the Articles of Association of Fibocom Wireless Inc. (hereinafter referred to as the "Articles of Association") and other relevant provisions.	Article 1 In order to strengthen the management of external investment of Fibocom Wireless Inc. (hereinafter referred to as the "Company"), standardize the investment conduct of the Company, enhance capital operation efficiency, and safeguard the interests of the Company and its shareholders, the Rules for Management of External Investment (hereinafter referred to as the "Rules") are formulated based on the actual conditions of the Company in accordance with the laws and regulations such as…, as well as **the securities regulatory rules of the place where the Company's shares are listed,** the Articles of Association of Fibocom Wireless Inc. (hereinafter referred to as the "Articles of Association") and other relevant provisions.
Article 4 Principles governing the external investments of the Company: (I) to comply with the provisions of the national laws, regulations, the Articles of Association, and other applicable rules, while aligning with national industrial policies; …	Article 4 Principles governing the external investments of the Company: (I) to comply with the provisions of the national laws, regulations, **securities regulatory rules of the place where the Company's shares are listed**, the Articles of Association, and other applicable rules, while aligning with national industrial policies; …

Before Amendment	After Amendment
Article 8 The approval process for the external investments of the Company shall be strictly conducted in accordance with the authority stipulated in ~~the Company Law, the Rules Governing the Listing of Stocks on the Growth Enterprise Market of Shenzhen Stock Exchange (《深圳證券交易所創業板股票上市規則》), the Self-Regulatory Guidelines No. 2 for Companies Listed on Shenzhen Stock Exchange – Standardized Operations of Companies Listed on the ChiNext Market,~~ the relevant laws, regulations, and the Articles of Association.	Article 8 The approval process for the external investments of the Company shall be strictly conducted in accordance with the authority stipulated in the relevant laws, regulations, **securities regulatory rules of the place where the Company's shares are listed,** and the Articles of Association.
Article 9 The approval authority for the external investments of the Company shall be as follows: … (III) Except as otherwise provided by laws, regulations, and regulatory rules, foreign investment projects whose investment amounts do not meet the standards specified in items (I) and (II) of ~~the System~~ shall be authorized by the Board for decision-making by the Chairman. Except for matters specifically stipulated otherwise in ~~the Rules Governing the Listing of Stocks on the Growth Enterprise Market of Shenzhen Stock Exchange (《深圳證券交易所創業板股票上市規則》) and~~ **other business rules of the Shenzhen Stock Exchange**, such as entrusted wealth management, when the Company conducts external investment transactions of the same category and related subject matter, the aforementioned provisions shall apply based on the principle of cumulative calculation over a consecutive twelve-month period. External investments that have already been duly approved in accordance with the relevant provisions shall not be included in the relevant cumulative calculation scope.	Article 9 The approval authority for the external investments of the Company shall be as follows: … (III) Except as otherwise provided by laws, regulations, and regulatory rules, foreign investment projects whose investment amounts do not meet the standards specified in items (I) and (II) of **this Article** shall be authorized by the Board for decision-making by the Chairman. Except for matters specifically stipulated otherwise in **the securities regulatory rules of the place where the Company's shares are listed**, such as entrusted wealth management, when the Company conducts external investment transactions of the same category and related subject matter, the aforementioned provisions shall apply based on the principle of cumulative calculation over a consecutive twelve-month period. External investments that have already been duly approved in accordance with the relevant provisions shall not be included in the relevant cumulative calculation scope.

Before Amendment	After Amendment
Article 10 A subsidiary shall not undertake external investments without the prior approval of the Company. Any external investment made by a subsidiary shall first undergo the corresponding approval procedures stipulated in these Rules, and shall then be submitted by the subsidiary for consideration by the Board (or the ~~executive~~ directors), the general meeting (or the shareholders) in accordance with the provisions of its articles of association.	Article 10 A subsidiary shall not undertake external investments without the prior approval of the Company. Any external investment made by a subsidiary shall first undergo the corresponding approval procedures stipulated in these Rules, and shall then be submitted by the subsidiary for consideration by the Board (or the directors), the shareholders' general meeting (or the shareholders) in accordance with the provisions of its articles of association.
Article 18 The secretary to the Board of the Company shall be responsible for fulfilling the disclosure obligations of the Company regarding external investments in accordance with the relevant provisions of **the Company Law of the People's Republic of China (《中華人民共和國公司法》), the Rules Governing the Listing of Stocks on the Growth Enterprise Market of Shenzhen Stock Exchange (《深圳證券交易所創業板股票上市規則》), and** the Articles of Association.	Article 18 The secretary to the Board of the Company shall be responsible for fulfilling the disclosure obligations of the Company regarding external investments in accordance with the relevant provisions of **the laws, regulations, securities regulatory rules of the place where the Company's shares are listed, and** the Articles of Association.
Article 32 The **Board of Supervisors, Finance Department** and Audit Department of the Company shall supervise investment projects in accordance with their respective responsibilities, and shall promptly issue corrective opinions regarding non-compliant conduct, submit special reports on significant issues, and refer such matters to the project investment approval body for discussion and resolution.	Article 32 The **Audit Committee, Finance Department** and Audit Department of the Company shall supervise investment projects in accordance with their respective responsibilities, and shall promptly issue corrective opinions regarding non-compliant conduct, submit special reports on significant issues, and refer such matters to the project investment approval body for discussion and resolution.

Before Amendment	After Amendment
Article 36 The transfer of external investments shall be strictly conducted in accordance with the relevant provisions on investment transfers stipulated in **the Company Law** and the Articles of Association. The disposal of external investments must comply with the relevant provisions of the national laws and regulations.	Article 36 The transfer of external investments shall be strictly conducted in accordance with the relevant provisions on investment transfers stipulated in **the laws, regulations, securities regulatory rules of the place where the Company's shares are listed,** and the Articles of Association. The disposal of external investments must comply with the relevant provisions of the national laws and regulations.
Article 49 Matters not covered in these Rules shall be implemented in accordance with the provisions of the relevant national laws, regulations, **normative documents, the Rules Governing the Listing of Stocks on the Growth Enterprise Market of Shenzhen Stock Exchange (《深圳證券交易所創業板股票上市規則》),** and the Articles of Association. **In the event of any inconsistency between** these Rules and the relevant national laws, regulations, **normative documents, the Rules Governing the Listing of Stocks on the Growth Enterprise Market of Shenzhen Stock Exchange (《深圳證券交易所創業板股票上市規則》), or** the Articles of Association, the provisions of the relevant national laws, regulations, **normative documents, the Rules Governing the Listing of Stocks on the Growth Enterprise Market of Shenzhen Stock Exchange (《深圳證券交易所創業板股票上市規則》)**, and the Articles of Association shall prevail.	Article 49 Matters not covered in these Rules shall be implemented in accordance with the provisions of the relevant national laws, regulations, **securities regulatory rules of the place where the Company's shares are listed,** and the Articles of Association. **Should** these Rules **conflict with** the relevant national laws, regulations, **securities regulatory rules of the place where the Company's shares are listed**, or the Articles of Association, the provisions of the relevant national laws, regulations, **securities regulatory rules of the place where the Company's shares are listed**, and the Articles of Association shall prevail.

This appendix sets out the proposed amendments to the governance systems of the Company. The parts of the relevant documents that have not been modified are indicated by "...". Due to the addition or deletion of articles, the serial number of relevant articles of the policies are also adjusted accordingly and are not listed one by one. As the Company proposes to abolish the Board of Supervisors, all expressions involving "supervisors" or "Board of Supervisors" have been deleted and are not listed one by one. In accordance with the proposed amendments, all expressions related to "股東大會" are changed to "股東會" in the Chinese version, and the English version is unified accordingly. Such amendments to expressions are not listed one by one because they do not involve substantive changes.

Set out below are the details of the proposed amendments to the Policy for Selection and Appointment of Accounting Firms of the Company.

Before Amendment	After Amendment
Article 1 In order to regulate the selection and appointment (including reappointment and replacement) of accounting firms by Fibocom Wireless Inc. (hereinafter referred to as the "Company"), effectively safeguard shareholders' interests and enhance the quality of financial information, these rules are formulated in accordance with the relevant laws and regulations such as…, as well as the Articles of Association of Fibocom Wireless Inc. (hereinafter referred to as the "Articles of Association").	Article 1 In order to regulate the selection and appointment (including reappointment and replacement) of accounting firms by Fibocom Wireless Inc. (hereinafter referred to as the "Company"), effectively safeguard shareholders' interests and enhance the quality of financial information, these rules are formulated in accordance with the relevant laws and regulations such as…, as well as **the securities regulatory rules of the place where the Company's shares are listed, and** the Articles of Association of Fibocom Wireless Inc. (hereinafter referred to as the "Articles of Association").
Article 6 The following entities or individuals may propose to the Board of the Company to convene a meeting of the Board to discuss the resolution on hiring an accounting firm: (I) the Audit Committee; (II) jointly demanded by more than one-third of the directors; (III) ~~more than half~~ of the independent directors~~;~~ ~~(IV) the Board of Supervisors~~.	Article 6 The following entities or individuals may propose to the Board of the Company to convene a meeting of the Board to discuss the resolution on hiring an accounting firm: (I) the Audit Committee; (II) jointly demanded by more than one-third of the directors; (III) **the majority** of the independent directors.

Before Amendment	After Amendment
Article 5 The accounting firms selected and appointed by the Company shall meet the following conditions: … (VI) other conditions stipulated by **the China Securities Regulatory Commission**.	Article 5 The accounting firms selected and appointed by the Company shall meet the following conditions: … (VI) other conditions stipulated by **the securities regulatory authorities or regulatory rules of the place where the Company's shares are listed**.
Article 34 Matters not covered in these rules shall be implemented in accordance with the provisions of the relevant national laws, regulations, and the Articles of Association. Should these rules conflict with the national laws and regulations subsequently enacted, or the Articles of Association as lawfully amended, the provisions of the relevant national laws, regulations, and the Articles of Association shall prevail.	Article 34 Matters not covered in these rules shall be implemented in accordance with the provisions of the relevant national laws, regulations, **securities regulatory rules of the place where the Company's shares are listed,** and the Articles of Association. Should these rules conflict with the national laws, regulations **and securities regulatory rules of the place where the Company's shares are listed** subsequently enacted, or the Articles of Association as lawfully amended, the provisions of the relevant national laws, regulations, **securities regulatory rules of the place where the Company's shares are listed,** and the Articles of Association shall prevail.

This appendix sets out the proposed amendments to the governance systems of the Company. As the Company proposes to abolish the Board of Supervisors, all expressions involving "supervisors" or "Board of Supervisors" have been deleted and are not listed one by one. In accordance with the proposed amendments, all expressions related to "股東大會" are changed to "股東會" in the Chinese version, and the English version is unified accordingly. Such amendments to expressions are not listed one by one because they do not involve substantive changes.

Set out below are the details of the amendments to the Rules Governing the Management of Related Party Transactions of the Company.

Before Amendment	After Amendment
Article 36 In the event of any inconsistency between these rules and the relevant provisions of the national laws, regulations, securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association, the relevant provisions of the national laws, regulations, and the Articles of Association shall prevail.	Article 36 In the event of any inconsistency between these rules and the relevant provisions of the national laws, regulations, securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association, the relevant provisions of the national laws, regulations, **securities regulatory rules of the place where the Company's shares are listed,** and the Articles of Association shall prevail.
Article 39 These rules shall come into effect ~~and be implemented~~ from the date ~~on which the H Shares issued by the Company commence listing on the Hong Kong Stock Exchange, after~~ being considered and approved by the general meeting.	Article 39 These rules shall come into effect from the date **of** being considered and approved by the shareholders' general meeting. **The same procedure shall apply to any amendments.**

This appendix sets out the proposed amendments to the governance systems of the Company. The parts of the relevant documents that have not been modified are indicated by "...". Due to the addition or deletion of articles, the serial number of relevant articles of the policies are also adjusted accordingly and are not listed one by one. As the Company proposes to abolish the Board of Supervisors, all expressions involving "supervisors" or "Board of Supervisors" have been deleted and are not listed one by one. In accordance with the proposed amendments, all expressions related to "股東大會" are changed to "股東會" in the Chinese version, and the English version is unified accordingly. Such amendments to expressions are not listed one by one because they do not involve substantive changes.

Set out below are the details of the amendments to the Policy on the Management of Proceeds of the Company.

Before Amendment	After Amendment
Article 1 In order to regulate the management of the proceeds raised by Fibocom Wireless Inc. (hereinafter referred to as the "Company"), and improve the efficiency of the use of proceeds, these rules are formulated based on the actual conditions of the Company in accordance with the provisions of the Company Law of the People's Republic of China (《中華人民共和國公司法》) … **the Regulatory Guidelines for Listed Companies No. 2 – Regulatory Requirements for the Management and Use of Funds Raised by Listed Companies (《上市公司監管指引第2號–上市公司募集資金管理和使用的監管要求》)** and other relevant laws, regulations **and normative documents**.	Article 1 In order to regulate the management of the proceeds raised by Fibocom Wireless Inc. (hereinafter referred to as the "Company"), and improve the efficiency of the use of proceeds, these rules are formulated based on the actual conditions of the Company in accordance with **the provisions** of the Company Law of the People's Republic of China (《中華人民共和國公司法》) … **the Rules on the Supervision of Funds Raised by Listed Companies (《上市公司募集資金監管規則》)** and other relevant laws, regulations **and securities regulatory rules of the place where the Company's shares are listed**.
Article 2 The proceeds mentioned in these rules refer to the funds raised by the ~~listed company~~**Company** through the issuance of stocks to investors for specific purposes, excluding any proceeds raised by implementing the share incentive plans of the listed company.	Article 2 The proceeds mentioned in these rules refer to the funds raised by the Company through the issuance of stocks **or other equity securities** to investors for specific purposes, excluding any proceeds raised by implementing the share incentive plans of the listed company.

Before Amendment	After Amendment
Article 5 The sponsor shall, during the period of continuous supervision, perform its responsibility of sponsorship with respect to the management of proceeds of the Company, and conduct continuous supervision on the management of proceeds of the Company according to the requirements of ~~the Administrative Measures on Sponsorship for Securities Issuance and Listing (《證券發行上市保薦業務管理辦法》), the Self-discipline Regulatory Guidelines for Companies Listed on Shenzhen Stock Exchange No. 13 – Sponsorship Business (《深圳證券交易所上市公司自律監管指引第13號—保薦業務》)~~ and this chapter.	Article 5 The sponsor shall, during the period of continuous supervision, perform its responsibility of sponsorship with respect to the management of proceeds of the Company, and conduct continuous supervision on the management of proceeds of the Company according to the requirements of **securities regulatory rules of the place where the Company's shares are listed** and this chapter.
Article 16 In case the Company replaces any self-raised funds that have been pre-invested in proceeds-funded projects with the proceeds, such replacement shall be considered and approved by the Board of the Company, and shall only be undertaken after the issue of an assurance report by an accountant, obtaining explicit consent from the **Board of Supervisors**, the sponsor or the independent financial advisor, and fulfilling the information disclosure obligations. The time of replacement shall not be more than 6 months from receipt of the proceeds.	Article 16 In case the Company replaces any self-raised funds that have been pre-invested in proceeds-funded projects with the proceeds, such replacement shall be considered and approved by the Board of the Company, and shall only be undertaken after the issue of an assurance report by an accountant, obtaining explicit consent from the **Audit Committee**, the sponsor or the independent financial advisor, and fulfilling the information disclosure obligations. The time of replacement shall not be more than 6 months from receipt of the proceeds.
Article 17 If the Company temporarily uses the idle proceeds to replenish the working capital, such use shall be considered and approved by the Board, be disclosed after obtaining explicit consent from the **Board of Supervisors**, the sponsor or the independent financial advisor and satisfy the following requirements: …	Article 17 If the Company temporarily uses the idle proceeds to replenish the working capital, such use shall be considered and approved by the Board, be disclosed after obtaining explicit consent from the **Audit Committee**, the sponsor or the independent financial advisor and satisfy the following requirements: …

Before Amendment	After Amendment
Article 18 When the Company temporarily uses idle proceeds to replenish the working capital, the matter shall be considered and approved by the Board of the Company, and the following shall be announced within two trading days: ... (V) opinions issued by the **Board of Supervisors**, the sponsor or the independent financial advisor; ...	Article 18 When the Company temporarily uses idle proceeds to replenish the working capital, the matter shall be considered and approved by the Board of the Company, and the following shall be announced within two trading days: ... (V) opinions issued by the **Audit Committee**, the sponsor or the independent financial advisor; ...
Article 20 The use of idle proceeds for cash management by the Company shall be considered and approved by the Board of the Company, with explicit consent given by the **Board of Supervisors**, the sponsor or the independent financial advisor. The Company shall announce the following within two trading days of the Board meeting: ... (VI) opinions issued by the **Board of Supervisors**, the sponsor or the independent financial advisor. ...	Article 20 The use of idle proceeds for cash management by the Company shall be considered and approved by the Board of the Company, with explicit consent given by the **Audit Committee**, the sponsor or the independent financial advisor. The Company shall announce the following within two trading days of the Board meeting: ... (VI) opinions issued by the **Audit Committee**, the sponsor or the independent financial advisor. ...

Before Amendment	After Amendment
Article 25 The Company shall be deemed to have changed the use of proceeds if the following circumstances exist: (I) cancellation or termination of the original proceeds-funded projects and implementation of new projects; … (IV) other circumstances as determined by the **Shenzhen Stock Exchange** as a change in the use of the proceeds.	Article 25 The Company shall be deemed to have changed the use of proceeds if the following circumstances exist: (I) cancellation or termination of the original proceeds-funded projects, implementation of new projects **or permanent replenishment of working capital**; … (IV) other circumstances as determined by the **securities regulatory authorities** as a change in the use of the proceeds.
Article 28 Where the Company intends to change the use of the proceeds, it shall announce the following within two trading days after submission to the Board for consideration and approval: (V) the views of the **Board of Supervisors**, the sponsor or the independent financial advisor on the change of use of the proceeds; …	Article 28 Where the Company intends to change the use of the proceeds, it shall announce the following within two trading days after submission to the Board for consideration and approval: (V) the views of the **Audit Committee**, the sponsor or the independent financial advisor on the change of use of the proceeds; …
Article 37 The **Board of Supervisors** shall have the right to supervise the use of the proceeds.	Article 37 The **Audit Committee** shall have the right to supervise the use of the proceeds.
Article 40 The matters not covered in these rules shall be implemented in accordance with the provisions of relevant national laws, regulations and the Articles of Association. Should these rules conflict with the ~~national~~ laws and regulations, securities regulatory rules of the place where the Company's shares are listed subsequently enacted, or the Articles of Association as lawfully amended, the provisions of relevant ~~national~~ laws and regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association shall prevail, and these rules shall be revised in a timely manner.	Article 40 The matters not covered in these rules shall be implemented in accordance with the provisions of relevant national laws, regulations**, securities regulatory rules of the place where the Company's shares are listed** and the Articles of Association. Should these rules conflict with the ~~national~~ laws and regulations**, securities regulatory rules of the place where the Company's shares are listed** subsequently enacted, or the Articles of Association as lawfully amended, the provisions of relevant ~~national~~ laws and regulations**, securities regulatory rules of the place where the Company's shares are listed** and the Articles of Association shall prevail, and these rules shall be revised in a timely manner.

This appendix sets out the proposed amendments to the governance systems of the Company. The parts of the relevant documents that have not been modified are indicated by "...". Due to the addition or deletion of articles, the serial number of relevant articles of the policies are also adjusted accordingly and are not listed one by one. As the Company proposes to abolish the Board of Supervisors, all expressions involving "supervisors" or "Board of Supervisors" have been deleted and are not listed one by one. In accordance with the proposed amendments, all expressions related to "股東大會" are changed to "股東會" in the Chinese version, and the English version is unified accordingly. Such amendments to expressions are not listed one by one because they do not involve substantive changes.

Set out below are the details of the amendments to the Rules on Implementation of Cumulative Voting System of the Company.

Before Amendment	After Amendment
Article 1 In order to regulate the corporate governance structure of Fibocom Wireless Inc. (hereinafter referred to as the "Company") and standardize the Company's acts of electing directors~~ and supervisors~~, these Implementation Rules are formulated based on the actual conditions of the Company in accordance with the Company Law of the People's Republic of China (《中華人民共和國公司法》) (hereinafter referred to as the "Company Law"), the Code of Corporate Governance for Listed Companies (《上市公司治理準則》), the Articles of Association of Fibocom Wireless Inc. (hereinafter referred to as the "Articles of Association") and other relevant provisions.	Article 1 In order to regulate the corporate governance structure of Fibocom Wireless Inc. (hereinafter referred to as the "Company") and standardize the Company's acts of electing directors, these Implementation Rules are formulated based on the actual conditions of the Company in accordance with the Company Law of the People's Republic of China (《中華人民共和國公司法》) (hereinafter referred to as the "Company Law"), the Code of Corporate Governance for Listed Companies (《上市公司治理準則》), **and other laws, regulations, securities regulatory rules of the place where the Company's shares are listed, as well as** the Articles of Association of Fibocom Wireless Inc. (hereinafter referred to as the "Articles of Association") and other relevant provisions.

Before Amendment	After Amendment
Article 4 "Directors" as referred to in these Implementation Rules include both independent directors and non-independent directors. ~~"Supervisors" as referred to in these Implementation Rules shall refer specifically to those elected by the shareholders.~~ Employee representative **supervisors** are elected or replaced by the employees' congress of the Company and are not subject to the relevant provisions of these Implementation Rules.	Article 4 "Directors" as referred to in these Implementation Rules include both independent directors and non-independent directors. Employee representative **directors** are elected or replaced by the employees' congress of the Company and are not subject to the relevant provisions of these Implementation Rules.
Article 7 Upon receipt of the particulars of the nominees, the Board of the Company shall diligently review the qualifications of the nominees in accordance with the provisions of ~~the Company Law~~. Nominees found to meet the qualifications shall become candidates for directors ~~or supervisors~~. The number of candidates for directors ~~or supervisors~~ may exceed the number of directors ~~or supervisors~~ stipulated in the Articles of Association.	Article 7 Upon receipt of the particulars of the nominees, the Board of the Company shall diligently review the qualifications of the nominees in accordance with the provisions of **laws, regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association**. Nominees found to meet the qualifications shall become candidates for directors. The number of candidates for directors may exceed the number of directors stipulated in the Articles of Association.
Article 17 Matters not covered in these Implementation Rules shall be implemented in accordance with the provisions of the relevant national laws, regulations, **normative documents** and the Articles of Association.	Article 16 Matters not covered in these Implementation Rules shall be implemented in accordance with the provisions of the relevant national laws, regulations**, securities regulatory rules of the place where the Company's shares are listed** and the Articles of Association.
Article 18 These Implementation Rules are formulated by the Board of the Company and shall come into effect upon approval by the general meeting. These Implementation Rules shall be interpreted by the Board of the Company.	Article 17 These Implementation Rules are formulated by the Board of the Company and shall come into effect upon approval by the **shareholders'** general meeting. **The same procedure shall apply to any amendments.** These Implementation Rules shall be interpreted by the Board of the Company.

This appendix sets out the proposed amendments to the governance systems of the Company. The parts of the relevant documents that have not been modified are indicated by "...". Due to the addition or deletion of articles, the serial number of relevant articles of the policies are also adjusted accordingly and are not listed one by one. As the Company proposes to abolish the Board of Supervisors, all expressions involving "supervisors" or "Board of Supervisors" have been deleted and are not listed one by one. In accordance with the proposed amendments, all expressions related to "股東大會" are changed to "股東會" in the Chinese version, and the English version is unified accordingly. Such amendments to expressions are not listed one by one because they do not involve substantive changes.

The Management Rules for Preventing Major Shareholders and Related Parties from Occupying the Funds of the Company are revised to the Management Policies in Relation to the Prevention of Controlling Shareholders, De Facto Controller and Other Related Parties from Appropriating Funds of the Company of the Company. The following sets out the details of the amendments to the Company's Management Policies in Relation to the Prevention of Controlling Shareholders, De Facto Controller and Other Related Parties from Appropriating Funds of the Company.

Before Amendment	After Amendment
Article 1 In order to regulate the fund management of Fibocom Wireless Inc. (hereinafter referred to as the "Company"), prevent and put an end to the occupation of the Company's funds by **major** shareholders, de facto controllers and related parties, these rules are formulated based on the actual conditions of the Company in accordance with the provisions of the Company Law of the People's Republic of China (《中華人民共和國公司法》), the Securities Law of the People's Republic of China (《中華人民共和國證券法》), ~~the Notice on Regulating Several Issues Concerning Fund Transactions and External Guarantees of Listed Companies and Related Parties (《關於規範上市公司與關聯方資金往來及上市公司對外擔保若干問題的通知》~~, the Rules Governing the Listing of Stocks on the Growth Enterprise Market of the Shenzhen Stock Exchange (《深圳證券交易所創業板股票上市規則》) and other relevant laws, regulations, **normative documents** and the Articles of Association.	Article 1 In order to regulate the fund management of Fibocom Wireless Inc. (hereinafter referred to as the "Company"), prevent and put an end to the occupation of the Company's funds by controlling shareholders, de facto controllers and related parties, these rules are formulated based on the actual conditions of the Company in accordance with the provisions of the Company Law of the People's Republic of China (《中華人民共和國公司法》), the Securities Law of the People's Republic of China (《中華人民共和國證券法》), **the Guidelines for the Supervision of Listed Companies No. 8 – Regulatory Requirements for Fund Transactions and External Guarantees of Listed Companies (《上市公司監管指引第8號–上市公司資金往來、對外擔保的監管要求》),** the Rules Governing the Listing of Stocks on the Growth Enterprise Market of the Shenzhen Stock Exchange (《深圳證券交易所創業板股票上市規則》) and other relevant laws, regulations, **securities regulatory rules of the place where the Company's shares are listed** and the Articles of Association.

Before Amendment	After Amendment
Article 2 These rules shall apply to the fund management between the Company's **major** shareholders, de facto controllers and related parties and the Company. ~~Subsidiaries included in the Company's consolidated financial statements shall be subject to these rules.~~ Fund transactions between the Company's **major** shareholders and related parties and subsidiaries included in the consolidated financial statements shall be carried out with reference to these rules.	Article 2 These rules shall apply to the fund management between the Company's **controlling** shareholders, de facto controllers and **other** related parties and the Company. Fund transactions between the Company's **controlling** shareholders**, de facto controllers** and **other** related parties and subsidiaries included in the consolidated financial statements shall be carried out with reference to these rules.
Article 3 The ~~"occupation of the Company's funds" (hereinafter referred to as the "Occupation of Funds")~~**occupation of funds** referred to in these rules includes **occupation of operating funds and occupation of non-operating funds.** **Occupation of operating funds refers to the occupation of funds by major shareholders, de facto controllers and related parties of the Company through related party transactions arising from purchase, sales, provision or receipt of service and other production and operation activities.**	Article 3 The occupation of funds referred to in these rules includes **but is not limited to the following:** **(I) paying wages, benefits, insurance and advertisement fees in advance for controlling shareholders, de facto controllers and other related parties and undertaking any cost and other expenses;** **(II) lending the Company's funds (including entrusted loans) to the controlling shareholders, de facto controllers and other related parties with or without consideration, except when the other shareholders of the Company's joint-stock companies provide funds in the same proportion. The aforementioned "joint-stock companies" do not include companies controlled by the controlling shareholders or de facto controllers;**

Before Amendment	After Amendment
Occupation of non-operating funds refers to the advance of fees and other expenses such as wages, benefits, insurance and advertisement fees by the Company for major shareholders, de facto controllers and related parties, the repayment of debts for major shareholders and related parties, the funds directly or indirectly lent to major shareholders and related parties with or without consideration, indebtedness derived from assuming guarantee liability for major shareholders and related parties, and other funds made available to major shareholders and related parties not at a consideration of goods and services.	**(III) entrusting controlling shareholders, de facto controllers and other related parties to carry out investments;** **(IV) issuing trade acceptance bills without real transactions background for controlling shareholders, de facto controllers and other related parties, and providing funds in the form of purchase payment, payment for asset transfer, prepayment, etc. in the absence of consideration for goods and services or when it is obviously contrary to business logic;** **(V) repaying debts for controlling shareholders, de facto controllers and other related parties;** **(VI) other means as determined by securities regulatory rules of the place where the Company's shares are listed.**
Article 4 The **major** shareholders of the Company shall not damage the interests of the Company ~~and the legitimate interests of public shareholders~~ by way of occupation of funds.	Article 4 The **controlling** shareholders**, de facto controllers and other related parties** of the Company shall not damage the interests of the Company by way of occupation of funds. **The Company shall prevent its controlling shareholders, de facto controllers and other related parties from directly or indirectly occupying funds, assets and resources in any manner.**

Before Amendment	After Amendment
Article 5 When the Company engages in operating fund transactions with its **major** shareholders and related parties, it shall strictly prevent the occupation of the Company's funds. The Company shall not, directly or indirectly, provide funds or assets to **major** shareholders and related parties by way of advancing period expenses such as wages, benefits, insurance or advertisement fees or prepaying investment funds with or without consideration. Nor shall the Company mutually bear costs and other expenditures on behalf of **major** shareholders and related parties.	Article 5 When the Company engages in operating fund transactions with its **controlling** shareholders and **other** related parties, it shall strictly prevent the occupation of the Company's funds. The Company shall not, directly or indirectly, provide funds or assets to **controlling** shareholders and **other** related parties by way of advancing period expenses such as wages, benefits, insurance or advertisement fees or prepaying investment funds with or without consideration. Nor shall the Company mutually bear costs and other expenditures on behalf of **controlling** shareholders and **other** related parties.
~~Article 6 The Company shall not provide the major shareholders and related parties, directly or indirectly, with the funds for their use by the following means:~~ ~~(I) lending the Company's funds with or without consideration to major shareholders and related parties for use;~~ ~~(II) providing entrusted loans to major shareholders and related parties through banks or non-bank financial institutions;~~ ~~(III) entrusting major shareholders and related parties to carry out investment activities;~~ ~~(IV) issuing trade acceptance bills without real transaction background to major shareholders and related parties;~~ ~~(V) repaying debts on behalf of major shareholders and related parties;~~ ~~(VI) other occupation means as determined by the China Securities Regulatory Commission.~~	**Deleted**

Before Amendment	After Amendment
Article 7 All related transactions between the Company and its **major** shareholders and related parties must be conducted in strict accordance with **the Rules Governing the Listing of Stocks on the Growth Enterprise Market of the Shenzhen Stock Exchange (《深圳證券交易所創業板股票上市規則》), the Company's Related Transaction Decision-Making Rules** and other provisions.	Article 6 All related transactions between the Company and its **controlling** shareholders and **other** related parties must be conducted in strict accordance with the **securities regulatory rules of the place where the Company's shares are listed and the Company's relevant decision-making rules** and other provisions.
Article 8 The Company shall exercise strict control over the provision of guarantees to its **major** shareholders and related parties. Such guarantees shall~~, if necessary and to the extent permitted by laws and regulations,~~ be considered and approved by the general meeting.	Article 7 The Company shall exercise strict control over the provision of guarantees to its **controlling** shareholders and **other** related parties. **Any guarantee provided by the Company to its controlling shareholders, de facto controllers and other related parties** shall be considered and approved by the shareholders' general meeting**, and the controlling shareholders, de facto controllers and other related parties** shall provide counter-guarantees.
Article 9 The Board of the Company shall be responsible for the management of preventing fund occupation by **major** shareholders and related parties. The directors~~, supervisors~~ and senior management of the Company bear statutory obligations to safeguard the security of the Company's funds and shall, in accordance with the **Company Law**, the Articles of Association and other relevant provisions, diligently perform their duties of preventing **major** shareholders and related parties from occupying the Company's funds.	Article 8 The Board of the Company shall be responsible for the management of preventing fund occupation by **controlling** shareholders and **other** related parties. The directors and senior management of the Company bear statutory obligations to safeguard the security of the Company's funds and shall, in accordance with the **laws, regulations and securities regulatory rules of the place where the Company's shares are listed**, the Articles of Association and other relevant provisions, diligently perform their duties of preventing **controlling** shareholders and **other** related parties from occupying the Company's funds.

Before Amendment	After Amendment
New article	**Article 9 The Board and the shareholders' general meeting of the Company shall, in accordance with their respective authorities and responsibilities, consider and approve the related party transactions arising from purchase, sales, provision or receipt of service and other production and operation activities between the Company and its controlling shareholders, de facto controllers and other related parties. The Company shall manage the monetary fund payments involving controlling shareholders, de facto controllers and other related parties in full compliance with the fund approval and payment procedures.**
Article 11 In the event that any **major** shareholders and other related parties occupy the Company's assets or otherwise damage the interests of the Company and its public shareholders, the Board shall promptly take effective measures to demand that the relevant **major** shareholders and other related parties immediately cease such infringing acts and compensate for the losses incurred. The Company shall formulate a debt repayment plan and promptly report and announce the matter to the securities regulatory **authorities** ~~and the Shenzhen Stock Exchange~~.	Article 11 In the event that any **controlling** shareholders and other related parties occupy the Company's assets or otherwise damage the interests of the Company and its public shareholders, the Board shall promptly take effective measures to demand that the relevant **controlling** shareholders and other related parties immediately cease such infringing acts and compensate for the losses incurred. The Company shall formulate a debt repayment plan and promptly report and announce the matter to the securities regulatory **institutions**.
Article 12 When conducting the audit of the Company's annual financial and accounting reports, the certified public accountants shall issue a special explanatory note if there is any occupation of funds by the **major** shareholders and other related parties. The Company shall make a public announcement regarding such special explanatory note.	Article 12 When conducting the audit of the Company's annual financial and accounting reports, the **annual audit** certified public accountants shall issue a special explanatory note if there is any occupation of funds by the **controlling** shareholders and other related parties. The Company shall make a public announcement regarding such special explanatory note.

Before Amendment	After Amendment
New article	**Article 13 The Company shall strictly control the repayment of occupied funds of the Company by controlling shareholders, de facto controllers and other related parties through non-cash assets. Where a controlling shareholder, de facto controller and other related party intends to repay occupied funds of the Company with non-cash assets, the following provisions shall be observed:** **(I) the assets used for repayment must belong to the same business system as the Company, be conducive to enhancing the Company's independence and core competitiveness, and reducing related party transactions. They must not be assets that have not been put into use or assets without an objective and clear net book value;** **(II) the Company shall engage an intermediary institution with securities and futures-related business qualifications to assess the assets that meet the conditions for debt-for-asset swaps. The asset appraisal value or the audited net book value shall be used as the pricing basis for the debt-for-asset swap, but the final price must not harm the Company's interests and shall fully consider the present value of the occupied funds with a discount applied. The audit report and appraisal report shall be publicly announced;**

Before Amendment	After Amendment
	(III) independent directors shall issue independent opinions on the debt-for-asset swap plan proposed by the Company's related parties, or an intermediary institution with relevant securities and futures qualifications shall be engaged to issue an independent financial advisor report; **(IV) The debt-for-asset swap plan must be considered and approved by the Board and the shareholders' general meeting. Related directors shall avoid voting on relevant resolutions and related shareholders shall avoid voting. The total number of voting shares held by them shall not be counted in the total number of valid voting shares of such general meeting.**
New article	**Article 14 The Company may, following the end of each accounting year, engage an accounting firm with securities and futures-related business qualifications to conduct an audit on issues relating to fund occupation and irregular guarantees by controlling shareholders, de facto controllers and other related parties of the Company. If the independent directors have objections to the results of the audit, they shall have the right to request the Board of the Company to engage another accounting firm to perform a re-audit.**
Article 13 Where the Company's **major** shareholders, de facto controllers violate the provisions of these rules and, by taking advantage of their related-party relationship, occupy the Company's funds, thereby harming the interests of the Company and causing losses, they shall bear liability for compensation.	Article 15 Where the Company's **controlling** shareholders, de facto controllers **and other related parties** violate the provisions of these rules and, by taking advantage of their related-party relationship, occupy the Company's funds, thereby harming the interests of the Company and causing losses, they shall bear liability for compensation.

Before Amendment	After Amendment
Article 14 Where any director or senior management of the Company assists or connives in the occupation of the Company's assets by **major** shareholders, the Board of the Company shall, depending on the seriousness of the circumstances, impose disciplinary sanctions on the person directly responsible and, with respect to the person bearing serious responsibility, initiate removal procedures.	Article 16 Where any director or senior management of the Company assists or connives in the occupation of the Company's assets by **controlling** shareholders**, de facto shareholders and other related parties**, the Board of the Company shall, depending on the seriousness of the circumstances, impose disciplinary sanctions on the person directly responsible and, with respect to the person bearing serious responsibility, initiate removal procedures.
Article 15 The occupation of funds by **major** controllers **or** related parties approved by directors~~, supervisors~~ and senior management of the Company without authorization is regarded as a serious violation, and the Board will hold the relevant personnel accountable and it will be dealt seriously.	Article 17 The occupation of funds by **controlling** controllers**, de facto controllers and other** related parties approved by directors and senior management of the Company without authorization is regarded as a serious violation, and the Board will hold the relevant personnel accountable and it will be dealt seriously.
Article 16 **For matters not specified** in these rules**, relevant laws, regulations, normative documents and the provisions of the Articles of Association shall apply.**	Article 18 **For matters not covered in these rules, or in the event of any conflict between these rules and the provisions of the currently effective laws, regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, the provisions of such laws, regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association shall prevail.**

Fibocom Wireless Inc.

深圳市廣和通無線股份有限公司

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

(Stock code: 00638)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2025 fourth extraordinary general meeting (the "**EGM**") of Fibocom Wireless Inc. (the "**Company**") will be held at 2:30 p.m., Beijing time, on Monday, December 22, 2025 at Conference Room, Floor 10, Tower A, Building 6, Shenzhen International Innovation Valley, Dashi 1st Road, Xili Community, Xili Subdistrict, Nanshan District, Shenzhen, Guangdong Province, the PRC to consider, and, if thought fit, pass the following resolutions:

SPECIAL RESOLUTION

1. To consider and approve the resolution on the change in registered capital, abolishment of the Board of Supervisors, amendments to the Articles of Association and its appendices and change of business registration;

ORDINARY RESOLUTIONS

2. To consider and approve the resolution on the re-appointment of auditors for 2025;

3. To consider and approve the resolution on the amendments to certain governance systems of the Company.

   3.01 To consider and approve the resolution on the amendments to the Working Rules for Independent Directors;

   3.02 To consider and approve the resolution on the amendments to the Remuneration System for the Directors and Senior Management;

   3.03 To consider and approve the resolution on the amendments to the Rules for Management of External Guarantee;

   3.04 To consider and approve the resolution on the amendments to the Rules for Management of External Investments;

   3.05 To consider and approve the resolution on the amendments to the Policy for Selection and Appointment of Accounting Firms;

3.06 To consider and approve the resolution on the amendments to the Rules Governing the Management of Related Party Transactions;

3.07 To consider and approve the resolution on the amendments to the Policy on the Management of Proceeds;

3.08 To consider and approve the resolution on the amendments to the Rules on Implementation of Cumulative Voting System;

3.09 To consider and approve the resolution on the amendments to the Management Policies in Relation to the Prevention of Controlling Shareholders, De Facto Controller and Other Related Parties from Appropriating Funds of the Company.

By order of the Board
Fibocom Wireless Inc.
Zhang Tianyu
Chairman

The PRC, November 28, 2025

As of the date of this notice, the Board of the Company comprises Mr. Zhang Tianyu, Mr. Ying Lingpeng and Mr. Xu Ning as executive directors, Mr. Wang Ning, Ms. Zhao Jing and Mr. Wu Chenggang as independent non-executive directors.

Notes:

1. Pursuant to the Rule 13.39(4) of the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), voting on all resolutions at an extraordinary general meeting shall be by way of poll. The poll results of the EGM will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.fibocom.com) in accordance with the requirements of the Listing Rules. For the avoidance of doubt, holders of treasury Shares of the Company, if any, shall abstain from voting at the EGM.

2. The record date for determining the entitlement of the shareholders of the Company (the "**Shareholders**") to attend and vote at the EGM will be on Monday, December 22, 2025. For the purpose of determining the entitlement of the Shareholders to attend and vote at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17 Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders), no later than 4:30 p.m., Beijing time, on Tuesday, December 16, 2025.

3. Any Shareholder who is entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on his/her behalf. A proxy needs not be a Shareholder. If the Shareholder appoints more than one proxy, his/her proxies may only vote by poll.

4. The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorized in writing. If the Shareholder is a legal entity, then the relevant appointing document must be either under seal or under the hand of its director or attorney duly authorized. If the instrument appointing a proxy is signed by a person duly authorized by the Shareholder, the powers of attorney or other instruments of authorization shall be notarized. For H Shareholders, the aforementioned documents must be lodged with the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event by not later than 24 hours before the time fixed for holding of the EGM (i.e. not later than 2:30 p.m., Beijing time, on Sunday, December 21, 2025) or any adjournment or postponement thereof. Completion and return of the form(s) of proxy shall not preclude you from attending and voting in person at the EGM or any adjourned or postponed meeting(s) if you so wish.

5. Shareholders shall produce their identification documents when attending the EGM.

6. If a proxy attends the EGM on behalf of a Shareholder, he/she should produce his/her identification document and the power of attorney or other documents signed by the appointer or his/her attorney, which specifies the date of its issuance. If a representative of a corporate Shareholder attends the EGM, such representative shall produce his/her identification document and the notarized copy of the resolution passed by the board of directors or other authority or notarized copy of any authorization documents issued by such corporate Shareholder.

7. The H share registrar of the Company in Hong Kong is Computershare Hong Kong Investor Services Limited and its address is as follows:

   Shops 1712-1716, 17 Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong

8. The registered office of the Company:

   Room 1101, Tower A, Building 6, Shenzhen International Innovation Valley, Dashi 1st Road, Xili Community, Xili Subdistrict, Nanshan District, Shenzhen, Guangdong Province, the PRC

   Tel: 0755-26520587
   Email: zqb@fibocom.com
   Contact person: Chen Shijiang (陳仕江)

9. Miscellaneous

   The EGM is expected to be held for no more than half a day. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.