THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **China Energy Engineering Corporation Limited***, you should at once hand this circular and the accompanying proxy forms and the reply slips to the purchaser or transferee or to the bank or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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中國能源建設股份有限公司

CHINA ENERGY ENGINEERING CORPORATION LIMITED*

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

(Stock Code: 3996)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND DISSOLUTION OF THE BOARD OF SUPERVISORS; EXTENSION OF TIME-LIMITED MATTERS OF NON-COMPETITION COMMITMENTS BY THE CONTROLLING SHAREHOLDER OF THE COMPANY; NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2025; AND NOTICE OF THE SECOND H SHAREHOLDERS' CLASS MEETING OF 2025

The EGM, the A Shareholders' Class Meeting and H Shareholders' Class Meeting will be held in sequence by the Company at Room 2702, Building 1, No. 26A West Dawang Road, Chaoyang District, Beijing, the PRC on Tuesday, 23 December 2025 at 9:00 a.m. Notices of the EGM and the H Shareholders' Class Meeting are set out on pages EGM-1 to HCM-2 of this circular.

Reply slips and proxy forms for use at the EGM and the H Shareholders' Class Meeting are enclosed herewith and also published on both websites of the Hong Kong Stock Exchange (http://www.hkexnews.hk) and the Company (http://www.ceec.net.cn). If you intend to appoint a proxy to attend the EGM and/or the H Shareholders' Class Meeting, you are requested to complete, sign and return the enclosed proxy forms in accordance with the instructions printed thereon by 9:00 a.m. on Monday, 22 December 2025. Completion, signing and return of the proxy forms will not preclude you from attending and voting in person at the EGM and/or the H Shareholders' Class Meeting. Shareholders who intend to attend the EGM and/or the H Shareholders' Class Meeting in person or by proxy should complete, sign and return the reply slips in accordance with the instructions printed thereon on or before Friday, 19 December 2025.

4 December 2025

* *For identification purpose only*

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Notice of the Second Extraordinary General Meeting of 2025 . . . . . EGM-1

Notice of the Second H Shareholders' Class Meeting of 2025 . . . . . HGM-1

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

"A Share(s)"	the ordinary Share(s) of the Company with a nominal value of RMB1.00 each, which have been listed and traded in RMB on the Shanghai Stock Exchange
"A Shareholder(s)"	holder(s) of the A Share(s)
"A Shareholders' Class Meeting"	the second A Shareholders' class meeting of 2025 of the Company to be held immediately after the conclusion of the EGM or any adjournment thereof on Tuesday, 23 December 2025 at Room 2702, Building 1, No. 26A West Dawang Road, Chaoyang District, Beijing, the PRC, and any adjournment thereof (as the case may be)
"Articles of Association"	the Articles of Association of China Energy Engineering Corporation Limited adopted by the Company, as amended, revised or otherwise supplemented from time to time
"associate(s)"	has the meaning ascribed to it under the Listing Rules
"Board of Supervisors"	the board of supervisors of the Company
"Board" or "Board of Directors"	the board of Directors of the Company
"China Energy Group"	China Energy Engineering Group Co., Ltd.* (中國能源建設集團有限公司), a wholly state-owned company established in the PRC on 28 September 2011, the controlling shareholder of the Company
"Class Meeting(s)"	the A Shareholders' Class Meeting and/or the H Shareholders' Class Meeting
"Company"	China Energy Engineering Corporation Limited* (中國能源建設股份有限公司), a joint stock limited company incorporated in the PRC on 19 December 2014, whose H Shares are listed on the Hong Kong Stock Exchange (Stock Code: 3996) and A Shares are listed on the Shanghai Stock Exchange (Stock Code: 601868)
"Company Law"	the Company Law of the People's Republic of China
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"controlling shareholder(s)"	has the meaning ascribed to it under the Listing Rules
"CSRC"	China Securities Regulatory Commission

"Director(s)"	the director(s) of the Company
"EGM"	the second extraordinary general meeting of 2025 of the Company to be held at 9:00 a.m. on Tuesday, 23 December 2025 at Room 2702, Building 1, No. 26A West Dawang Road, Chaoyang District, Beijing, the PRC, and any adjournment thereof (as the case may be)
"H Share(s)"	the ordinary Share(s) of the Company with a nominal value of RMB1.00 each, which are listed and traded in Hong Kong dollars on the Hong Kong Stock Exchange
"H Shareholder(s)"	holder(s) of the H Share(s)
"H Shareholders' Class Meeting"	the second H Shareholders' class meeting of 2025 of the Company to be held immediately after the conclusion of the A Shareholders' Class Meeting or any adjournment thereof on Tuesday, 23 December 2025 at Room 2702, Building 1, No. 26A West Dawang Road, Chaoyang District, Beijing, the PRC, and any adjournment thereof (as the case may be)
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Latest Practicable Date"	2 December 2025, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its publication
"Listing Rules"	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
"PRC" or "China"	the People's Republic of China
"RMB"	Renminbi, the lawful currency of the PRC
"Share(s)"	share(s) in the share capital of the Company with a nominal value of RMB1.00 each
"Shareholder(s)"	registered holder(s) of Shares of the Company
"General Meetings"	the EGM and the Class Meetings
"%"	per cent

中國能源建設股份有限公司
CHINA ENERGY ENGINEERING CORPORATION LIMITED*

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

(Stock Code: 3996)

Executive Director:
Mr. Ni Zhen *(Chairman)*

Employee Director:
Mr. Huang Pu

Non-executive Directors:
Mr. Liu Xueshi
Mr. Si Xinbo

Independent Non-executive Directors:
Mr. Cheng Niangao
Dr. Ngai Wai Fung
Ms. Niu Xiangchun
Mr. Pei Zhenjiang

Registered office:
Room 01-2706, 1-24/F, Building 1
No. 26A West Dawang Road
Chaoyang District
Beijing
PRC

Principal place of business in Hong Kong:
31/F, Tower Two, Times Square
1 Matheson Street, Causeway Bay
Hong Kong

4 December 2025

To the Shareholders

Dear Sir or Madam,

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND DISSOLUTION OF THE BOARD OF SUPERVISORS; EXTENSION OF TIME-LIMITED MATTERS OF NON-COMPETITION COMMITMENTS BY THE CONTROLLING SHAREHOLDER OF THE COMPANY; NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2025; AND NOTICE OF THE SECOND H SHAREHOLDERS' CLASS MEETING OF 2025

I. INTRODUCTION

References are made to the announcements of the Company dated 30 October 2025 and 2 December 2025 in relation to (i) the extension of time-limited matters of non-competition commitments by controlling shareholder of the Company, and (ii) proposed amendments to the Articles of Association and its appendices, i.e. the Rules of Procedures for General Meetings of China Energy Engineering

* *For identification purpose only*

Corporation Limited (the "**Rules of Procedures for General Meetings**") and the Rules of Procedures for Board Meetings of China Energy Engineering Corporation Limited (the "**Rules of Procedures for Board Meetings**"), and dissolution of the Board of Supervisors, respectively.

The purpose of this circular is to give you the notices of the EGM and the H Shareholders' Class Meeting, which are set out on pages EGM-1 to HCM-2 of this circular and to provide you with information reasonably necessary to enable you to make informed decision on voting for or against the resolutions to be proposed at the EGM and the H Shareholders' Class Meeting as described below.

Resolutions will be proposed at the EGM for following matters of the Company: to consider and approve the resolution on amendments to the Articles of Association of China Energy Engineering Corporation Limited and dissolution of the Board of Supervisors by way of a special resolution, and to consider and approve the resolution on the extension of time-limited matters of non-competition commitments by the controlling shareholder of the Company by way of an ordinary resolution.

Pursuant to Article 125 of the existing Articles of Association, a resolution of a class meeting shall only be passed by two-thirds or more of the voting rights present at the class meeting in accordance with the Articles of Association. At the H Shareholders' Class Meeting, a special resolution will be proposed to consider and approve the amendments to the Articles of Association of China Energy Engineering Corporation Limited and dissolution of the Board of Supervisors.

II. THE RESOLUTION ON PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND DISSOLUTION OF THE BOARD OF SUPERVISORS

On 2 December 2025, the Board announced that, to fully implement the provisions of the *Company Law (2023 Revision)*, the *Guidelines on Articles of Association of Central Enterprises*, the *Guidelines on Articles of Association of Listed Companies* and other laws and regulations as well as regulatory documents, and based on the actual condition of the Company, the Board proposed to make amendments to the Articles of Association and its appendices, i.e. the Rules of Procedures for General Meetings and the Rules of Procedures for Board Meetings, dissolve the Board of Supervisors, and abolish the Rules of Procedures for the Board of Supervisors of China Energy Engineering Corporation Limited. All positions of supervisors shall be automatically removed. Please refer to the appendices to this circular for details of proposed amendments. The Board also resolved to propose the Shareholders to authorise the Board and the Board to further authorise the management and relevant personnel of the Company to deal with all matters including the change of industrial and commercial registration involved in due to the amendments to the Articles of Association.

The abovementioned resolution on the proposed amendments to the Articles of Association (including appendices to the Articles of Association, i.e. the Rules of Procedures for General Meetings and the Rules of Procedures for Board Meetings) and dissolution of the Board of Supervisors has been considered and approved by the Board and the Board of Supervisors on 2 December 2025, and is hereby proposed at the EGM, A Shareholders' Class Meeting and H Shareholders' Class Meeting for the Shareholders' consideration and approval.

III. EXTENSION OF TIME-LIMITED MATTERS OF NON-COMPETITION COMMITMENTS BY THE CONTROLLING SHAREHOLDER OF THE COMPANY

According to the absorption and merger plan of China Gezhouba Group Stock Company Limited through the issuance of A Shares by the Company, China Energy Group, the controlling shareholder of the Company, issued the Commitment Letter on Avoiding Horizontal Competition and the Supplementary Commitment Letter on Avoiding Horizontal Competition, and extended the time-limited matters in the commitments by two years at the end of 2023. Due to relevant reasons, China Energy Group proposes to further change the content in the commitments relating to time-limited matters by extending three years. Pursuant to the relevant requirements of the Regulatory Guidelines for Listed Companies No. 4 – Undertakings Made by Listed Companies and Their Relevant Parties issued by the CSRC, the above matter regarding the extension of time-limited matters of non-competition commitments by the controlling shareholder of the Company shall be submitted to the EGM for consideration. The details of the resolution are as follows:

1. Time-limited Matters of Non-competition Commitments

During the absorption and merger of China Gezhouba Group Stock Company Limited through the issuance of A Shares by the Company, China Energy Group issued the Commitment Letter on Avoiding Horizontal Competition and the Supplementary Commitment Letter on Avoiding Horizontal Competition, and comprehensively utilized various methods such as equity transfer, asset restructuring and business adjustment in accordance with the requirements of regulatory authorities and in compliance with applicable laws, regulations and relevant regulatory rules, and based on the principle of being conducive to the development of the Company and safeguarding the interests of the Shareholders before 31 December 2023, to steadily promote the resolution of the business overlap issue between China Energy Engineering Group Beijing Electric Power Construction Co., Ltd. ("**Beijing Power Construction**") under China Energy Group and the Company.

In 2023, according to the recommendations of China Energy Group, and as considered and approved at the 29th meeting of the third session of the Board of the Company and as considered and approved at the third extraordinary general meeting of 2023 of the Company, the Company approved to extend the period of above time-limited matters of commitments of China Energy Group to 31 December 2025.

2. Work Progress of Time-limited Matters

To solve the business overlap issue between Beijing Power Construction and the Company, the Company and China Energy Group proactively studied and promoted several types of plans including equity transfer, close down and deregistration and business adjustment of Beijing Power Construction, but there exist certain obstacles in the implementation of such plans due to various factors such as the operation and financial condition of Beijing Power Construction as well as social stability.

On basis of the foregoing, the Company and China Energy Group constantly adjusted the business scope and business sources of Beijing Power Construction, and entrusted a subsidiary of the Company for the management of Beijing Power Construction, to gradually solve the business overlap issue by clarifying the entrusted operation and management agreement and business rules. Currently, Beijing Power Construction's businesses mainly derive from the Company and its subsidiaries, the total volume of which only maintains its basic operation, and there is no substantial horizontal competition between Beijing Power Construction and the Company.

3. Reasons for Extension in Performance of Commitments

Although China Energy Group and the Company have collaborated to promote the resolution of commitments related to business overlap from various aspects, subject to various factors, it is expected that before the expiration of the commitment period (i.e. 31 December 2025), Beijing Power Construction will not be able to meet the conditions for completely resolving business overlap issue, such as transferring to a third party, acquiring by the Company, cancellation and other conditions recognized by regulatory authorities.

4. Change in Commitments

The change in commitments only involves the extension of the time-limited period from 31 December 2025 to 31 December 2028, while all other contents of the commitments remain unchanged. The revised commitments are as follows:

The controlling shareholder of the Company undertakes to comprehensively utilize various methods such as equity transfer, asset restructuring and business adjustment in accordance with the requirements of regulatory authorities and in compliance with applicable laws, regulations and relevant regulatory rules, and based on the principle of being conducive to the development of the Company and safeguarding the interests of the Shareholders before 31 December 2028, to steadily promote the resolution of the business overlap issue between Beijing Power Construction and the Company.

5. Consideration

The Resolution on the Extension of Time-limited Matters of Non-competition Commitments by the Controlling Shareholder was considered and approved at the second special meeting of the independent Directors of the Company in 2025. The independent non-executive Directors are of the opinions that the extension of time-limited matters of commitments complies with the relevant provisions of the Regulatory Guidelines for Listed Companies No. 4 – Undertakings Made by Listed Companies and Their Relevant Parties issued by the CSRC without prejudice to the interests of the Company and other Shareholders, particularly the interests of minority Shareholders. The resolution has been considered and approved at the 51st meeting of the third session of the Board of the Company, and the related Directors have abstained from voting on the resolution.

The Resolution on the Extension of Time-limited Matters of Non-competition Commitments by the Controlling Shareholder was considered and approved at the 34th meeting of the third session of the Board of Supervisors of the Company. The Board of Supervisors is of the view that the extension in performance of the commitments to avoid horizontal competition by the controlling shareholder of the Company complies with the relevant provisions of the Regulatory Guidelines for Listed Companies No. 4 – Undertakings Made by Listed Companies and Their Relevant Parties issued by the CSRC without prejudice to the interests of the Company and other Shareholders, particularly the interests of minority Shareholders.

The resolution on the extension of time-limited matters of non-competition commitments by the controlling Shareholder of the Company is hereby proposed at the EGM for the Shareholders' consideration and approval.

6. Impact on the Company

The above extension of the commitments does not and will not have any impact on the Company's production and operation, nor will it harm the interests of Shareholders of the Company, particularly the interests of minority Shareholders.

IV. EGM AND H SHAREHOLDERS' CLASS MEETING

The EGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting will be held in sequence by the Company at Room 2702, Building 1, No. 26A West Dawang Road, Chaoyang District, Beijing, the PRC on Tuesday, 23 December 2025 at 9:00 a.m. Notices of the EGM and the H Shareholders' Class Meeting are set out on pages EGM-1 to HCM-2 of this circular.

The H Shareholders whose names appear on the register of members of the Company on Tuesday, 23 December 2025 are entitled to attend and vote at the EGM and the H Shareholders' Class Meeting. The register of members of H Shares of the Company will be closed from Thursday, 18 December 2025 to Tuesday, 23 December 2025 (both days inclusive), during which no transfer of H Shares can be registered. All H Shares transfer documents together with the relevant share certificates must be lodged with the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Wednesday, 17 December 2025.

Reply slips and proxy forms for use at the EGM and the H Shareholders' Class Meeting are enclosed herewith and also published on both websites of the Hong Kong Stock Exchange (http://www.hkexnews.hk) and the Company (http://www.ceec.net.cn). If you intend to appoint a proxy to attend the EGM and/or the H Shareholders' Class Meeting, you are requested to complete, sign and return the enclosed proxy forms in accordance with the instructions printed thereon by 9:00 a.m. on Monday, 22 December 2025. Completion, signing and return of the proxy forms will not preclude you from attending and voting in person at the EGM and/or the H Shareholders' Class Meeting. Shareholders who intend to attend the EGM and/or the H Shareholders' Class Meeting in person or by proxy should complete, sign and return the reply slips in accordance with the instructions printed thereon on or before Friday, 19 December 2025.

V. VOTING BY POLL

According to Rule 13.39(4) of the Listing Rules, apart from certain exceptions, any vote of Shareholders at the general meeting must be taken by poll. All resolutions at the EGM and Class Meetings will be voted by way of poll. An announcement on the poll results will be published on the websites of the Hong Kong Stock Exchange (http://www.hkexnews.hk) and the Company (http://www.ceec.net.cn), respectively by the Company after the EGM and Class Meetings in the manner prescribed under the Listing Rules.

Any Shareholders and their close associates who have a material interest in the extension of time-limited matters of non-competition commitments by the controlling shareholder of the Company will abstain from voting at the EGM. China Energy Group (the controlling shareholder of the Company, together with its close associate, Electric Power Planning Engineering Institute Co., Ltd., directly and indirectly held approximately 45.44% of the total issued share capital of the Company as at the Latest Practicable Date) has a material interest in the extension of time-limited matters of non-competition commitments by the controlling shareholder of the Company. Accordingly, China Energy Group and its close associate, Electric Power Planning Engineering Institute Co., Ltd. will abstain from voting on the relevant resolution at the EGM. The number of Shares abstained from voting that are held by China Energy Group and its close associate, Electric Power Planning Engineering Institute Co., Ltd., is 18,945,679,729 Shares in aggregate. To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, except for China Energy Group and its close associate, Electric Power Planning Engineering Institute Co., Ltd., none of other Shareholders has any interests in the extension of time-limited matters of non-competition commitments by the controlling shareholder of the Company.

VI. RECOMMENDATION

The Board believes that the resolutions mentioned in this circular are in the best interests of the Company and its all Shareholders as a whole. Accordingly, the Board recommends that all Shareholders vote in favor of the relevant resolutions to be proposed at the EGM and the H Shareholders' Class Meeting as set out in the enclosed notices of the EGM and the H Shareholders' Class Meeting.

Yours faithfully,
By order of the Board
China Energy Engineering Corporation Limited*
Ni Zhen
Chairman

* *For identification purpose only*

COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF CHINA ENERGY ENGINEERING CORPORATION LIMITED

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 1	The *Articles of Association of China Energy Engineering Corporation Limited* (hereinafter referred to as the "Articles") are formulated in accordance with the *Company Law of the People's Republic of China* (hereinafter referred to as the "*Company Law*"), the *Guidelines on Articles of Association of Listed Companies* (hereinafter referred to as the "*Guidelines on Articles of Association*"), the *Rules Governing the Listing of Stocks on the Shanghai Stock Exchange*, the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited* (hereinafter referred to as the "Hong Kong Listing Rules"), the *Constitution of the Communist Party of China* and relevant provisions of other laws, regulations and regulatory documents, for the purpose of protecting the legitimate rights and interests of China Energy Engineering Corporation Limited (hereinafter referred to as the "Company"), its shareholders and creditors, and regulating the organization and activities of the Company.	Article 1	The *Articles of Association of China Energy Engineering Corporation Limited* (hereinafter referred to as the "Articles") are formulated in accordance with the *Company Law of the People's Republic of China* (hereinafter referred to as the "*Company Law*"), **the *Securities Law of the People's Republic of China* (hereinafter referred to as the "*Securities Law*"), the *Guidelines on Articles of Association of Central Enterprises*,** the *Guidelines on Articles of Association of Listed Companies*, the *Rules Governing the Listing of Stocks on the Shanghai Stock Exchange*, the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited* (hereinafter referred to as the "Hong Kong Listing Rules"), the *Constitution of the Communist Party of China* and relevant provisions of other laws, regulations and regulatory documents, for the purpose of protecting the legitimate rights and interests of China Energy Engineering Corporation Limited (hereinafter referred to as the "Company"), its shareholders**, employees** and creditors, and regulating the organization and activities of the Company.
Article 2	The Company is a joint stock limited company established in accordance with the requirements of the *Company Law* and other relevant laws and regulations. The Company was established by way of promotion with the approval document (Guo Zi Gai Ge [2014] No. 1150) issued by State-owned Assets Supervision and Administration Commission under the State Council. The Company was registered with the State Administration for Industry and	Article 2	The Company is a joint stock limited company established in accordance with the requirements of the *Company Law* and other relevant laws and regulations. The Company was established by way of promotion with the approval document (Guo Zi Gai Ge [2014] No. 1150) issued by State-owned Assets Supervision and Administration Commission under the State Council. The Company was registered with the State Administration for Industry and

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	Commerce and was granted the corporate legal person's business license on 19 December 2014. ~~The promoters of the Company are China Energy Engineering Group Co., Ltd. (中國能源建設集團有限公司) and Electric Power Planning & Engineering Institute Co., Ltd. (電力規劃總院有限公司).~~		Commerce and was granted the corporate legal person's business license on 19 December 2014**, and the unified social credit code is 911100007178398156**.
Article 19	~~After the establishment and~~ upon the approval of the securities regulatory authority of the State Council, the Company issued 8,420,396,364 new overseas listed foreign shares (H shares). Upon the entrusted sale by state-owned shareholders of 842,039,636 shares held by the NationalCouncil for Social Security Fund and approved for conversion into H shares, in accordance with relevant state regulations on the transfer and reduction of state-owned shares, the Company's total H shares amounted to 9,262,436,000 shares. Upon completion of the issue ~~of overseas listed foreign shares~~, the share capital structure of the Company shall comprise 30,020,396,364 ordinary shares, 20,757,960,364 shares of which are held by domestic shareholders and 9,262,436,000 shares held by H shareholders. Upon the approval by the securities regulatory authorities under the State Council with the Approval for Absorption and Merger of China Gezhouba Group Stock Company Limited* (中國葛洲壩集團股份有限公司) through Issuance of Shares by China Energy Engineering Corporation Limited (Zheng Jian Xu Ke [2021] No. 2757), the Company publicly issued 11,670,767, 272 A Shares. Upon the issuance of A Shares, the share capital structure of the Company is as follows: the total share capital of the Company is 41,691,163,636 Shares, including 32,428,727,636 A Shares and 9,262,436,000 H Shares, accounting for 77.78% and 22.22% of the Company's total share capital, respectively.	**Article 3**	**In 2015,** upon the approval by the China Securities Regulatory Commission, the Company issued 8,420,396,364 new overseas listed foreign shares (H shares). Upon the entrusted sale by state-owned shareholders of 842,039,636 shares held by the NationalCouncil for Social Security Fund and approved for conversion into H shares, in accordance with relevant state regulations on the transfer and reduction of state-owned shares, the Company's total H shares amounted to 9,262,436,000 shares. Upon completion of the issue, the share capital structure of the Company shall comprise 30,020,396,364 ordinary shares, 20,757,960,364 shares of which are held by domestic shareholders and 9,262,436,000 shares held by H shareholders. **In 2021, u**pon the approval by the China Securities Regulatory Commission with the Approval for Absorption and Merger of China Gezhouba Group Stock Company Limited* (中國葛洲壩集團股份有限公司) through Issuance of Shares by China Energy Engineering Corporation Limited (Zheng Jian Xu Ke [2021] No. 2757), the Company publicly issued 11,670,767, 272 A Shares. Upon the issuance of A Shares, the share capital structure of the Company is as follows: the total share capital of the Company is 41,691,163,636 Shares, including 32,428,727,636 A Shares and 9,262,436,000 H Shares, accounting for 77.78% and 22.22% of the Company's total share capital, respectively.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 3	Registered names of the Company: Registered Chinese name of the Company: 中國能源建設股份有限公司 Registered English name of the Company: China Energy Engineering Corporation Limited	**Article 4**	Registered names of the Company: **Chinese name:** 中國能源建設股份有限公司 **Chinese abbreviation of A Shares: 中國能建** **Abbreviation of H Shares: CH ENERGY ENG** **English name:** China Energy Engineering Corporation Limited
Article 4	Registered office of the Company: Room 01-2706, 1-24/F, Building 1, No. 26A West Dawang Road, Chaoyang District, Beijing. Postal code: 100022 ~~Telephone: +86 (10) 59009999~~ ~~Fax: +86 (10) 59008888~~	**Article 5**	Registered office of the Company: Room 01-2706, 1-24/F, Building 1, No. 26A West Dawang Road, Chaoyang District, Beijing. Postal code: 100022
Article 23	The registered share capital of the Company is RMB41,691,163,636.	**Article 6**	The registered share capital of the Company is RMB41,691,163,636.
Article 6	The Company is a joint stock limited company in perpetual existence. ~~The Company is an independent corporate legal person with independent legal person properties and entitlements to legal person properties. The Company is entitled to civil rights and is subject to civil responsibility pursuant to the laws.~~ ~~The assets of the Company shall be divided into shares and each share shall have equal value. The respective liability of the shareholders shall be limited to the shares held by them. The Company shall be held liable for its debts with all its assets.~~	**Article 7**	The Company is a joint stock limited company in perpetual existence.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 5	The legal representative of the Company shall be the chairman of the board of directors.	**Article 8**	The legal representative of the Company shall be the chairman of the board of directors. **If the chairman of the board of directors, who is the legal representative resigns, he/she shall be deemed to have resigned from the position of legal representative simultaneously.** **The appointment and change of the Company's legal representative shall be carried out in accordance with the *Company Law* and the relevant provisions on the management of the leadership of central enterprises.**
	Newly added	**Article 9**	**The legal consequences of the civil activities engaged in by the legal representative in the name of the Company shall be borne by the Company.** **Restrictions on the functions and powers of the legal representative imposed by the Articles or the general meeting shall not be asserted against a bona fide counterpart.** **If a legal representative causes damage to another person as a result of the performance of his/her duties, the Company shall bear the civil liability. After the Company has assumed the civil liability, it may, in accordance with the provisions of the law or the Articles, seek indemnification from the legal representative who is at fault.**
Article 6	~~The Company is a joint stock limited company in perpetual existence.~~ ~~The Company is an independent corporate legal person with independent legal person properties and entitlements to legal person properties. The Company is entitled to civil rights and is subject to civil responsibility pursuant to the laws.~~ ~~The assets of the Company shall be divided into shares and each share shall have equal value.~~ The respective liability of the shareholders shall be limited to the shares ~~held~~ by them. The Company shall be held liable for its debts with all its assets.	**Article 10**	The respective liability of the shareholders shall be limited to the shares **subscribed for** by them. The Company shall be held liable for its debts with all its assets.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 7	The Articles shall be passed at the general meeting of the Company by special resolution.	–	**Deleted**
Article 8	From the effective date of the Articles onwards, the Articles shall constitute a legally binding document to regulate the organization and activities of the Company, the rights and obligations between the Company and shareholders and among the shareholders, and shall be legally binding on the Company, shareholders, directors~~, supervisors~~ and senior management. According to the Articles, a shareholder may take legal action against other shareholders, directors, ~~supervisors,~~ senior management of the Company, or the Company itself; the Company may take legal action against shareholders, directors, ~~supervisors,~~ senior management. ~~The actions referred to in the preceding paragraph include court proceedings and arbitration proceedings.~~	**Article 11**	From the effective date of the Articles onwards, the Articles shall constitute a legally binding document to regulate the organization and activities of the Company, the rights and obligations between the Company and shareholders and among the shareholders, and shall be legally binding on the Company, shareholders**, members of the Party Committee, directors and senior management**. According to the Articles, a shareholder may take legal action against other shareholders, **directors and senior management** of the Company, or the Company itself; the Company may take legal action against **shareholders, directors and senior management**.
Article 262	The reference of "~~s~~senior management~~"~~ in the Articles refers to general manager, vice general manager, chief accountant, chief legal advisor, secretary to the board of directors and other senior management appointed by the board of directors.	**Article 13**	The reference of senior management in the Articles refers to general manager, vice general manager, chief accountant, **secretary to the board of directors and general counsel of the Company**.
Article 10	The Company shall establish an organization of the Communist Party of China in accordance with the *Constitution of the Communist Party of China*. The Party organization shall play a leadership role, providing direction, managing the overall situation and procuring implementation, integrating the Party's leadership into all aspects of corporate governance, and discuss and decide significant matters of the Company in accordance with provisions. ~~The Company shall also establish the working organ of the Party, which shall be equipped with sufficient staff to deal with Party affairs and provided with sufficient funds to operate the Party organization.~~	**Article 14**	The Company shall establish an organization of the Communist Party of China in accordance with the *Constitution of the Communist Party of China*. The Party organization shall play a leadership role, providing direction, managing the overall situation and **ensuring** implementation, integrating the Party's leadership into all aspects of corporate governance; **launch Party activities, establish the Party's working organizations with fully equip and strengthen the Party staff, and ensure the working expenses of the party organizations;** and discuss **and decide on** significant matters of the Company in accordance with provisions.
Article 11	The business objectives of the Company are: shouldering the mission of "~~undertaking global energy projects as a Chinese partner~~" and adhering to the vision of "becoming an industry leader and ranking top in the world", we will strive to establish a modern enterprise that is advanced in the organizational structure, flexible in mechanism, standard in	**Article 15**	The business objectives of the Company are: shouldering the mission of "**empowering a beautiful China and building a better world**" and adhering to the vision of "becoming an industry leader and ranking top in the world", we will strive to establish a modern enterprise that is advanced in the organizational structure, flexible in mechanism, standard in

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	operations and ~~scientific~~ in management, cultivate a first-class enterprise that is strong in overall strength, ~~outstanding~~ in competitiveness, profound in brand influence and rich in cultural connotations, and create a harmonious enterprise that enjoys recognition from the government, satisfaction from clients, preferences from investors and happiness from employees, and to have ~~"Four positions" and "Six first-class"~~, so as to achieve our development goal of "becoming a world-class company with global competitiveness", make due contributions to ~~the scientific development of the energy industry and infrastructure in China and around the globe, and to empower a beautiful China and build a better world~~.		operations and **refined** in management, cultivate a first-class enterprise that is strong in overall strength, **prominent advantages** in competitiveness, profound in brand influence and rich in cultural connotations, and create a harmonious enterprise that enjoys recognition from the government, satisfaction from clients, preferences from investors and happiness from employees, and to **become the main force of building a emerging power system and emerging energy system**, so as to achieve our development goal of "becoming a world-class company with global competitiveness", make due contributions to **the construction of an energy power as well as the green and low-carbon development of economy and society**.
Article 13	The shares of the Company shall be represented by share certificates. ~~All shares of the Company shall have a par value at RMB1 each.~~ ~~For the purpose of the above paragraph, "RMB" means the legal currency of the People's Republic of China.~~	**Article 17**	The shares of the Company shall be represented by share certificates.
Article 14	The Company shall have ordinary shares at all times. It may create other classes of shares subject to approval by the approval authorities under the State Council.	**–**	**Deleted**
Article 15	Shares of the Company are issued on an open, fair and impartial basis and shares ~~of same class~~ shall have equal rights. The terms and price for an issuance of shares ~~in the same class~~ shall be the same. Shares shall be subscribed for by ~~any entities or individuals~~ at the same price.	**Article 18**	Shares of the Company are issued on an open, fair and impartial basis and shares of **same class** shall have equal rights. The terms and price for an issuance of **shares in the same class** shall be the same. Shares shall be subscribed for by **subscribers** at the **same price**.
	Newly Added	**Article 19**	**The par value shares issued by the Company are denominated in RMB. The overseas listed foreign shares issued by the Company and listed in Hong Kong shall be referred to as H shares, and are subscribed for and traded in Hong Kong dollars.**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 22	The domestic shares issued by the Company shall be collectively deposited with China Securities Depository and Clearing Corporation Limited. The overseas listed foreign shares issued by the Company ~~shall be deposited according to Article 42 of the Articles~~.	**Article 20**	The domestic shares issued by the Company shall be collectively deposited with China Securities Depository and Clearing Corporation Limited. The overseas listed foreign shares issued by the Company **shall be mainly held in a centralized depository under Hong Kong Securities Clearing Company Limited, and may also be held by shareholders in their personal names.**
Article 16	Subject to the approval of the securities regulatory authority of the State Council, the Company may issue shares to domestic and foreign investors. For the purpose of the preceding paragraph, "foreign investors" shall refer to investors from foreign countries and in the regions of Hong Kong, Macau and Taiwan who subscribe for shares of the Company, and "domestic investors" shall refer to investors from the People's Republic of China, excluding the abovementioned regions, who subscribe for shares of the Company.	–	**Deleted**
Article 17	Shares issued by the Company to domestic investors for subscription in RMB shall be referred to as domestic shares. Shares issued by the Company to foreign investors for subscription in foreign currency shall be referred to as foreign shares. Foreign shares which are listed outside the PRC shall be referred to as overseas listed foreign shares. The "foreign currency" referred to in the preceding paragraph is a legal currency (other than RMB) of other countries or regions which is recognized by the foreign exchange administration authority of China and can be used for payment of the Company's shares. Overseas listed foreign shares issued by the Company and listed in Hong Kong shall be referred to as H shares. H shares refer to the shares approved to be listed on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Stock Exchange"), the par value of which is denominated in RMB, and are subscribed for and traded in Hong Kong dollars.	–	**Deleted**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 18	Upon approval of the company approving department authorized by the State Council, the Company issued 21,600,000,000 ordinary shares to the promoters upon the establishment of the Company, representing 100% of the total ordinary shares issued by the Company.	**Article 21**	Upon approval of the company approving department authorized by the State Council, the Company issued 21,600,000,000 ordinary shares to the promoters upon the establishment of the Company, representing 100% of the total ordinary shares issued by the Company. **The promoters of the Company are China Energy Engineering Group Co., Ltd. and Electric Power Planning Engineering Institute Co., Ltd. The number of ordinary shares subscribed by each promoter and the method of capital contribution are as follows:** **(1) China Energy Engineering Group Co., Ltd. subscribed for 21,497,460,000 shares, and the capital contribution was made in the form of its own currency, physical objects, land use rights and other property with an appraisal result approved by the State-owned Assets Supervision and Administration Commission of the State Council.** **(2) Electric Power Planning Engineering Institute Co., Ltd. subscribed for 102,540,000 shares and the capital contribution was made in the form of monetary contribution.**
	Newly Added	**Article 22**	**The number of the issued shares of the Company is 41,691,163,636 shares, including 32,428,727,636 A shares and 9,262,436,000 H shares, accounting for 77.78% and 22.22% of the Company's total share capital, respectively.**
Article 20	Upon approval by the securities regulatory authority of the State Council of the proposal for issue of overseas listed foreign shares and domestic shares, the board of directors of the Company may issue overseas listed foreign shares and domestic shares separately. The Company may issue overseas listed foreign shares and domestic shares separately in accordance with the preceding paragraph within 15 months from the date of approval by the securities regulatory authority of the State Council.	–	**Deleted**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 21	The Company may issue overseas listed foreign shares and domestic shares subject to the maximum number of shares as determined in the issuance proposal. Shares shall be subscribed for in full in one issue. If shares cannot be fully subscribed for in one issue under special circumstances, the shares may be issued in separate issues subject to approval of the securities regulatory authority of the State Council.	–	**Deleted**
Article 36	The Company or its subsidiaries ~~shall not, by any means at any time,~~ provide ~~any kind of~~ financial assistance ~~to a person who is acquiring or is proposing to acquire~~ shares of the Company. ~~The said acquirer of shares of the Company includes a person who directly or indirectly incurs any obligations due to the acquisition of shares of the Company.~~ ~~The Company or its subsidiaries shall not, by any other means at any time, provide financial assistance to the said acquirer for the purpose of reducing or discharging the obligations assumed by such person.~~ ~~This provision does not apply to the circumstances stated in Article 38 of the Articles.~~	**Article 23**	The Company or its subsidiaries (**including affiliated enterprises of the Company**) **shall not** provide financial assistance **to others in the form of donation, advance payment, guarantee or loan for the acquisition of the Company's** shares**, except for the implementation of the Company's employee stock ownership plan.** **For the benefit of the Company, the Company may, upon resolution made by the board of directors according to the authorisation of the general meeting, provide financial assistance to others for the acquisition of the Company's shares, provided that the cumulative total amount of financial assistance shall not exceed ten percent of the total issued share capital. Resolutions made by the board of directors shall be approved by more than two-thirds of all directors.**
Article 23	The registered share capital of the Company is RMB41,691,163,636.	–	**Deleted (according to the *Guidelines on Articles of Association of Listed Companies*, the relevant contents were adjusted to Article 6)**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 24	The Company may, based on its requirements for operation and development, ~~approve an increase of capital in accordance with the Articles. The Company may increase its capital in the following manners:~~ (1) ~~by issuing new shares to non-specified investors;~~ (2) ~~by placing new shares to specified investors and/or its existing shareholders;~~ (3) ~~by~~ bonus ~~issue of new shares~~ to existing shareholders; (4) by converting capital reserves into share capital; (5) other ways ~~as permitted~~ by laws and administrative regulations ~~and approval by the competent authorities of the State Council~~. ~~The increase of capital of the Company by issuing new shares shall, after being approved in accordance with the Articles, be conducted in accordance with the procedures stipulated by the relevant laws and regulations of the State.~~ ~~After the increase of capital, the Company shall apply to the original industry and commerce administrative authority for registration of the change in registered capital and make an announcement.~~	**Article 24**	The Company may, based on its requirements for operation and development, **in accordance with the provisions of laws and regulations, and upon a resolution of the general meeting, increase its capital in the following means:** (1) **issuing shares to non-specific targets;** (2) **issuing shares to specific targets;** (3) **distributing** bonus **shares** to existing shareholders; (4) converting capital reserves into share capital; (5) other ways **as prescribed** by laws and administrative regulations **and the securities regulatory authorities of the place where the Company's shares are listed**.
Article 29	~~Pursuant to the requirements of the Articles,~~ the Company may reduce its registered capital in accordance with the *Company Law* and procedures provided by other relevant regulations and the Articles.	**Article 25**	The Company may **and shall** reduce its registered capital in accordance with the *Company Law* and procedures provided by other relevant regulations and the Articles.
Article 31	~~The Company may, subject to the procedures set out in the Articles, repurchase its issued shares under the following circumstances:~~	**Article 26**	**The Company shall not purchase its own shares, except in any of the following circumstances:**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	(1) ~~cancelling the shares for the purposes of~~ reducing registered capital of the Company; (2) merging with any other companies holding the shares in the Company; (3) using the shares for employee stock ownership plan or as equity incentive; (4) being requested to repurchase the shares of the Company held by the shareholders who object to the resolutions adopted at general meeting concerning merger or division of the Company; (5) using the shares for conversion of corporate bonds which are convertible into shares issued by the Company; (6) where it is necessary to safeguard the value of the Company and the interests of its shareholders; ~~(7) other circumstances permitted by the laws and regulations.~~ ~~Save as aforementioned, the Company shall not purchase the shares of the Company.~~ ~~When the Company purchases its own shares under the circumstances in (1) and (2) of the Article, it shall be resolved by the general meeting; when the Company purchases its own shares under the circumstances in (3), (5) and (6) of the Article, it shall be, with the authorisation of the general meeting, resolved by the Board meeting where over two thirds of the directors are present.~~ ~~The repurchase of overseas listed foreign shares of the Company shall comply with the Hong Kong Listing Rules and other relevant regulatory regulations of the place of listing.~~		(1) reducing registered capital of the Company; (2) merging with any other companies holding the shares of the Company; (3) using the shares for employee stock ownership plan or as equity incentive; (4) being requested to repurchase the shares of the Company held by the shareholders who object to the resolutions adopted at **general meeting** concerning merger or division of the Company; (5) using the shares for conversion of corporate bonds which are convertible into shares issued by the Company; (6) where it is necessary to safeguard the value of the Company and the interests of its shareholders.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 32	The Company may purchase its own shares through public and centralized trading, or other methods in accordance with laws and regulations or approved by ~~the China Securities Regulatory Commission~~. When the Company purchases its own shares under the circumstances in (3), (5) and (6) of Article ~~31~~ of the Articles, it shall be carried out through public and centralized trading.	**Article 27**	The Company may purchase its own shares through public and centralized trading, or other methods approved by laws, administrative regulations and **the securities regulatory authorities of the place where the Company's shares are listed**. When the Company purchases its own shares under the circumstances in (3), (5) and (6) of **Article 26** of the Articles, it shall be carried out through public and centralized trading. **When the Company purchases its own shares, it shall fulfill the information disclosure obligations in accordance with the relevant provisions of the *Securities Law* and the Hong Kong Listing Rules.**
Article 31	~~The Company may, subject to the procedures set out in the Articles, repurchase its issued shares under the following circumstances:~~ ~~(1) cancelling the shares for the purposes of reducing registered capital of the Company;~~ ~~(2) merging with any other companies holding the shares in the Company;~~ ~~(3) using the shares for employee stock ownership plan or as equity incentive;~~ ~~(4) being requested to repurchase the shares of the Company held by the shareholders who object to the resolutions adopted at general meeting concerning merger or division of the Company;~~ ~~(5) using the shares for conversion of corporate bonds which are convertible into shares issued by the Company;~~ ~~(6) where it is necessary to safeguard the value of the Company and the interests of its shareholders;~~ ~~(7) other circumstances permitted by the laws and regulations.~~	**Article 28**	When the Company purchases its own shares under the circumstances in (1) and (2) **of Article 26 of the Articles**, it shall be resolved by **the general meeting**; when the Company purchases its own shares under the circumstances in (3), (5) and (6) **of Article 26 of the Articles**, it shall be, in accordance with the provisions of the Articles or the authorisation of **the general meeting**, resolved by the Board meeting where over two-thirds of the directors are present. **After the Company purchases its own shares in accordance with the provisions of Article 26 of the Articles, in the circumstances of item (1), the shares shall be canceled within ten days from the date of acquisition; in the circumstances of items (2) and (4), the shares shall be transferred or canceled within six months; in the circumstances of items (3), (5) and (6), the total number of shares of the Company held by the Company shall not exceed ten percent of the total number of shares issued by the Company, and shall be transferred or cancelled within three years.** The purchase of overseas listed foreign shares of the Company shall comply with the Hong Kong Listing Rules and other relevant regulatory regulations of the place of listing.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	~~Save as aforementioned, the Company shall not purchase the shares of the Company.~~ When the Company purchases its own shares under the circumstances in (1) and (2) ~~of the Article~~, it shall be resolved by the general meeting; when the Company purchases its own shares under the circumstances in (3), (5) and (6) ~~of the Article~~, it shall be, with the authorisation of the general meeting, resolved by the Board meeting where over two-thirds of the directors are present. The repurchase of overseas listed foreign shares of the Company shall comply with the Hong Kong Listing Rules and other relevant regulatory regulations of the place of listing.		
Article 25	~~Unless otherwise provided by laws and administrative regulations, or required by the securities regulatory authorities of the places where the shares of the Company are listed and the stock exchanges,~~ shares of the Company ~~are freely transferable and are not subject to any lien~~.	**Article 29**	Shares of the Company **shall be transferred in accordance with the law**.
Article 27	~~The shares of the Company held by promoters shall not be transferred within one year from the date of establishment of the Company.~~ Shares in issue prior to the public offering of the Company shall not be transferred within ~~one~~ year from the date of listing of the shares on any stock exchange. Directors~~, supervisors~~ and senior management shall report to the Company their shareholdings in the Company and changes in their shareholdings. The shares they transfer in a particular year ~~during their term of office~~ shall not exceeded ~~25%~~ of the total shares they hold and the shares they hold in the Company shall not be transferred within six months after their departure. The transfer restriction on H shares shall also be subject to the relevant requirements of the Listing Rules of Hong Kong.	**Article 31**	Shares in issue prior to the public offering of the Company shall not be transferred within **one** year from the date of listing of the shares on any stock exchange. **Directors and senior management of the Company** shall report to the Company their shareholdings in the Company and changes in their shareholdings, **and shall not transfer more than twenty-five percent of the total number of shares of the same class of the Company held by them in each year of their term of office as determined at the time of their assumption of office**; **the shares of the Company held by them shall not be transferred within one year from the date when the shares of the Company are listed and traded.** The shares they hold in the Company shall not be transferred within six months after their departure. The transfer restriction on H shares shall also be subject to the relevant requirements of the Listing Rules of Hong Kong.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 28	If the directors, ~~supervisors,~~ senior management and shareholder holding ~~5%~~ or more of the total shares of the Company sell his/her shares in the Company or other securities with an equity nature within ~~six~~ months of the purchase, or repurchase the shares within ~~six~~ months after the sale, the profit thus made shall be attributable to the Company and the board of directors shall collect all such profits. The transfer restriction on H shares shall also be subject to the relevant requirements of the Listing Rules of Hong Kong. If a securities company ~~purchases~~ unsold shares ~~as an underwriter~~ and becomes a holder of more than ~~5%~~ of the shares, or under other circumstances as required by the local securities regulatory authorities where shares of the Company are listed~~, it shall not be subject to the six months' selling restriction~~. The shares or other securities with an equity nature held by directors, ~~supervisors,~~ senior management and individual shareholders referred to in the preceding provisions include the shares or other securities with an equity nature held by their spouses, parents and children, and those held by using others' accounts. If the board of directors fails to comply with the provisions ~~of the preceding paragraph~~, the shareholders are entitled to demand the board of directors to do so within ~~thirty~~ days. The shareholders are entitled to file litigation at court in their own names for the interests of the Company if the board of directors fails to comply with the provisions within the said period. If the board of directors fails to comply with paragraph 1 of this Article, the directors at fault shall assume joint and several liabilities in accordance with the laws.	**Article 32**	If **a shareholder, director or senior manager of the company who holds more than five percent** of the shares of the Company sell his/her shares in the Company or other securities with an equity nature within **six** months of the purchase, or repurchase the shares within **six** months after the sale, the profit thus made shall be attributable to the Company and the board of directors shall collect all such profits. The transfer restriction on H shares shall also be subject to the relevant requirements of the Listing Rules of Hong Kong. **However, except for the case where** a securities company **purchases** unsold shares after underwriting and becomes a holder of more than **five percent** of the shares, or other circumstances as required by the local securities regulatory authorities where shares of the Company are listed. The shares or other securities with an equity nature held by **directors, senior management** and individual shareholders referred to in the preceding provisions include the shares or other securities with an equity nature held by their spouses, parents and children, and those held by using others' accounts. If the board of directors fails to comply with the provisions of **paragraph 1 of this Article**, the shareholders are entitled to demand the board of directors to do so within **thirty** days. The shareholders are entitled to file litigation at the **people's** court in their own names for the interests of the Company if the board of directors fails to comply with the provisions within the said period. If the board of directors fails to comply with paragraph 1 of **this Article**, the directors at fault shall assume joint and several liabilities in accordance with the laws.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 33	Where the Company repurchases its shares by an off-market agreement, the prior approval of the general meeting shall be obtained in accordance with the Articles. Subject to prior approval at the general meeting in the same manner, the Company may terminate or amend the contracts entered into in the aforementioned ways or waive its rights under such contracts. A contract to repurchase shares referred to in the preceding paragraph includes (but not limited to) an agreement to assume the obligation to repurchase shares and to acquire the right to repurchase shares. The Company shall not assign any contract for the repurchase of its shares or any rights specified therein. For the redeemable shares which can be purchased by the Company, other than such purchases made through the market or by tender, the purchase price shall not exceed a certain maximum price. If such purchases are made by tender, tenders shall be available to all shareholders alike.	–	**Deleted**
Article 34	Upon repurchase of shares in accordance with Article 31 of the Articles, such portion of shares shall be cancelled or transferred within the prescribed period according to the laws, administrative regulations and securities regulatory rules where the shares of the Company are listed, and the Company shall file an application for the registration of a change of its registered capital with the competent company registration authority and make relevant announcement. The aggregate par value of the shares being cancelled shall be deducted from the Company's registered capital. The shares repurchased in accordance with clause (3), (5) and (6) of Article 31 shall not exceed 10% of the total issued shares of the Company. The repurchase of overseas listed foreign shares of the Company shall comply with the Hong Kong Listing Rules and other securities regulatory rules where the shares of the Company are listed.	–	**Deleted**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 35	Unless the Company is in the course of liquidation, it shall comply with the following provisions when repurchasing its issued shares: (1) Where the Company repurchases its own shares at par value, the amount shall be deducted from the book balance of distributable profits of the Company and the proceeds from the new share issue for the purpose of repurchasing the existing shares; (2) Where the Company repurchases shares of the Company at a price higher than the par value, the portion equivalent to the par value shall be deducted from the book balance of the distributable profits of the Company and the proceeds from the new share issue for the purpose of repurchasing the existing shares, and the portion exceeding par value shall be handled as follows: (i) if the shares repurchased are issued at par value, the amount shall be deducted from the book balance of the distributable profits of the Company; (ii) if the shares repurchased were issued at a price higher than the par value, the amount shall be deducted from the book balance of the distributable profits of the Company and the proceeds from the new share issue for the purpose of repurchasing the existing shares, provided that the amount deducted from the proceeds from the new share issue shall neither exceed the aggregate premium from the issue of the existing shares repurchased nor shall it exceed the amount (including the premiums from the new share issue) in the premium account or the capital reserve account at the repurchase;	–	**Deleted**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	(3) Payments for the following purposes shall be made out of the Company's distributable profits: (i) acquisition of the right to repurchase shares of the Company; (ii) modification of any contract to repurchase shares of the Company; (iii) release of any of the Company's obligation under any contract for the repurchase of its shares. (4) After the total par value of the cancelled shares is deducted from the Company's registered capital in accordance with the relevant regulations, the amount deducted from the distributable profits for the repurchase of the shares at par value shall be included in the Company's premium account or capital reserve account.		
Article 37	The financial assistance referred to in this chapter includes, but not limited to, the following means: (1) gift; (2) guarantee (including the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the obligor), or compensation (other than compensation in respect of the Company's own default) or release or waiver of any rights; (3) provision of loan or any other agreement under which the obligations of the Company are to be fulfilled before the obligations of another party, or a change in the parties to, or the assignment of rights arising under, such loan or agreement;	–	**Deleted**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	(4) any other form of financial assistance given by the Company when the Company is insolvent or has no net assets or when its net assets would thereby be reduced to a material extent. The expression "incurring an obligation" referred to in this chapter includes the incurring of obligations by the changing of the obligor's financial position by way of contract or the making of an arrangement (whether enforceable or not, and whether made on its own account or with any other persons), or by any other means.		
Article 38	The following activities shall not be deemed to be activities as prohibited in Article 36 of this chapter: (1) the provision of financial assistance by the Company where the financial assistance is given in good faith in the interest of the Company, and the principal purpose of giving the financial assistance is not for the acquisition of shares of the Company, or the giving of the financial assistance is an incidental part of a master plan of the Company; (2) the lawful distribution of the Company's assets by way of dividend; (3) the allotment of bonus shares as dividends; (4) a reduction in registered capital, a repurchase of shares or a reorganization of the share capital structure of the Company effected in accordance with the Articles; (5) the provision of loans by the Company within its scope of business and in the ordinary course of its business (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of the distributable profits of the Company);	–	**Deleted**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	(6) the provision of funds by the Company for contributions to employee share schemes (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of the distributable profits of the Company).		
Article 39	The shares of the Company shall be in registered form. In addition to the information required by the *Company Law*, the share certificates of the Company shall also contain other information required by the stock exchange(s) on which its shares are listed. During the period when the H shares of the Company are listed on the Hong Kong Stock Exchange, the Company shall ensure that all of the title documents relating to the securities listed on the Hong Kong Stock Exchange (including the H share certificates) contain the following statements: ..... The Company also shall instruct and procure the share registrars to make sure that, for any subscription, purchase or transfer of share in the name of any individual holder, the individual holder shall submit such properly executed forms to the share registrars which shall include the above statements.	–	**Deleted**
Article 40	The share certificates shall be signed by the Chairman. Where the stock exchange of the place where the shares of the Company are listed requires the share certificates to be signed by other senior management of the Company, the share certificates shall also be signed by such senior management. The share certificates shall take effect after being affixed, or affixed by way of printing, with the seal of the Company. The share certificates shall only be affixed with the Company's seal under the authorization of the board of directors. The signatures of the chairman of the board of directors or other relevant senior management of the Company on the share certificates may also be in printed form.	–	**Deleted**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 41	The Company shall keep a register of shareholders according to the evidence provided by the share registrars~~, which shall contain the following particulars:~~ (1) the name~~, address (~~domicile~~), occupation or nature~~ of ~~each~~ shareholder; (2) ~~the class and number of shares held by~~ each shareholder; ~~(3) the amount paid up or payable in respect of shares held by each shareholder;~~ (~~4~~) the serial numbers of ~~the shares held by each shareholder~~; (~~5~~) the date ~~on which a person registers as a~~ shareholder; ~~(6) the date on which a person ceases to be a shareholder.~~ ~~The register of shareholders shall be the sufficient evidence for the shareholders' shareholding in the Company, except in cases with contrary evidence.~~ ~~All movements or transfer of overseas listed foreign shares shall be recorded in the register of holders of overseas listed foreign shares of the Company which is required to be kept in the place where such shares are listed pursuant to the Articles.~~ ~~If two or more persons are registered as the joint shareholders of any shares, they shall be deemed to be joint holders of such shares and be subject to the following restrictions:~~ ~~(1) the Company is not obliged to register more than four persons as the joint shareholders of any shares;~~	**Article 33**	The Company shall keep a register of shareholders according to the evidence provided by the share registrars**. The register of shareholders is sufficient evidence of shareholders' ownership of the Company's shares. Shareholders shall enjoy rights and bear obligations according to the class of shares they hold; shareholders holding shares of the same class shall enjoy the same rights and bear the same obligations.** **The register of shareholders shall contain the following information:** (1) **the name and domicile of the shareholders;** (2) **the class and number of shares subscribed by** each shareholder; (3) the serial numbers of **the shares certificates if the share certificates are issued in paper form;** (4) the date **of acquisition of shares by** each shareholder**.**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	~~(2) all the joint shareholders of any shares shall jointly and severally assume the liability to pay all amounts payable for the relevant shares;~~ ~~(3) if one of the joint shareholders has deceased, only the surviving joint shareholders shall be deemed by the Company to be the persons owning the relevant shares. Nevertheless, the board of directors shall, for the purpose of revising the register of shareholders, have the right to demand evidence of death of such shareholder where it deems appropriate;~~ ~~(4) as to the joint shareholders of any shares, only the joint shareholder whose name appears first in the register of shareholders is entitled to receive the share certificate for the relevant shares and the notices of the Company, and to attend and exercise all voting rights attached to the relevant shares in the general meetings of the Company. Any notice served on the aforesaid person shall be deemed to have been served on all joint shareholders of the relevant shares.~~		
Article 42	The Company may, in accordance with the mutual understanding and agreements made between the securities regulatory authority of the State Council and overseas securities regulatory authorities, maintain its register of holders of overseas listed foreign shares outside the PRC and appoint overseas agent(s) to manage such register. The original copy of register of holders of H shares shall be maintained in Hong Kong. The Company shall maintain a duplicate copy of the register of holders of overseas listed foreign shares at the Company's domicile. The appointed overseas agent(s) shall ensure the consistency between the original and the duplicate of the register of holders of overseas listed foreign shares at all times. If there is any inconsistency between the original and the duplicate copy of the register of holders of overseas listed foreign shares, the original version shall prevail.	-	**Deleted**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 43	The Company shall maintain a complete register of shareholders. The register of shareholders shall include the followings: (1) the register of shareholders maintained at the Company's domicile, other than those parts as described in clauses (2) and (3) of this article; (2) the register of shareholders in respect of the holders of overseas listed foreign shares of the Company maintained at the place of the overseas stock exchange where the shares are listed is located; (3) the register of shareholders maintained at such other place as the board of directors may consider necessary for the purpose of listing of the Company's shares.	–	**Deleted**
Article 44	Different parts of the register of shareholders shall not overlap with one another. No transfer of the shares registered in any part of the register shall, during the existence of that registration, be registered in any other part of the register of shareholders. Alteration or rectification of each part of the register of shareholders shall be made in accordance with the laws of the place where that part of the register of shareholders is maintained.	–	**Deleted**
Article 45	All fully paid-up H shares can be freely transferred according to the Articles. However, the board of directors may refuse to recognise any instrument of transfer without giving any reasons, unless the following conditions are fulfilled: (1) a fee (for each instrument of transfer) of HK$2.50 or such maximum fee as determined by the board of directors, but in any event no more than the maximum fee as stipulated from time to time by the Listing Rules of the Hong Kong has been paid to the Company for registration of any instrument of transfer or any other document which is related to or will affect ownership of the shares;	–	**Deleted**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	(2) the instrument of transfer only involves H shares; (3) the stamp duty payable on the instrument of transfer has been paid in full; (4) the relevant share certificates and any evidences in relation to the right of the transferor to transfer such shares as reasonably requested by the board of directors have been provided; (5) if the shares are to be transferred to joint holders, the maximum number of registered joint holders shall not exceed four; (6) the Company does not have any lien on the relevant shares; (7) no transfer of share shall be made to minors or persons of unsound mind or under other legal disability. In case the Company refuses to register the share transfer, the Company shall issue a notice on the refusal to register the share transfer to the transferor and the transferee within two months after the application for transfer is formally submitted.		
Article 46	All transfers of H shares shall be effected with a written instrument of transfer in general or ordinary format or such other format as acceptable to the board of directors (including the standard format of transfer or form of transfer as prescribed by the Hong Kong Stock Exchange from time to time), and such instrument of transfer may only be signed by hand or (in case the transferor or the transferee is a company) affixed with the company's seal. If the transferor or transferee is a recognized clearing house as defined by relevant laws of Hong Kong in force from time to time (hereinafter referred to as the "Recognized Clearing House") or its agent, the instrument of transfer may be signed by hand or in mechanically-printed form.	–	**Deleted**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	All instruments of transfer shall be kept at the legal address of the Company or other addresses designated by the board of directors from time to time.		
Article 47	Where the laws, regulations and the securities regulatory authorities of places where the shares of the Company are listed contain provisions which stipulate on the period of closure of the register of shareholders prior to a general meeting or the reference date set by the Company for the purpose of distribution of dividends, such provisions shall prevail.	–	**Deleted**
Article 48	When the Company intends to convene a general meeting, distribute dividends, liquidate and engage in other activities that ~~involve determination of shareholdings, the board of directors shall appoint a record date for the registration of shareholdings, and shareholders whose names appear on the register of shareholders at the close of business of the record date shall be shareholders of the Company.~~	**Article 34**	When the Company intends to convene a **general meeting**, distribute dividends, liquidate and engage in other activities that **require identification of shareholders, the board of directors or the convenor of the general meeting shall determine the shareholding registration date, and the shareholders registered after the close of business on the shareholding registration date shall be the shareholders entitled to the relevant rights and interests.**
Article 49	Any person who objects to the register of shareholders and requests to have his/her name entered in or removed from the register of shareholders may apply to a court of competent jurisdiction for rectification of the register.	–	**Deleted**
Article 50	Any shareholder who is registered in, or any person who requests to have his/her name entered in, the register of shareholders may, if his/her share certificate (that is his/her original certificate) is lost, apply to the Company for a replacement share certificate in respect of such shares (relevant shares). If a holder of the domestic shares has his/her share certificate lost and applies for a replacement, it shall be dealt with in accordance with the provisions of the *Company Law*. If a holder of overseas listed foreign shares has his/her share certificate lost and applies for a replacement, it may be dealt with in accordance with the relevant laws, the rules of the stock exchange and other relevant regulations of the place where the original register of holders of overseas listed foreign shares is maintained.	–	**Deleted**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	Where an H shareholder has his/her share certificate lost, the issue of the replacement certificate to the holder of such shares shall comply with the following requirements: ..... (7) All expenses relating to the cancellation of an original certificate and the issue of a replacement share certificate by the Company shall be borne by the applicant. The Company may refuse to take any action until a reasonable guarantee is provided by the applicant for such expenses.		
Article 51	Where the Company issues a replacement certificate pursuant to the Articles, the name of a bona fide purchaser who obtains the aforementioned new share certificate or a shareholder who thereafter registers as the owner of such shares (in the case that he/she is a bona fide purchaser) shall not be removed from the register of shareholders.	–	**Deleted**
Article 52	The Company shall not be liable for any damages sustained by any person for reason of the cancellation of the original certificate or the issuance of the replacement certificate, unless the claimant proves that the Company had acted fraudulently. The Company shall not exercise any power against any person who fails to disclose any of his/her direct or indirect interest in the Company for the purpose of freezing or otherwise damaging the interest of such person as attached to shares.	–	**Deleted**
Article 53	A shareholder of the Company shall be a person who holds shares of the Company and whose name is registered in the register of shareholders of the Company. ~~A shareholder shall enjoy the relevant rights and assume the relevant obligations in accordance with the class and number of shares he holds. Shareholders holding the same class of shares shall be entitled to the same rights and assume the same obligations. The holders of domestic shares and H shares are shareholders of different classes. Shareholders of each class are entitled to the same rights in respect of~~	**Article 35**	A shareholder of the Company shall be a person who holds shares of the Company and whose name is registered in the register of shareholders of the Company. **The original register of shareholders in respect of holders of shares listed on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") is kept in Hong Kong and the Company maintains a copy of the register of shareholders of foreign shares listed overseas at the Company's domicile and must be available for inspection by shareholders. The Hong Kong branch**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	~~dividend or any other distributions.~~ Where a shareholder of the Company is a legal person, its right shall be exercised by its legal representative or proxy on his/her behalf. The Company shall not exercise any power against any person who fails to disclose any of his/her direct or indirect interest in the Company for the purpose of freezing or otherwise damaging the interest of such person as attached to shares.		**register of shareholders may be closed in accordance with applicable laws and regulations and for such period as may be approved by resolution of the general meeting.** Where a shareholder of the Company is a legal person, its right shall be exercised by its legal representative or proxy on its behalf. The Company shall not exercise any power against any person who fails to disclose any of his/her direct or indirect interest in the Company for the purpose of freezing or otherwise damaging the interest of such person as attached to shares.
Article 54	The ~~ordinary~~ shareholders of the Company shall enjoy the following rights: (1) to ~~obtain~~ dividends and other distributions in proportion to the shareholdings; (2) to request, convene, preside, attend or appoint a proxy to attend general meetings and to vote thereat in accordance with laws; (3) to carry out supervisory management over business operations of the Company, and to present proposals or to raise enquires; (4) to transfer, grant or pledge shares held by him/her in accordance with laws, administrative regulations and provisions of the Articles; ~~(5) to obtain relevant information in accordance with the provisions of the Articles, including:~~ ~~1. to obtain a copy of the Articles, subject to payment of the cost of such copy;~~ ~~2. to inspect for free or copy, subject to payment of a reasonable charge;~~	**Article 36**	The shareholders of the Company shall enjoy the following rights: (1) to **receive** dividends and other distributions in proportion to the shareholdings; (2) to request, convene, preside, attend or appoint a proxy to attend **general meetings** and to vote thereat in accordance with laws; (3) to carry out supervisory over operations of the Company, and to make suggestions or to raise enquires; (4) to transfer, grant or pledge shares held by him/her in accordance with laws, administrative regulations and provisions of the Articles; **(5) to inspect and copy the Articles, register of shareholders, minutes of the general meeting, resolutions of the board of directors' meeting, financial and accounting reports, and shareholders individually or jointly holding three percent or more of the Company's shares for not less than 180 consecutive days may inspect the accounting books and accounting certificates of the Company;**

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	~~(i) all parts of the register of shareholders;~~ ~~(ii) personal particulars of each of our directors, supervisors, senior management members, including:~~ ~~(a) present name and alias and any former name and alias;~~ ~~(b) principal residential address (domicile);~~ ~~(c) nationality;~~ ~~(d) primary and all other part time occupations and positions;~~ ~~(e) identification document and its number.~~ ~~(iii) reports on the state of the issued share capital of the Company;~~ ~~(iv) latest audited financial statements of the Company and reports of the board of directors, auditors and board of supervisors;~~ ~~(v) resolutions of general meetings, board meetings or meetings of the board of supervisors of the Company;~~ ~~(vi) reports showing the aggregate par value, quantity, maximum and minimum prices paid in respect of each class of shares repurchased by the Company since the end of the last~~		**(6)** to participate in the distribution of the residual assets of the Company in proportion to the number of shares held in the event of termination**, dissolution** or liquidation of the Company; (7) to request the Company to repurchase its shares held by the dissident shareholders when they cast votes against the proposal for merger or division at the **general meeting** of the Company; (8) other rights conferred by laws, administrative regulations**, departmental rules, securities regulatory rules of the place where the shares of the Company are listed** and the Articles.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	~~accounting year and the aggregate costs incurred by the Company for this purpose;~~ ~~(vii) copy of the latest annual report filed with the State Administration for Industry & Commerce of the People's Republic of China or other authorities;~~ ~~(viii) minutes of general meetings;~~ ~~(ix) receipts of corporate bonds and financial accounting report.~~ ~~The Company shall lodge documents (i) to (vii) except (ii) aforementioned with the Company's Hong Kong address under the requirements of the Hong Kong Listing Rules, for the purpose of inspection by the public and holders of overseas listed foreign Shares free of charge. Item (viii) shall be available to shareholders only.~~ ~~Shareholders demanding inspection of the relevant information or obtaining of the materials mentioned above shall provide the Company with written documents indicating the class and number of shares they hold in the Company. After confirmation of the shareholder's identity, the Company shall provide such information based on the request of the shareholder.~~ (6) to participate in the distribution of the residual assets of the Company in proportion to the number of shares held in the event of termination or liquidation of the Company;		

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	(7) to request the Company to repurchase its shares held by the dissident shareholders when they cast votes against the proposal for merger or division at the general meeting of the Company; (8) other rights conferred by laws, administrative regulations and the Articles.		
	Newly added	**Article 37**	**Shareholders requesting to inspect or copy relevant materials of the Company shall comply with the provisions of the *Company Law*, the *Securities Law* and other laws and administrative regulations.**
Article 55	In the event that any resolution of the general meeting or the board of directors violates any of the laws and regulations, the shareholders have the right to request the court to hold the relevant resolution as invalid. In the event that convening procedures or voting methods of the general meeting or meetings of the board of directors violate any of the laws, regulations or the Articles, or if the contents of the resolution violate the Articles, the shareholders may request the court to cancel the resolution within ~~60~~ days from the date on which the resolution is adopted.	**Article 38**	In the event that any resolution of the **general meeting** or the board of directors violates any of the laws and regulations, the shareholders have the right to request the **people's** court to hold the relevant resolution as invalid. In the event that convening procedures or voting methods of the **general meeting** or meetings of the board of directors violate any of the laws, **administrative regulations** or **the** Articles, or if the contents of the resolution violate the Articles, the shareholders may request the **people's** court to cancel the resolution within **sixty** days from the date on which the resolution is adopted. **However, this does not apply if the convening procedures or voting methods of the general meeting or meetings of the board of directors have only minor flaws that have no substantial impact on the resolution.** **If the board of directors, shareholders or other relevant parties have disputes over the validity of the resolutions of the general meeting, they should promptly file a lawsuit with the people's court. Before the people's court makes a judgment or ruling to revoke a resolution, the relevant parties shall execute the resolution of the general meeting. The Company, directors and senior management shall perform their duties conscientiously to ensure the normal operation of the Company.** **If the people's court makes a judgment or ruling on relevant matters, the Company shall fulfill its information**

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			disclosure obligations in accordance with laws, administrative regulations, and the regulations of the securities regulatory authorities and stock exchanges where the Company's shares are listed, fully explain the impact, and actively cooperate in the execution after the judgment or ruling takes effect. If it involves correcting previous matters, it shall be handled in a timely manner and the corresponding information disclosure obligations shall be fulfilled.
	Newly added	Article 39	A resolution of the general meeting or board of directors' meeting of the Company shall be invalidated under any of the following circumstances: (1) failure to convene a general meeting or board of directors' meeting to make a resolution; (2) failure to vote on the resolution at the general meeting or board of directors' meeting; (3) 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 stipulated in the *Company Law* or the Articles; (4) the number of persons who agree to the resolution or the number of voting rights held by them does not reach the number or the number of voting rights prescribed by the *Company Law* or the Articles.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 56	Where the Company incurs losses as a result of directors' and senior management members' violation of the laws, ~~regulations~~ or the Articles in the course of performing their duties with the Company, shareholders individually or jointly holding ~~1%~~ or more of the Company's shares for not less than ~~180~~ consecutive days shall be entitled to request in writing ~~the board of supervisors~~ to initiate proceedings in the court. Where the Company incurs losses as a result of ~~the board of supervisors' violation of~~ any provision of laws, ~~regulations~~ or the Articles in the course of performing its duties with the Company, the shareholders shall be entitled to make a request in writing to the board of directors to initiate proceedings in the court. In the event that ~~the board of supervisors or~~ the board of directors refuses to initiate proceedings after receiving the written request of shareholders stated in the foregoing paragraph, or fails to initiate such proceedings within ~~thirty~~ days from the date on which such request is received, or in case of emergency where failure to initiate such proceedings immediately will result in irreparable damage to the Company's interests, shareholders described in the preceding paragraph shall have the right to initiate proceedings in the court directly in their own names in the interest of the Company. Shareholders described in the first paragraph of this Article may also initiate proceedings in the court in accordance with the preceding two paragraphs in the event that the lawful interests of the Company are infringed upon by any third parties.	**Article 40**	**In the event that a director or senior management other than a member of the audit and risk committee violates any** laws, **or administrative** regulations or **the provisions of** the Articles in the course of performing their duties with the Company **and causes losses to the Company**, shareholders individually or jointly holding **more than one percent** of the Company's shares for **more than one hundred and eighty** consecutive days shall be entitled to request in writing **the audit and risk committee** to initiate proceedings in the **people's court**. **In the event that a member of the audit and risk committee violates** any **laws, administrative regulations** or **the provisions of** the Articles in the course of performing his/her duties with the Company, the **aforementioned** shareholders shall be entitled to make a request in writing to the board of directors to initiate proceedings in the **people's** court. In the event that **the audit and risk committee** or the board of directors refuses to initiate proceedings after receiving the written request of shareholders stated in the foregoing paragraph, or fails to initiate such proceedings within **thirty** days from the date on which such request is received, or in case of emergency where failure to initiate such proceedings immediately will result in irreparable damage to the Company's interests, shareholders described in the preceding paragraph shall have the right to initiate proceedings in the **people's** court directly in their own names in the interest of the Company. Shareholders described in the first paragraph of this Article may also initiate proceedings in the **people's** court in accordance with the preceding two paragraphs in the event that the lawful interests of the Company are infringed upon by any third parties. **In the event that a director, supervisor or senior management of a wholly-owned subsidiary of the Company violates any law or administrative regulations or the provisions of the Articles in the course of performing his/her duties and causes loss to the Company, or in the event that another person infringes**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
			upon the lawful rights and interests of a wholly-owned subsidiary of the Company and causes loss to the Company, shareholders individually or jointly holding one percent of the Company's shares for not less than one hundred and eighty consecutive days may request in writing the board of supervisors and the board of directors of the wholly-owned subsidiary of the Company to initiate proceedings in the people's court or initiate proceedings in the people's court directly in their own names in accordance with first three paragraphs of Article 189 of the *Company Law*. Where a wholly-owned subsidiary has no board of supervisors or supervisors, but instead has an audit and risk committee, the provisions of paragraphs 1 and 2 of this Article shall apply.
Article 57	Shareholders may initiate proceedings in the court in the event that a director or a senior management has violated the laws, regulations or the Articles, thereby infringing the interests of shareholders.	**Article 41**	Shareholders may initiate proceedings in the **people's** court in the event that a director or a senior management has violated the laws, **administrative** regulations or the Articles, thereby infringing the interests of shareholders.
Article 58	The ~~ordinary~~ shareholders of the Company shall assume the following obligations: (1) to abide by the laws, administrative regulations and the Articles; (2) to pay subscription ~~monies~~ according to the number of shares subscribed and the method of subscription; ~~(3) to be responsible for the Company to the extent of the shares they have subscribed for;~~ (~~4~~) not to ~~divest the shares~~ unless required by the laws and regulations; (~~5~~) not to abuse their shareholders' rights to harm the interests of the Company or other shareholders; and not to abuse the independent legal person status of the Company and the limited liability of shareholders to harm the interests of any creditor of the Company;	**Article 42**	**The shareholders of the Company shall assume the following obligations:** (1) to abide by the laws, administrative regulations and the Articles; (2) to pay subscription **amount** according to the number of shares subscribed and the method of subscription; **(3)** not to **withdraw their share capital** unless required by the laws and regulations; **(4)** not to abuse their shareholders' rights to harm the interests of the Company or other shareholders; and not to abuse the independent legal person status of the Company and the limited liability of shareholders to harm the interests of any creditor of the Company;

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	Shareholders of the Company who abuse their shareholder's rights and thereby cause loss on the Company or other shareholders shall be liable for indemnity according to the laws. Where shareholders of the Company abuse the Company's position as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company. (6) other obligations imposed by laws, administrative regulations and the Articles.		**(5) to comply with the relevant national confidentiality regulations and strictly fulfill the obligation of confidentiality with respect to the state secrets and commercial secrets of the Company that come to his/her knowledge;** (6) other obligations imposed by laws, administrative regulations**, regulatory rules of the place where the Company's shares are listed** and the Articles.
		Article 43	**Shareholders of the Company who abuse their shareholder's rights and thereby cause loss on the Company or other shareholders shall be liable for indemnity according to the laws. Where shareholders of the Company abuse the Company's position as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company.**
Article 59	Shareholders holding 5% or more of the Company's shares carrying voting rights and who use the shares of the Company as pledge shall give written report to the Company on the date when such pledges are made.	–	**Deleted**
Article 60	~~The controlling shareholder and the de facto controller of the Company shall not use their related relationship to act in detriment to the interests of the Company. If they have violated relevant provisions and caused damage to the Company, they shall be liable for such damages.~~ ~~The controlling shareholder and the de facto controller of the Company shall have fiduciary duties towards the Company and its public shareholders. The controlling shareholder shall exercise its rights as a contributor in strict compliance with the laws. The controlling shareholder shall not take advantage of profit distribution, asset restructuring, foreign investment, possession of capital, lending and provision of guarantees to the detriment of the statutory interests of the~~	**Article 44**	**The controlling shareholders and de facto controllers of the Company shall exercise their rights and fulfill their obligations in accordance with the laws, administrative regulations, provisions of the securities regulatory authorities and the stock exchange of the place where the Company's shares are listed, and safeguard the interests of the Company.**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	~~Company and public shareholders and shall not make use of its controlling status against the interests of the Company and public shareholders.~~		
	Newly added	Article 45	Controlling shareholders and de facto controllers of the Company shall comply with the following provisions: (1) to exercise shareholders' rights in accordance with the law, and not to abuse the right of control or take advantage of the affiliation to jeopardize the legitimate rights and interests of the Company or other shareholders; (2) to strictly fulfill the public statements and undertakings made and shall not change or waive them without authorization; (3) to fulfill the information disclosure obligations in strict accordance with the relevant regulations, to actively and proactively cooperate with the Company in the information disclosure work, and to inform the Company in a timely manner of material events that have occurred or are intended to occur; (4) not to occupy the Company's funds in any way; (5) not to order, instruct or request the Company and relevant personnel to provide guarantees in violation of laws and regulations; (6) not to utilize the Company's undisclosed material information for gain, not to disclose in any way undisclosed material information relating to the Company, and not to engage in insider trading, short-term trading, market manipulation and other illegal and unlawful acts; (7) not to jeopardize the legitimate rights and interests of the Company and other shareholders through unfair related party

No. of original articles	Content of original article	No. of amended articles	Content of amended article
			transactions, profit distribution, asset reorganization, external investment and any other means; (8) to ensure the integrity of the Company's assets, personnel independence, financial independence, organizational independence and operational independence, and not to affect the independence of the Company in any way; (9) other provisions of laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed, business rules of the stock exchange and the Articles. A controlling shareholder or a de facto controller of the Company who instructs a director or senior management to engage in an act that is detrimental to the interests of the Company or its shareholders shall bear joint and several liability with such director or senior management.
	Newly added	Article 46	Controlling shareholders and de facto controllers who pledge the Company's shares held by them or under their effective control shall maintain control of the Company and the stability of its production and operation.
	Newly added	Article 47	The controlling shareholders and de facto controllers transferring their shares in the Company shall comply with the restrictive provisions on transfer of shares stipulated in laws, administrative regulations, provisions of the securities regulatory authorities and the stock exchange of the place where the Company's shares are listed, as well as its undertakings in respect of restrictions on transfer of shares.
Article 61	In addition to obligations imposed by laws, regulations or required by the listing rules of the stock exchange on which the Company's shares are listed, a controlling shareholder shall not exercise his/her voting rights with respect to the following matters in detriment to the interests of all or some of the shareholders of the Company:	–	Deleted

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	(1) to relieve a director or supervisor of his/her duty to act honestly in the best interests of the Company; (2) to approve the expropriation by a director or supervisor (for his/her own benefit or for the benefit of another person), in any guise, of the Company's assets, including (but not limited to) opportunities beneficial to the Company; (3) to approve the expropriation by a director or supervisor (for his/her own benefit or for the benefit of another person) of the individual rights of other shareholders, including (but not limited to) rights to distributions and voting rights, save for the company restructuring submitted to the general meeting for approval in accordance with the Articles.		
Article 62	A controlling shareholder is a person meeting any of the following conditions: (1) who alone, or acting in concert with others, has the power to elect more than half of the directors; (2) who alone, or acting in concert with others, has the power to exercise or to control the exercise of more than 30% (inclusive) of the voting rights in the Company; (3) who alone, or acting in concert with others, holds more than 30% (inclusive) of the issued and outstanding shares of the Company; (4) who alone, or acting in concert with others, in any other manner exercises de facto control over the Company.	–	**Deleted**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 63	The general meeting is the organ of authority of a company, which exercises its functions and powers in accordance with laws.	**Article 48**	**The general meeting of the Company is composed of all shareholders. The general meeting is the organ of authority of the Company, which** exercises following functions and powers in accordance with laws: **(1)** to elect or remove the **directors** who are not representatives of the employees, and to decide on matters relevant to remuneration of **directors**; **(2)** to consider and approve reports of the board of directors; **(3)** to consider and approve proposals for profit distribution and recovery of losses of the Company; **(4)** to decide on increase and reduction of the registered capital of the Company; **(5)** **to determine the annual bond issuance program of the Company;** **(6)** to make resolutions on merger, division, dissolution and liquidation and changes of corporate form of the Company; **(7)** to amend the Articles; **(8)** to decide on the appointment and dismissal of accounting firms **that undertake the Company's auditing business**; **(9)** to consider and approve the guarantees as provided in Article **49** and financial assistances as provided in Article **50**; **(10)** to consider the acquisition or disposals of material assets of the Company within **one** year exceeding **thirty percent** of the latest audited total assets for the year; **(11)** to consider and approve the change of use of proceeds raised;
Article 64	The general meeting exercises the following functions and powers: ~~(1) to decide on operational policies and investment plans of the Company;~~ (~~2~~) to elect or remove the directors ~~and supervisors~~ who are not representatives of the employees, and to decide on matters relevant to remuneration of directors ~~and supervisors~~; (~~3~~) to consider and approve reports of the board of directors; ~~(4) to consider and approve reports of the board of supervisors;~~ ~~(5) to consider and approve annual financial budgets and financial accounts of the Company;~~ (~~6~~) to consider and approve proposals for profit distribution and for recovery of losses of the Company; (~~7~~) to decide on increase and reduction of the registered capital of the Company; (~~8~~) to decide on bond issuances of the Company; (~~9~~) to decide on merger, division, dissolution and liquidation of the Company and changes in the form of the Company; (~~10~~) to amend the Articles; (~~11~~) to decide on the appointment and dismissal of accounting firms;		

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	(~~12~~) to consider and approve the guarantees as provided in Article ~~66~~ and financial assistances as provided in Article ~~67~~; (~~13~~) to consider the acquisition or disposals of material assets of the Company within ~~a~~ year exceeding ~~30%~~ of the latest audited total assets for the year; (~~14~~) to consider and approve the change of use of proceeds raised; (~~15~~) to consider ~~and approve~~ share incentive plans and employee share ownership plans; (~~16~~) to consider and approve pledge of assets, investments with a single transaction amount exceeding 50% of the latest audited net assets of the Company; (~~17~~) to consider and approve entrusted wealth management matters with a single transaction amount more than RMB~~3~~ billion; ~~(18) to consider the proposals submitted by shareholders holding 3% or more of the voting shares of the Company;~~ (~~19~~) to consider the related party transaction or other transactional matters which are subject to approval at the general meeting in accordance with the listing rules of the place where the shares of the Company are listed; (~~20~~) to consider and approve other matters required to be resolved by the general meeting by the laws, regulations, departmental rules or the Articles.		**(12)** to **consider** share incentive plans and employee **stock** ownership plans; **(13)** to consider and approve major transactions subject to resolution by the general meeting according to the regulatory rules of the place where the shares of the Company are listed; **(14)** to consider and approve entrusted wealth management matters with a single transaction amount more than RMB **three** billion; **(15)** to consider the related party transaction or other transactional matters which are subject to approval at **the general meeting** in accordance with the provisions of the **securities regulatory** rules of the place where the shares of the Company are listed; **(16)** to consider and approve other matters required to be resolved by **the general meeting** by the laws, administrative regulations, departmental rules or the Articles.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 66	The provision of guarantees for a third party by the Company in the following circumstances shall be subject to the approval of the general meeting. (1) any provision of guarantees where the total amount of external guarantees provided by the Company and its subsidiaries exceeds ~~50%~~ of the latest audited net assets of the Company; (2) any provision of guarantees where the total amount of external guarantees provided the Company exceeds ~~30%~~ of the latest audited total assets of the Company; (3) any guarantee provided by the Company where the amount of the guarantee within one year exceeds ~~30%~~ of the latest audited total assets of the Company; (4) provision of guarantees to anyone whose debt-to-asset ratio exceeds ~~70%~~; (5) provision of a single guarantee with an amount exceeding ~~10%~~ of the latest audited net assets; (6) provision of guarantees to any shareholder, de facto controller and their related parties. When the general meeting is considering a proposal to provide guarantee for any shareholder, de facto controller or their related parties, the said shareholder or the shareholders controlled by the said de facto controller shall be abstained from voting on the proposal, and the proposal shall be subject to approval by half or more of the voting rights of the other ~~attending~~ shareholders. Where the Company provides guarantees to its controlling shareholder, de facto controller and their related parties, the controlling shareholder, de facto controller and their related parties shall provide counter-guarantees.	**Article 49**	The provision of guarantees for a third party by the Company in the following circumstances shall be subject to the approval of the **general meeting**. (1) any provision of guarantees where the total amount of external guarantees provided by the Company and its subsidiaries exceeds **fifty percent** of the latest audited net assets of the Company; (2) any provision of guarantees where the total amount of external guarantees provided the Company exceeds **thirty percent** of the latest audited total assets of the Company; (3) any guarantee provided by the Company where the amount of the guarantee within one year exceeds **thirty percent** of the latest audited total assets of the Company; (4) provision of guarantees to anyone whose debt-to-asset ratio exceeds **seventy percent**; (5) provision of a single guarantee with an amount exceeding **ten percent** of the latest audited net assets; (6) provision of guarantees to any shareholder, de facto controller and their related parties. When the **general meeting** is considering a **proposal** to provide guarantee for any shareholder, de facto controller or their related parties, the said shareholder or the shareholders controlled by the said de facto controller shall be abstained from voting on the proposal, and the proposal shall be subject to approval by half or more of the voting rights of the other shareholders **attending the general meeting**. Where the Company provides guarantees to its controlling shareholder, de facto controller and their related parties, the controlling shareholder, de facto controller and their related parties shall provide counter-guarantees.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	The external guarantee provided by the Company shall be implemented in strict accordance with the laws and regulations and the Articles. For any violation of legal provisions or the provisions of the Articles regarding the approval rights or consideration procedures for external guarantees by the relevant personnel, the Company shall have the right to decide to pursue the liability of the relevant personnel according to the size of the loss, the size of the risk and the seriousness of the circumstances.		The external guarantee provided by the Company shall be implemented in strict accordance with the laws and regulations and the Articles. For any violation of legal provisions or the provisions of the Articles regarding the approval rights or consideration procedures for external guarantees by the relevant personnel, the Company shall have the right to decide to pursue the liability of the relevant personnel according to the size of the loss, the size of the risk and the seriousness of the circumstances.
Article 67	The following matters about financial assistance of the Company shall be submitted to the general meeting of shareholders for consideration after consideration and approval by the board of directors: (1) The amount of a single financial assistance exceeds ~~10%~~ of the latest audited net assets of the Company; (2) The latest financial statement of the subject to be funded shows that the asset-liability ratio exceeds ~~70%~~; (3) The cumulative amount of financial assistance in the last ~~12~~ months exceeds ~~10%~~ of the latest audited net assets of the Company; (4) Other circumstances stipulated by the securities regulatory authority, stock exchange where the shares of the Company are listed or the Articles of the Company. If the subject to be funded is a controlled subsidiary within the scope of the Company's consolidated statements, and the other shareholders of the controlled subsidiary do not include the Company's controlling shareholder, actual controller and their associates, the provisions of the preceding two paragraphs may be exempted. The Company shall not provide financial assistance to the related parties of the Company, except that it provides financial assistance to a related holding company not controlled by the controlling shareholder or actual	**Article 50**	The following matters about financial assistance of the Company shall be submitted to the **general meeting** of shareholders for consideration after consideration and approval by the board of directors: (1) the amount of a single financial assistance exceeds **ten percent** of the latest audited net assets of the Company; (2) the latest financial statement of the subject to be funded shows that the asset-liability ratio exceeds **seventy percent**; (3) the cumulative amount of financial assistance in the last **twelve** months exceeds **ten percent** of the latest audited net assets of the Company; (4) other circumstances stipulated by the securities regulatory authority, stock exchange where the shares of the Company are listed or the Articles of the Company. If the subject to be funded is a controlled subsidiary within the scope of the Company's consolidated statements, and the other shareholders of the controlled subsidiary do not include the Company's controlling shareholder, actual controller and their associates, the provisions of the preceding two paragraphs may be exempted. The Company shall not provide financial assistance to the related parties of the Company, except that it provides financial assistance to a related holding company not

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	controller of the Company and the other shareholders of the holding company provide financial assistance with the same conditions in proportion to their capital contributions. The provision of financial assistance by the Company to the related holding company specified in the preceding paragraph not only shall be considered and approved by more than half of all non-related directors, but also shall be considered and approved by not less than two-thirds of the non-related directors present at the meeting of the board of directors, and shall be submitted to the general meeting of shareholders for consideration. If financial assistance violates any laws, administrative regulations, or approval rights or consideration procedures stipulated in the Articles, and causes losses to the Company, the Company has the right to pursue the liability of the relevant personnel accountable.		controlled by the controlling shareholder or actual controller of the Company and the other shareholders of the holding company provide financial assistance with the same conditions in proportion to their capital contributions. The provision of financial assistance by the Company to the related holding company specified in the preceding paragraph not only shall be considered and approved by more than half of all non-related directors, but also shall be considered and approved by not less than two-thirds of the non-related directors present at the meeting of the board of directors, and shall be submitted to the **general meeting** of shareholders for consideration. If financial assistance violates any laws, administrative regulations, or approval rights or consideration procedures stipulated in the Articles, and causes losses to the Company, the Company has the right to pursue the liability of the relevant personnel accountable.
Article 68	A general meeting shall either be an annual general meeting or an extraordinary general meeting. General meetings shall be convened by the board of directors. Annual general meetings are held once every year within ~~six~~ months from the end of the preceding financial year. The board of directors shall convene an extraordinary general meeting within ~~two~~ months from the occurrence of any of the followings: (1) where the number of directors is less than the quorum stipulated in the *Company Law* or ~~two-thirds~~ of the number specified in the Articles; (2) where the unrecovered losses of the Company amount to ~~one third~~ of its total share capital; (3) where shareholders who individually or jointly hold ~~10% or more~~ of the ~~issued and outstanding~~ voting shares of the Company request ~~in writing for the convening of an extraordinary general meeting~~;	**Article 51**	**A general meeting** shall either be an annual **general meeting** or an extraordinary **general meeting**. **General meetings** shall be convened by the board of directors. Annual **general meetings** are held once every year within **six** months from the end of the preceding financial year.

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	(4) whenever the board of directors deems necessary; (5) whenever ~~the board of supervisors~~ so requests; (6) other circumstances specified in laws, administrative regulations, departmental regulations or the Articles. ~~The calculation of shareholding percentage stipulated in above item (3) shall take the date when the shareholders request in writing as the calculation base date.~~		
		Article 52	The board of directors shall convene an extraordinary general meeting within **two months from the occurrence of** any of the following **circumstances**: (1) where the number of directors is less than the quorum stipulated in the *Company Law* or **two-thirds** of the **number specified** in the Articles; (2) where the unrecovered losses of the Company amount to **one-third** of its total share capital; (3) where shareholders who individually or jointly hold **more than ten percent** of the voting shares of the Company request; (4) whenever the board of directors deems necessary; (5) whenever the **audit and risk committee proposes to** convene a meeting; (6) other circumstances specified in laws, administrative regulations, departmental regulations or the Articles.
Article 69	The location for holding a general meeting of the Company shall be the domicile of the Company in general or other specific place notified by the convener of the general meeting. A venue shall be set aside for the convening of a physical general meeting. The Company will also enable shareholders to have access to the general meeting by other means as	**Article 53**	The location for holding a **general meeting** of the Company shall be the domicile of the Company in general or other specific place notified by the convener of the **general meeting**. A venue shall be set aside for the convening of a physical **general meeting, and general meetings may be convened by means of electronic communications**. The Company will

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	permitted by the ~~listing~~ rules of the place where the shares of the Company are listed. The shareholders that have participated in the meeting through access of any aforesaid means shall be deemed as having attended the meeting.		also enable shareholders to have access to the **general meeting** by other means as permitted by the **securities regulatory** rules of the place where the shares of the Company are listed. The shareholders that have participated in the **general meeting** through access of any aforesaid means shall be deemed as having attended the **general meeting**.
Article 120	The Company shall, in connection with the convening of a general meeting, engage legal counsel to issue legal opinions in respect of the following matters and make relevant announcements accordingly: (1) whether the procedures relating to the convening and the holding of such meeting comply with the laws, administrative regulations and the Articles; (2) the legality and validity of the qualifications of the attendees and the convener of the meeting; (3) the legality and validity of the voting procedures and voting results of the meeting; (4) legal opinions issued on other related matters as requested by the Company.	**Article 54**	The Company shall, in connection with the convening of **a general meeting**, engage legal counsel to issue legal opinions in respect of the following matters and make relevant announcements accordingly: (1) whether the procedures relating to the convening and the holding of such meeting comply with the laws, administrative regulations and the Articles; (2) the legality and validity of the qualifications of the attendees and the convener of the meeting; (3) the legality and validity of the voting procedures and voting results of the meeting; (4) legal opinions issued on other related matters as requested by the Company.
Article 98	An extraordinary general meeting may be convened upon the proposal of independent non-executive director submitted to the board of directors in written form. The board of directors shall, in accordance with the laws, regulations and ~~these~~ Articles, furnish a written reply stating its agreement or disagreement to the convening of the extraordinary general meeting within ~~ten business~~ days upon receipt of such proposal. If the board of directors agrees to convene an extraordinary general meeting, a notice of meeting shall be issued within ~~five~~ days after adopting the relevant resolution by the board of directors. If the board of directors does not agree to convene an extraordinary general meeting, reasons for such disagreement shall be given.	**Article 55**	**The board of directors shall convene a general meeting on a timely basis within the prescribed period.** **With the approval of a majority of all independent non-executive directors,** an extraordinary **general meeting** may be convened upon the proposal of independent non-executive director submitted to the board of directors. The board of directors shall, in accordance with the laws, administrative regulations and the Articles, furnish a written reply stating its agreement or disagreement to the convening of the extraordinary **general meeting** within **ten** days upon receipt of such proposal **from the independent non-executive director**. If the board of directors agrees to convene an extraordinary **general meeting**, a notice of **general meeting** shall be issued within **five** days after adopting the relevant resolution by the board of directors. If

No. of original articles	Content of original article	No. of amended articles	Content of amended article
			the board of directors does not agree to convene an extraordinary **general meeting**, reasons for such disagreement shall be given and an announcement shall be made.
Article 99	An extraordinary general meeting may be convened upon the proposal of ~~the board of supervisors~~ submitted to the board of directors in written form. The board of directors shall, in accordance with the laws, regulations~~, the listing rules of the stock exchange(s) on which the shares of the Company are listed~~ and the Articles, furnish a written reply stating its agreement or disagreement to the convening of the extraordinary general meeting within ~~ten business~~ days upon receipt of such proposal. If the board of directors agrees to convene an extraordinary general meeting, a notice of the meeting shall be issued within ~~five~~ days after adopting the relevant resolution by the board of directors. Any amendments to the original proposal in the notice are subject to approval of ~~the board of supervisors~~. If the board of directors does not agree to convene an extraordinary general meeting, or fails to furnish a written reply within ~~ten~~ days after receipt of the proposal, the Board is deemed to be unable or unwilling to perform the duty of convening a general meeting, in which case ~~the board of supervisors~~ may convene and preside over such meeting by itself.	**Article 56**	An extraordinary **general meeting** may be convened upon the proposal of **the audit and risk committee** submitted to the board of directors in written form. The board of directors shall, in accordance with the laws, **administrative** regulations and the Articles, furnish a written reply stating its agreement or disagreement to the convening of the extraordinary **general meeting** within **ten** days upon receipt of such proposal. If the board of directors agrees to convene an extraordinary **general meeting**, a notice of the **general meeting** shall be issued within **five** days after adopting the relevant resolution by the board of directors. Any amendments to the original proposal in the notice are subject to approval of **the audit and risk committee**. If the board of directors does not agree to convene an extraordinary **general meeting**, or fails to furnish a written reply within **ten** days after receipt of the proposal, the board of directors is deemed to be unable or unwilling to perform the duty of convening a **general meeting**, in which case **the audit and risk committee** may convene and preside over such meeting by itself.
Article 100	~~When shareholders request for the convening of an extraordinary general meeting or any class meeting, the following procedures shall be followed:~~ ~~(1)~~ Shareholder(s) who individually or ~~jointly~~ hold ~~10% or more~~ of the shares c~~arrying the right to vote at the meeting or the board of supervisors can request~~ the board of directors to convene an extraordinary general meeting ~~or class meeting by signing one or several copies of written request(s) in the same form and content, and stating the motions proposed~~. ~~The amount of shares referred to above shall be~~	**Article 57**	**A request to convene an extraordinary general meeting by** shareholder(s) who individually or **collectively** hold **more than ten percent** of the shares **of the Company shall be made in writing to** the board of directors. The board of directors shall, in accordance with the requirements of laws, administrative regulations and the Articles, furnish a written feedback stating its agreement or disagreement to convene the extraordinary **general meeting** within **ten** days upon receipt of such request. If the board of directors agrees to convene the extraordinary **general meeting**, a notice for convening **the general**

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	~~calculated as at the date of making the request.~~ The board of directors shall, in accordance with the requirements of laws, regulations and the Articles, furnish a written feedback stating its agreement or disagreement to convene the extraordinary general meeting ~~or the class meeting~~ within ~~ten~~ days upon receipt of such request. If the board of directors agrees to convene the extraordinary general meeting ~~or the class meeting~~, a notice for convening ~~the extraordinary general meeting or the class meeting~~ shall be issued within ~~five~~ days upon adoption of the resolution by the board of directors. The consent of the relevant shareholder(s) shall be secured if any change is to be made in the notice to the original request. ~~(2)~~ If the board of directors does not agree to convene the extraordinary general meeting ~~or the class meeting~~ or fails to furnish a written feedback within ~~ten~~ days upon receipt of such request, shareholders individually or jointly holding ~~10%~~ or more of the shares ~~carrying the right to vote at the meeting sought to be held~~ shall be entitled to propose to ~~the board of supervisors~~ to convene an extraordinary general meeting ~~or class meeting~~, ~~provided that such proposal shall be made~~ in written form. ~~(3)~~ In the event that ~~the board of supervisors~~ agrees to convene an extraordinary general meeting ~~or class meeting~~, the notice of the meeting shall be issued within ~~five~~ days after receipt of the request. Any changes to the original request set out in the notice are subject to prior consent of the shareholders concerned. Failure of ~~the board of supervisors~~ to issue a notice of meeting within the prescribed time limit shall be deemed as failure of ~~the board of supervisors~~ to convene and preside over a general meeting, in which case shareholders		**meeting** shall be issued within **five** days upon adoption of the resolution by the board of directors. The consent of the relevant shareholder(s) shall be secured if any change is to be made in the notice to the original request. If the board of directors does not agree to convene the extraordinary **general meeting** or fails to furnish a written feedback within **ten** days upon receipt of such request, shareholders individually or collectively holding **more than ten percent of the shares of the Company** shall propose to **the audit and risk committee** to convene an extraordinary **general meeting** in written form. In the event that **the audit and risk committee** agrees to convene an extraordinary **general meeting**, the notice of the general meeting shall be issued within **five days** after receipt of the request. Any changes to the original request set out in the notice are subject to prior consent of the shareholders concerned. Failure of **the audit and risk committee** to issue a notice of meeting within the prescribed time limit shall be deemed as failure of **the audit and risk committee** to convene and preside over a general meeting, in which case shareholders individually or collectively holding **more than ten percent of the shares of the Company** for **ninety** consecutive days or more may convene and preside over the meeting.

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	individually or jointly holding ~~10% or more of the Company's shares~~ for ~~ninety~~ consecutive days or more may convene and preside over the meeting. ~~All reasonable expenses incurred for such meeting convened by the shareholders as a result of the failure of the board of directors to convene a meeting as required by the above request(s) shall be borne by the Company and be set off against sums owed by the Company to the defaulting directors.~~		
Article 101	In the event that ~~the board of supervisors~~ or the shareholders decides to convene a general meeting on their own discretion, they shall notify the board of directors in written form and report the same to the stock exchange for the record. Before making an announcement on a resolution made at the general meeting, the percentage of voting shares held by the convening shareholders may not be less than ~~10%~~. ~~The convening shareholders shall disclose the announcement no later than the notice of the general meeting, and promise to hold no less than 10% of the total share capital of the Company during the period from the date when the general meeting is proposed to convene to the date of the general meeting.~~ ~~The board of supervisors~~ or the convening shareholders shall submit relevant proof materials to the stock exchange when giving a notice of general meeting and making an announcement on the resolutions made at such meeting.	**Article 58**	In the event that **the audit and risk committee** or the shareholders decides to convene **a general meeting** on its on their own discretion, they shall notify the board of directors in written form and report the same to the stock exchange for the record. **The audit and risk committee** or the convening shareholders shall submit relevant proof materials to the stock exchange when giving a notice of **general meeting** and making an announcement on the resolutions made at such meeting. Before making an announcement on a resolution made at **the general meeting**, the percentage of voting shares held by the convening shareholders may not be less than **ten percent**.
Article 102	The board of directors and the secretary of the board shall cooperate with ~~the board of supervisors~~ or the shareholders in convening a general meeting on their own discretion. The board will provide the register of shareholders as at the record date.	**Article 59**	The board of directors and the secretary of the board shall cooperate with **the audit and risk committee** or the shareholders in convening **a general meeting** on its/their own discretion. The board will provide the register of shareholders as at the record date.
	Newly added	**Article 60**	**If the audit and risk committee or the shareholders convene a general meeting on its/their own discretion, the Company shall bear the expenses necessary for the meeting.**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 71	In a general meeting of the Company, the board of directors~~, board of supervisors, two or more independent non-executive directors~~ and shareholders individually or collectively holding ~~3% or more~~ of the total shares of the Company are entitled to propose ~~proposals~~ to the Company. Shareholders individually or collectively holding ~~more than 3%~~ of the shares of the Company may submit any extraordinary ~~proposals~~ in writing to the convener of the meeting within ~~ten~~ working days prior to the date of the general meeting. The convener shall issue supplemental notice of general meeting ~~containing the details~~ of such extraordinary ~~proposals~~ within ~~two~~ working days upon the receipt of the ~~proposals. Where the convener decides not to include such proposal into the agenda of the general meeting, he/she shall give reasons and explain at the general meeting.~~ Save for provided above, the convener shall not amend the ~~proposals~~ stated in, or add any new ~~proposals~~ to, the notice of general meeting after the issue of the notice of general meeting. ~~The proposal shall carry specific subjects and matters to be resolved within the scope of authorization of the general meeting and in compliance with the laws, regulations and the Articles.~~	**Article 61**	**The contents of the proposal shall fall within the scope of the authority of the general meeting, have a clear topic and specific resolution matters, and comply with the relevant provisions of laws, administrative regulations and the Articles.**
		Article 62	In **a general meeting** of the Company, the board of directors, **the audit and risk committee** and shareholders individually or collectively holding more than **one percent** of the total shares of the Company are entitled to propose **proposals** to the Company. Shareholders individually or collectively holding more than **one percent** of the shares of the Company may submit any extraordinary **proposals** in writing to the convener of the meeting within **ten days prior to the date of the general meeting.** The convener shall issue a supplemental notice of **general meeting** within **two days** upon the receipt of **the proposals, announcing the content of the temporary proposals, and shall submit the temporary proposals to the general meeting for consideration. However, temporary proposals that violate laws, administrative regulations or the provisions of the Articles or are not within the functions and powers of the general meeting are excluded.** Save for provided above, the convener shall not amend the **proposals** stated in, or add any new **proposals** to, the notice **and announcement** of **general meeting** after the issue of the notice of **general meeting**. **Proposals not listed in the notice of the general meeting or not complying with the provisions of the Articles shall not be voted on or resolved at the general meeting.**
Article 70	~~When the Company convenes an annual general meeting, it shall inform all shareholders by way of announcement within twenty business days prior to the meeting. When the Company convenes an extraordinary general meeting, it shall inform all shareholders by way of announcement within fifteen days or ten business days (whichever is longer) prior to the meeting.~~	**Article 63**	**The convener will notify all shareholders by announcement twenty-one days before the annual general meeting, and the extraordinary general meeting will be notified to all shareholders by announcement fifteen days before the meeting.**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	Regarding the calculation of the notice period, the date of the meeting shall not be included. ~~Business day refers to a day on which the Hong Kong Stock Exchange is open for the business of trading in securities.~~		Regarding the calculation of the notice period, the date of the meeting shall not be included.
Article 72	The Company shall calculate the number of shares with voting rights represented by the shareholders planning to attend the general meeting in accordance with the written replies received within the period specified in Article 70 of the Articles. The extraordinary general meeting shall not decide on matters not specified in the notice.	–	**Deleted**
Article 73	The notice of a general meeting shall~~ meet the following criteria:~~ (1) ~~it shall~~ be made in writing; (2) ~~it shall~~ specify ~~the venue, date and time~~ of the meeting; (3) ~~it shall set out the matters to be considered at the meeting;~~ (4) ~~it shall set out~~ the record date of shareholders who are entitled to attend the general meeting; ~~(5) it shall provide shareholders with such information and explanation as necessary for them to make informed decisions on the matters to be considered. This principle includes (but not limited to) where a proposal is made to merge the Company with another, to repurchase shares, to restructure the share capital, or to reorganize the Company in any other way, the terms of the proposed transaction shall be provided in detail together with copies of the proposed agreement, if any, and the cause and effect of the such proposal shall be fully explained;~~ ~~(6) it shall disclose the nature and degree of the material interest of any director, supervisor, senior management members in the matters to be~~	**Article 64**	The notice of a **general meeting** shall **include the followings**: (1) be made in writing; (2) specify **the time, venue, and duration** of the meeting; **(3) set out the matters and proposals to be submitted at the meeting for consideration;** **(4)** state clearly in written form **that all shareholders are entitled to attend the general meeting and may appoint a proxy in writing to attend and vote at the meeting. Such proxy need not be a shareholder of the Company;** **(5) state** the shareholding registration date of the shareholders entitled to attend **the general meeting;** **(6)** state the name and telephone number of the regular contact person for the meeting; **(7)** state the timing and procedure of voting via the Internet or other means.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	~~considered. In case that the impact of the matters to be considered on such director, supervisor, senior management members as a shareholder is different from that on other holders of the same class of shares, the difference shall be explained;~~ ~~(7) it shall set out the full text of any special revolution to be proposed at the meeting;~~ (8) ~~it shall contain a prominent~~ written ~~statement~~ that ~~a shareholder eligible for attending and voting is entitled to appoint one or more proxies to attend and vote on his/her behalf and that a proxy~~ need not be a shareholder; ~~(9) it shall specify the delivery time and place of the~~ authorization letter for proxy voting of the meeting; (~~10~~) it shall contain the name and telephone number of the regular contact person for the meeting; (~~11~~) it shall contain the timing and procedure of voting through web network or other ways. ~~Details of all proposals shall be fully and completely disclosed in the notice of general meeting and its supplementary notice. In the event that independent non-executive directors are required to express their opinions on the matters to be discussed, a notice of general meeting or a supplementary notice shall, when given, also disclose the opinions and reasons of the independent non-executive directors.~~ The interval between the record date and the date of the meeting shall not be more than ~~7~~ working days. Once the record date is confirmed, no change may be made thereto.		The interval between the record date and the date of the meeting shall not be more than **seven** working days. Once the record date is confirmed, no change may be made thereto.
Article 74	Where the elections of director ~~and supervisor~~ will be discussed at the general meeting, the notices of the general meeting shall contain the details of the candidates of directors ~~and supervisors~~ including the following particulars:	**Article 65**	Where the **elections of director** will be discussed at the **general meeting**, the notices of the **general meeting** shall contain the details of **the candidates of directors** including the following particulars:

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	(1) personal particulars such as education background, working experience and any part-time positions; (2) whether there is any related relationship with the Company or the controlling shareholders and de facto controller of the Company; (3) their shareholding in the Company; (4) whether there are any penalties or punishments imposed by the China Securities Regulatory Commission and other related authorities or stock exchanges. Except for the election of directors ~~and supervisors~~ via cumulative voting system, the election of each director ~~and supervisor~~ shall be voted upon by way of a separate proposal.		(1) personal particulars such as education background, working experience and any part-time positions; (2) whether there is any related relationship with the Company or the controlling shareholders and de facto controller of the Company; (3) their shareholding in the Company; (4) whether there are any penalties or punishments imposed by the China Securities Regulatory Commission and other related authorities or stock exchanges. Except for the **election of directors** via cumulative voting system, the election of **each director** shall be voted upon by way of a separate proposal.
	Newly added	**Article 66**	**After the notice of a general meeting has been issued, the general meeting shall not be postponed or canceled without a valid reason, and the proposals specified in the notice of the general meeting shall not be canceled. In the event of postponement or cancellation, the convenor shall make an announcement at least two business days prior to the scheduled date of the meeting and explain the reasons.**
Article 76	The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the meeting or any resolution adopted at that meeting.	–	**Deleted**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	Newly added	**Article 67**	**The board of directors and other convenors of the Company shall take necessary measures to ensure the normal order of the general meeting. Measures shall be taken to stop disruptions of general meeting, acts of picking quarrels and provoking trouble and infringement of shareholders' legitimate rights and interests and shall be promptly reported to the relevant authorities for investigation and punishment.**
Article 77	All shareholders whose names appear on the register of members as at the record date or their proxies shall be entitled to attend the general meetings and exercise their voting rights in accordance with relevant laws, regulations and the Articles. Any shareholder entitled to attend and vote at a general meeting shall be entitled to appoint one ~~or more persons~~ (whether a shareholder or not) as his/her proxy to attend and vote on his/her behalf. ~~According to the appointment of the shareholder, a proxy so appointed shall:~~ ~~(1) have the same right as the shareholder to speak at the meeting;~~ ~~(2) have right to individually or jointly in demanding a poll;~~ ~~(3) have the right to vote by hand or on a poll, but when more than one proxy has been appointed, the proxies only have the right to vote on a poll.~~ If the shareholder is an authorized clearing house or its agent as defined in the *Securities and Futures (Clearing Houses) Ordinance of Hong Kong* (Chapter 420 of the Laws of Hong Kong), such shareholder is entitled to appoint ~~one or more persons~~ as his/her proxy at the general meetings ~~or any class meeting~~. If more than one person is appointed as proxy, the proxy forms shall state clearly the number of shares and the class of shares represented by each of the proxies. The proxy appointed may represent the authorized clearing house or its agent to exercise its rights as if such person is an individual shareholder of the Company.	**Article 68**	All shareholders whose names appear on the register of members as at the **shareholding registration** date or their proxies shall be entitled to attend the general meetings and exercise their voting rights in accordance with relevant laws, regulations**, securities regulatory rules of the place where the Company's shares are listed,** and the Articles. **Shareholders may attend the general meeting in person or appoint a proxy(ies) to attend and vote on their behalf.** Any shareholder entitled to attend and vote at a general meeting shall be entitled to appoint **one person** (whether a shareholder or not) as his/her proxy to attend and vote on his/her behalf. If the shareholder is **a recognized clearing house (or its nominee) within the meaning of the relevant laws and regulations and securities regulatory rules of the place where the shares of the Company are listed**, such shareholder is entitled to appoint **one** or more persons as his/her proxy at the **general meeting**. If more than **one** person is appointed as proxy, the proxy forms shall state clearly the number of shares and the class of shares represented by each of the proxies. The proxy appointed may represent the authorized clearing house or its agent to exercise its rights as if such person is an individual shareholder of the Company.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 78	If an individual shareholder attends the meeting in person, he/she shall produce his/her own identification document or other valid documents or certificates providing proof of his/her identity ~~and stock account card~~. If a proxy is ~~appointed~~ to attend the meeting, the proxy shall produce his/her own identification document and the power of attorney by the shareholder. A corporate shareholder shall attend the meeting through its legal representative or the proxy authorized by the legal representative. If a legal representative attends the meeting, he/she shall produce his/her own identification document and valid documents showing that he/she qualifies to serve as the legal representative. If a proxy attends the meeting, he/she shall produce his/her own identification document and written power of attorney granted by the legal representative of corporate shareholder according to laws.	**Article 69**	If an individual shareholder attends the meeting in person, he/she shall produce his/her own identification document or other valid documents or certificates providing proof of his/her identity. If attending the meeting on behalf of others, he/she shall produce his/her own identification document and the power of attorney by the shareholder. A corporate shareholder shall attend the meeting through its legal representative or the proxy authorized by the legal representative. If a legal representative attends the meeting, he/she shall produce his/her own identification document and valid documents showing that he/she qualifies to serve as the legal representative. If a proxy attends the meeting, he/she shall produce his/her own identification document and written power of attorney granted by the legal representative of corporate shareholder according to laws.
Article 79	Shareholders shall appoint a proxy by written instrument which is signed by the appointer or his/her agent so authorized in writing, or if the appointer is a legal person, sealed by the stamp of the legal person or signed by its director or agent so officially authorized. ~~Such instrument~~ shall state clearly the following: (1) the name of the appointer ~~and the name of the proxy~~; (2) ~~the number of shares represented by~~ the proxy ~~or, in case that more than one proxy are appointed, the instruments shall state clearly the number of shares represented by each of the proxies~~; ~~(3) whether the proxy has voting rights;~~ (~~4~~) the instructions on whether to vote for or against or abstain from voting on each matter included in the agenda of the general meeting;	**Article 70**	Shareholders shall appoint a proxy by written instrument which is signed by the appointer or his/her agent so authorized in writing, or if the appointer is a **corporate shareholder**, sealed by the stamp of the **corporate shareholder** or signed by its director or agent so officially authorized. **The power of attorney issued by a shareholder authorizing another person to attend the general meeting** shall state clearly the following: (1) the name of the appointer**, the class and number of shares of the Company held by the appointer**; (2) **the name of** the proxy; **(3) the specific instructions from the shareholder, including** the instructions on whether to vote for or against or abstain from voting on each matter included in the agenda of the **general meeting**; **(4)** the date of issue and effective period of the letter of proxy;

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	~~(5) whether the proxy has voting rights in respect of the temporary proposal as might be included in the agenda of the general meeting, and, if yes, the instructions on how to exercise the voting rights;~~ ~~(6~~ the date of issue and effective period of the letter of proxy; ~~(7~~ the signature (or seal) of the appointer.		**(5)** the signature (or seal) of the appointer.
Article 80	~~The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other place as specified in the notice of the meeting within 24 hours prior to the meeting at which the proxy is authorised to vote or within 24 hours prior to the specified time for the voting.~~ Where the instrument is signed by another person authorised by the appointer, the power of attorney or other authorization document shall be notarised. The notarised power of attorney or other authorization document shall be placed ~~together with the instrument appointing the voting proxy~~ at the domicile of the Company or at such other place as specified in the notice of the meeting. ~~Where the appointer is a legal person, its legal representative or the person authorised by resolution of its board of directors or other decision making body shall be entitled to attend the Company's general meeting as the representative of such legal person.~~ ~~The Company has the right to request a proxy who attends the extraordinary general meeting on behalf of a shareholder to provide evidence of his/her identity.~~ ~~If a shareholder which is a legal person appoints a proxy to attend a meeting on its behalf, the Company has the right to request such proxy to produce evidence of such shareholder's and his identity and the resolutions of such shareholder's board of directors or the power of attorney executed by other authority in respect of the appointment of the proxy.~~	**Article 71**	Where the instrument **authorizing a voting proxy** is signed by another person authorised by the appointer, the power of attorney or other authorization document shall be notarised. The notarised power of attorney or other authorization document **and instrument authorizing a voting proxy** shall be placed at the domicile of the Company or at such other place as specified in the notice of the meeting.
Article 81	Any form issued to a shareholder by the board of directors for use by him for appointing a proxy shall allow the shareholder to freely instruct the proxy to cast vote in favour	**–**	**Deleted**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	of or against or to abstain from voting for each resolution at the meeting. Such letter of authorization shall contain a statement that in the absence of instructions by the shareholder, his/her proxy may vote as he thinks fit.		
Article 82	Where the appointer has deceased, incapacitated to act, withdrawn the appointment or the power of attorney, or where the relevant shares have been transferred prior to the voting, a vote given in accordance with the letter of authorization shall remain valid provided that no written notice of such event has been received by the Company prior to the commencement of the relevant meeting.	–	**Deleted**
Article 83	The attendance register shall be prepared by the Company, which shall state the names (or names of the corporations), identification document numbers ~~and the addresses~~ of the attendees, the number of voting shares held or represented, names of the appointers (or names of the corporations), etc.	**Article 72**	The attendance register shall be prepared by the Company, which shall state the names (or names of the corporations), identification document numbers of the attendees, the number of voting shares held or represented, names of the appointers (or names of the corporations), etc.
Article 85	~~When a general meeting is held, all the directors, supervisors and secretary of the board of directors should attend the meeting. The senior management personnel should be present at the meeting.~~	**Article 74**	**If the directors and senior management are requested by the general meeting to attend as non-voting attendees, they shall attend and respond to shareholders' inquiries.**
Article 103	The chairman of the board of directors shall preside over the general meetings ~~convened by the board of directors~~ and ~~in the failure of which,~~ the vice chairman ~~shall convene and preside over the meeting. In the event that both the chairman and vice chairman are unable to attend the meeting, a~~ director selected by ~~not less than half of~~ the directors shall preside over the meeting~~; In the event that no such designation is made, one shareholder as elected from the attending shareholders may preside over the meeting. If, for any reason, the attending shareholders fail to elect one to be the chairman, the attending shareholder (or his/her proxy) who holds the most voting shares shall preside over the meeting~~. ~~The chairman of the board of supervisors~~ shall preside over the general meetings convened by ~~the board of supervisors~~ on their own discretion. In the event that ~~the chairman of the board of supervisors~~ is unable to or fails to fulfill the required obligations, ~~a supervisor~~ selected by ~~not less than~~	**Article 75**	The chairman of the board of directors shall preside over the general meetings. **If the chairman is unable to or fails to perform his/her duties, the meeting shall be presided over by** the vice chairman. **If the vice chairman is unable to or fails to perform his/her duties, the meeting shall be presided over by** a director selected by **more than half of** the directors. **The convener of the audit and risk committee** shall preside over **the general meetings** convened by **the audit and risk committee** on their own discretion. In the event that **the convener of the audit and risk committee** is unable to or fails to **perform its duties, a member of the audit and risk committee** selected by **more than half of members of the audit and risk committee** shall preside over the meeting. For **the general meetings** convened by shareholders, the conveners shall nominate a representative to preside over the meeting.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	~~half of the supervisors~~ shall preside over the meeting. For the general meetings convened by shareholders, the conveners shall nominate a representative to preside over the meeting. In the event that the chairman of the meeting violates the rules of procedures which results in the general meeting being unable to continue, upon approval by the shareholders representing not less than half of the voting rights present at the meeting, a person may be elected to preside over the general meeting and the meeting shall continue. ~~If, for any reason, the shareholders are unable to elect someone to be the chairman, the attending shareholder (or his/her proxy) who holds the most voting shares shall preside over the meeting.~~		In the event that the chairman of the meeting violates the rules of procedures which results in **the general meeting** being unable to continue, upon approval by the shareholders representing **more** than half of the voting rights present at the meeting, a person may be elected to preside over **the general meeting** and the meeting shall continue.
Article 86	The Company shall formulate the Rules of Procedures for General Meetings regulating the convening and voting procedure of general meetings, including notice, registration, consideration of resolutions, voting, counting of ballots, announcement of voting result, formation of resolution, meeting minutes and signing thereof and announcement, and the principles for authorisation to the board of directors by general meetings. ~~The Rules of Procedures for General Meetings shall be an appendix to the Articles and shall be formulated by the board of directors and approved by the general meeting.~~	**Article 76**	The Company shall formulate the Rules of Procedures for **General Meetings** regulating the convening**, holding** and voting procedure of **general meetings**, including notice, registration, consideration of resolutions, voting, counting of ballots, announcement of voting result, formation of resolution, meeting minutes and signing thereof and announcement, and the principles for authorisation to the board of directors by **general meetings**.
Article 87	The board of directors ~~and the board of supervisors~~ shall report their work in the preceding year at the annual general meeting. Every independent non-executive director shall also make his/her work report.	**Article 77**	The board of directors shall report their work in the preceding year **to the general meeting** at the annual **general meeting**. Every independent non-executive director shall also make his/her work report.
Article 88	Directors~~, supervisors~~ and senior management shall make explanations in relation to the inquiries and suggestions made by shareholders at the general meetings.	**Article 78**	Directors and senior management shall make explanations in relation to the inquiries and suggestions made by shareholders at the **general meetings**.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	Newly added	Article 80	The general meeting shall have meeting minutes, and secretary to the board of directors shall be responsible for the meeting minutes. The meeting minutes shall contain the following contents: (1) the time, venue of and the agenda for the meeting, and the name of the convener; (2) names of the chairperson of the meeting and the directors and senior management members attending the meeting as non-voting attendee; (3) the number of shareholders and proxies present at the meeting, the total number of voting shares held and their respective proportions in the total number of shares of the Company; (4) the consideration process, summaries of speeches and voting result for each proposal; (5) the inquiries or suggestions of the shareholders and the corresponding answers or explanations; (6) names of the legal counsel, counting officer and scrutineer; (7) other contents that should be included in the meeting minutes as required by relevant laws and regulations and the Articles.
	Newly added	Article 81	The convenor shall ensure that the content of the minutes shall be true, accurate and complete. Minutes shall be signed by the directors, secretary to the board of directors, the convenor or its representative and the chairman of the meeting attending the meeting or attending the meeting as non-voting attendee. Minutes shall, together with the register relating to the shareholders present at the meeting in person and the proxy form if present by proxy, or via Internet or other permitted means, be kept by the Company for a period of ten years.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 104	A convener shall ensure that a general meeting shall be held consecutively until a final resolution is formed. In the event that a general meeting is suspended or no resolutions can be made thereat due to special reasons such as force majeure, the convener shall take necessary measures to restore the meeting as soon as possible or directly terminate the meeting, and make an announcement promptly. Meanwhile, the convener shall report to the local representative office of the China Securities Regulatory Commission and the stock exchange of the place where the Company is located.	**Article 82**	A convener shall ensure that **a general meeting** shall be held consecutively until a final resolution is formed. In the event that **a general meeting** is suspended or no resolutions can be made thereat due to special reasons such as force majeure, the convener shall take necessary measures to restore **the general meeting** as soon as possible or directly terminate **the general meeting**, and make an announcement promptly. Meanwhile, the convener shall report to the local representative office of the China Securities Regulatory Commission and the stock exchange of the place where the Company is located.
Article 90	The resolutions of the general meeting shall be classified as ordinary resolutions and special resolutions. Ordinary resolutions put forward at the general meeting shall be adopted by ~~not less than half~~ of shareholders (including their proxies) with voting rights attending the meeting. Special resolutions put forward at the general meeting shall be adopted by ~~not less than two thirds~~ of the shareholders (including their proxies) with voting rights attending the meeting.	**Article 83**	The resolutions of the **general meeting** shall be classified as ordinary resolutions and special resolutions. Ordinary resolutions put forward at the **general meeting** shall be adopted by **more than half** of shareholders (including their proxies) with voting rights attending the **general meeting**. Special resolutions put forward at the **general meeting** shall be adopted by not **more than two-thirds** of the shareholders (including their proxies) with voting rights attending the **general meeting**.
Article 96	The following resolutions shall be adopted as ordinary resolutions at a general meeting: (1) working reports of the board of directors~~and board of supervisors~~; (2) profit distribution proposals and plans for making up losses formulated by the board of directors; (3) ~~election and dismissal~~ of directors ~~and shareholders' representative supervisors~~, and their remuneration and payment method; ~~(4) annual financial budgets and final accounts of the Company;~~ ~~(5) annual reports of the Company;~~	**Article 84**	The following resolutions shall be adopted as ordinary resolutions at **a general meeting:** (1) **appointment and dismissal** of directors, and their remuneration and payment method; (2) working reports of the board of directors (3) profit distribution proposals and plans for making up losses formulated by the board of directors; **(4) annual bond issuance plans of the Company;** **(5) engagement and dismissal of the accounting firms that undertake the Company's auditing business;**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	(~~6~~) other matters unless otherwise required to be adopted as special resolutions in accordance with the applicable laws, administrative regulations, the listing rules of the place where the Company's shares are listed or the Articles.		**(6) the guarantees as provided in Article 49 and financial assistances as provided in Article 50;** **(7) to consider and approve major transactions subject to resolution by the general meeting according to the regulatory rules of the place where the shares of the Company are listed;** **(8) to approve the change of use of proceeds raised;** **(9) to consider and approve entrusted wealth management matters with a single transaction amount not less than RMB three billion;** **(10) to consider the related party transaction or other transactional matters which are subject to approval at the general meeting in accordance with the provisions of the securities regulatory rules of the place where the shares of the Company are listed;** **(11)** other matters unless otherwise required to be adopted as special resolutions in accordance with the laws, administrative regulations, provisions of the securities regulatory rules of the place where the Company's shares are listed or the Articles.
Article 97	The following resolutions shall be adopted as special resolutions at a general meeting: (1) ~~increase or reduction of share capital, repurchase of~~ the Company's ~~shares and issuance of shares of any class, warrants and other similar securities of the Company;~~ (~~2~~) ~~issuance of debentures of the Company;~~ (~~3~~) division, spin-off, merger, dissolution, liquidation and changes to the form of the Company; (~~4~~) amendments to the Articles;	**Article 85**	The following resolutions shall be adopted as special resolutions at **a general meeting**: (1) **increase or reduction of registered capital** of the Company; **(2)** division, spin-off, merger, dissolution, liquidation and changes to the form of the Company; **(3)** amendments to the Articles; **(4)** acquisition or disposal of major assets or provision of guarantee to others with the amount exceeding **thirty percent** of the Company's latest audited total assets within **one** year;

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	(~~5~~) acquisition or disposal of major assets or provision of guarantee with the amount exceeding 30% of the Company's latest audited total assets within ~~a~~ year; (~~6~~) share incentive plans; (~~7~~) other matters approved by ordinary resolution of the general meeting believing that they could materially affect the Company and need to be approved by special resolution pursuant to the requirements of laws, administrative regulations, the listing rules of the place where the Company's shares are listed or the Articles.		**(5)** share incentive plans **and employee stock ownership plans**; **(6)** other matters approved by ordinary resolution of **the general meeting** believing that they could materially affect the Company and need to be approved by special resolution pursuant to the requirements of laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed or the Articles.
Article 91	A shareholder (including proxy), when voting at a general meeting, may exercise voting rights ~~in accordance with the number of shares carrying the right to vote~~. Each share shall have one vote. The shares of the Company held by itself shall have no voting rights, and shall be excluded from the total number of voting votes at general meeting. When material issues affecting the interests of minority investors are being considered at the general meeting, the votes of minority investors shall be counted separately. The separate counting results shall be promptly and publicly disclosed. ~~When a related party transaction is being considered at a general meeting, the related shareholders shall abstain from voting and the number of voting shares represented by them shall be excluded from the total number of effective votes according to the listing rules of the stock exchange(s) on which the shares of the Company are listed. The announcement of the resolutions of the general meeting shall fully disclose the results of the non-related shareholders' voting.~~ Where a shareholder purchasing the shares with voting rights of the Company violates paragraph 1 or 2 of Article 63 of the *Securities Law ~~of the People's Republic of China~~*, the voting rights of the shares that exceed the prescribed proportion shall not be exercised within 36 months after purchasing such	**Article 86**	A shareholder (including proxy), when voting at a **general meeting**, may exercise voting rights in accordance with the number of shares carrying the right to vote. Each share shall have one vote. The shares of the Company held by itself shall have no voting rights, and shall be excluded from the total number of voting votes at **general meeting**. When material issues affecting the interests of minority investors are being considered at the **general meeting**, the votes of minority investors shall be counted separately. The separate counting results shall be promptly and publicly disclosed. Where a shareholder purchasing the shares with voting rights of the Company violates paragraph 1 or 2 of Article 63 of the ***Securities Law***, the voting rights of the shares that exceed the prescribed proportion shall not be exercised within thirty-six months after purchasing such shares, and such shares shall not be counted in the total number of voting shares of shareholders present at the **general meeting**. The Board, independent non-executive directors and shareholders with more than **one percent** of the voting shares of the Company or investor protection agencies established in accordance with laws, administrative regulations or **the provisions of the securities regulatory**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	shares, and such shares shall not be counted in the total number of voting shares of shareholders present at the meeting. The Board, independent non-executive directors and shareholders with more than ~~1%~~ of the voting shares of the Company or investor protection agencies established in accordance with laws, administrative regulations or the provisions of ~~the securities regulatory authorities of the State Council may act as the soliciting party, either on their own or by commissioning securities companies and securities service agencies, to publicly request shareholders of the company to appoint them to attend general meetings on their behalf, and exercise shareholders' rights such as proposal rights and voting rights~~. Information including the specific voting intention shall be fully disclosed to the shareholders from whom voting rights are being collected. Consideration or de facto consideration for collecting shareholders' voting rights is prohibited. Except for statutory conditions, the Company shall not impose any minimum shareholding limitation for collecting voting rights.		**authorities of the place where the shares of the Company are listed may publicly collect voting rights of the shareholders**. Information including the specific voting intention shall be fully disclosed to the shareholders from whom voting rights are being collected. Consideration or de facto consideration for collecting shareholders' voting rights is prohibited. Except for statutory conditions, the Company shall not impose any minimum shareholding limitation for collecting voting rights.
	Newly added	**Article 87**	**When the matters on related party transactions are considered at the general meeting, related shareholders shall not participate in the voting, and the voting shares they represent shall not be counted in the total number of valid votes; the announcement of the resolutions of the general meeting shall fully disclose the voting situation of the non-related shareholders.**
Article 65	The Company shall not enter into any contract with any person other than the directors and senior management whereby such person undertakes the management and administration of the whole or any substantial part of the business of the Company except that the Company is in special circumstances such as crises, unless approval by way of special resolution is obtained in general meeting.	**Article 88**	The Company shall not enter into any contract with any person other than the directors and senior management whereby such person undertakes the management and administration of the whole or any substantial part of the business of the Company except that the Company is in special circumstances such as crises, unless approval by way of special resolution is obtained in **general meeting**.
Article 93	A poll demanded on such matters as the election of chairman or the adjournment of the meeting shall be taken forthwith. A poll demanded on any other matters shall be taken at such	**–**	**Deleted**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	time as the chairman may decide, and the meeting may proceed to discuss other matters, while the results of the poll shall still be deemed to be a resolution of that meeting.		
Article 94	On a poll taken at a meeting, a shareholder (including proxy) entitled to two or more votes need not cast all his/her votes in the same way.	–	**Deleted**
Article 95	In the case there is an equality of votes, whether the vote is taken by a show of hands or by poll, the chairman of the meeting is entitled to a casting vote.	–	**Deleted**
Article 105	The list of candidates for the directors ~~and supervisors~~ shall be submitted to the general meeting for approval by way of resolution. When election of the directors ~~and supervisors~~ is voted at the general meeting, in accordance with the provisions of the Articles or the resolution of the general meeting, if a single shareholder and its persons acting in concert are interested in ~~30%~~ or more of the shares of the Company and the general meeting plans to elect more than two directors ~~or supervisors~~, the cumulative voting system is required. The election of independent directors and non-independent directors shall be carried out separately. The directors ~~and supervisors~~ to be elected will be listed in a descending order of the number of votes obtained to determine the elected directors ~~and supervisors~~ according to the number of directors ~~and supervisors~~ to be elected. Shareholders who attend the general meeting are entitled to votes of the same number as the number of director ~~or supervisor~~ candidates under each ~~resolution~~ group for every share held by them for ~~resolutions~~ adopting the cumulative voting system. The shareholders may cast all their votes on one candidate or split them on a few candidates. Shareholders shall vote up to a limit of the number of votes in each ~~resolution~~ group. In the event that the number of votes cast by the shareholder exceeds the number of the votes he/she holds, or the shareholder casts votes in a number exceeding the number of candidates in the competitive election, the vote on such ~~resolution~~ shall be deemed invalid.	**Article 89**	The list of candidates for the directors shall be submitted to the **general meeting** for approval by way of resolution. When election of the directors is voted at the **general meeting**, in accordance with the provisions of the Articles or the resolution of the **general meeting**, if a single shareholder and its persons acting in concert are interested in **thirty percent** or more of the shares of the Company **or the general meeting** plans to elect more than two **independent** directors, the cumulative voting system is required. The election of independent directors and non-independent directors shall be carried out separately. The directors to be elected will be listed in a descending order of the number of votes obtained to determine the elected **directors** according to the number of directors to be elected. Shareholders who attend the **general meeting** are entitled to votes of the same number as the **number of director candidates** under each **proposal** group for every share held by them for **proposals** adopting the cumulative voting system. The shareholders may cast all their votes on one candidate or split them on a few candidates. Shareholders shall vote up to a limit of the number of votes in each **proposal** group. In the event that the number of votes cast by the shareholder exceeds the number of the votes he/she holds, or the shareholder casts votes in a number exceeding the number of candidates in the competitive election, the vote on such **proposal** shall be deemed invalid.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	Shareholders with multiple shareholder accounts may vote online through any one of their accounts. The number of votes they are entitled to is calculated on the basis of the total shares of the same class under all of their shareholder accounts.		Shareholders with multiple shareholder accounts may vote online through any one of their accounts. The number of votes they are entitled to is calculated on the basis of the total shares of the same class under all of their shareholder accounts.
Article 106	The approach and procedures for nomination of candidates for directors ~~and supervisors~~ are as follows: (1) Shareholder(s) individually or jointly holding not less than ~~3%~~ of the total issued and outstanding voting shares of the Company may propose in writing to the general meeting for the nomination of candidates for non-employee representative directors ~~and supervisors~~. However, the number of candidates proposed shall comply with the Articles, and shall not be more than the number to be elected. ~~The aforesaid proposal of the shareholders should be served to the Company at least 14 business days before the date of the general meeting.~~ (2) The list of candidates for directors ~~and supervisors~~ shall be proposed by the board of directors ~~and the board of supervisors~~ for the consideration of the board of directors ~~and board of supervisors respectively~~, and the number of candidates to be proposed shall be within the number stipulated in the Articles. The list of candidates for directors ~~and supervisors~~ shall be submitted to the general meeting by way of a written proposal after being considered and adopted by the board of directors ~~and board of supervisors~~. (3) The written notices for the intention to nominate a candidate for director ~~or supervisor~~ and the acceptance of nomination by such candidate and the written information of the nominated candidate shall be given to the Company no less than ~~7~~ business days prior to the date of the general meeting. The board of directors ~~or board of supervisors~~ shall provide shareholders with the	**Article 90**	The approach and procedures for nomination of candidates for **directors** are as follows: (1) Shareholder(s) individually or jointly holding **more** than **one percent** of the total issued and outstanding voting shares of the Company may propose in writing to the **general meeting** for the nomination of **candidates for** non-employee representative **directors**. However, the number of candidates proposed shall comply with the Articles, and shall not be more than the number to be elected. (2) The list of **candidates for directors** shall be proposed by **the nomination committee of the board of directors** for the consideration of **the board of directors**, and the number of candidates to be proposed shall be within the number stipulated in the Articles. The list of **candidates for directors** shall be submitted to the **general meeting** by way of a written **proposal** after being considered and adopted by **the board of directors**. (3) The written notices for the intention to nominate a **candidate for director** and the acceptance of nomination by such candidate and the written information of the nominated candidate shall be given to the Company prior to the date of the **general meeting**. **The board of directors** shall provide shareholders with the biographical details and basic information of the **candidates for directors**. (4) Voting for the election of each **candidate for director** shall be carried out separately in the **general meeting**.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	biographical details and basic information of the candidates for directors~~ and supervisors~~. ~~(4) The Company shall allow a notice period of no less than 7 days commencing from the day following the date of the notice of general meeting for the submission of the aforesaid notices and documents.~~ (~~5~~) Voting for the election of each candidate for a director ~~and supervisor~~ shall be carried out separately in the general meeting. (~~6~~) Where there is a need to fill the casual vacancy of director~~ or supervisor~~, the board of directors ~~or board of supervisors~~ shall submit a proposal to the general meeting for the election or change of a director~~ or supervisor~~.		(5) Where there is a need to fill the casual vacancy of **director**, **the board of directors** shall submit a proposal to the **general meeting** for the election or change of director.
Article 107	In addition to the cumulative voting system, the general meeting shall vote on all ~~resolutions~~ individually. If there are various ~~resolutions~~ for a single matter, they ~~shall~~ be voted in the chronological order of the ~~proposals~~ being proposed. Except under special circumstance such as force majeure leading to the suspension of or inability to adopt resolutions at a general meeting, no ~~resolution~~ shall be set aside or left undecided at the general meeting.	**Article 91**	In addition to the cumulative voting system, the **general meeting** shall vote on all **proposals** individually. If there are various **proposals** for a single matter, they **will** be voted in the chronological order of the proposals being proposed. Except under special circumstance such as force majeure leading to the suspension of or inability to adopt resolutions at a **general meeting**, no **proposals** shall be set aside or left undecided at the **general meeting**.
Article 108	When a ~~resolution motion~~ is being considered at the general meeting, no change shall be made to the~~ resolution~~, ~~or the relevant change~~ shall ~~otherwise~~ be deemed as a new ~~resolution~~ which may not be voted at such general meeting.	**Article 92**	When a **proposal** is being considered at **the general meeting**, no change shall be made to the **proposal**. **If there are any changes, it** shall be deemed as a new **proposal** which may not be voted at such **general meeting**.
Article 109	The voting right of the same shares shall be exercised only either by on-site voting or other means of voting. In case of multiple voting by the same shares, only the first vote will be deemed as valid.	**Article 93**	The voting right of the same shares shall be exercised only either by on-site voting**, online voting** or other means of voting. In case of multiple voting by the same shares, only the first vote will be deemed as valid.
Article 92	The general meeting shall adopt voting by way of poll or any other methods required by ~~the listing rules of~~ the stock exchange~~ on which the shares of the company are listed~~. ~~A declaration by the chairman of the meeting that a resolution has on a show of hands been carried, and an~~	**Article 94**	**The general meeting** shall adopt voting by way of **poll or** other methods required by **the stock exchange(s).**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	~~entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution at the meeting.~~		
Article 110	Before a ~~resolution~~ is voted on at a general meeting, two representatives of the shareholders shall be elected as vote counters and scrutinisers. Any shareholder who is related to the matter to be considered shall not participate in vote counting or scrutinising. When the shareholders are voting on the ~~resolutions~~, lawyers, shareholders' representatives, auditors, H-Share registrar or external accountants qualified to serve as auditors~~, and supervisors of the Company~~ shall jointly count and scrutinize the votes. Voting result shall be announced forthwith by the chairman of the meeting, and shall be recorded in the minutes of meeting. Shareholders of the Company or their proxies who cast their votes through online voting or other voting methods shall have the right to inspect their own voting results through a corresponding voting system in accordance with relevant requirement of regulatory rules of the place where the shares of the Company are listed.	**Article 95**	Before a **proposal** is voted on at a **general meeting**, two representatives of the shareholders shall be elected as vote counters and scrutinisers. Any shareholder who is related to the matter to be considered shall not participate in vote counting or scrutinising. When **the proposals are voted on at the general meeting**, lawyers, shareholders' representatives, auditors, H-Share registrar or external accountants qualified to serve as auditors shall jointly count and scrutinize the votes. Voting result shall be announced forthwith by the chairman of the meeting, and shall be recorded in the minutes of meeting. Shareholders of the Company or their proxies who cast their votes through online voting or other voting methods shall have the right to inspect their own voting results through a corresponding voting system in accordance with relevant requirements of **securities** regulatory rules of the place where the shares of the Company are listed.
Article 111	An on-site general meeting shall not end earlier than the one held on the Internet or by other methods. The chairman of the meeting shall announce details and results of the voting on each proposal, and announce whether a proposal is passed according to the voting results. Before the formal announcement of voting results, the companies, vote counters, vote scrutineers, ~~major~~ shareholders, network service providers and other related parties involved in the on-site general meeting, online voting and other voting methods shall be under a confidentiality obligation relating to the details of the voting.	**Article 96**	An on-site **general meeting** shall not end earlier than the one held on the Internet or by other methods. The chairman of the meeting shall announce details and results of the voting on each proposal, and announce whether a proposal is passed according to the voting results. Before the formal announcement of voting results, the companies, vote counters, vote scrutineers, **shareholders**, network service providers and other related parties involved in the on-site **general meeting**, online voting and other voting methods shall be under a confidentiality obligation relating to the details of the voting.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 112	Shareholders present at the general meeting shall express their opinions on the ~~resolutions~~ put forward for voting in one of the following options: for, against, or abstain. Shareholders or their proxies shall not vote in favor of mutually exclusive resolutions at the same time. There may be the exception of securities registration and settlement agents who, as the nominal holders of the shares under ~~Shanghai-Hong Kong Stock Connect~~, shall make declaration in accordance with the instructions of the de facto holders of the shares. Ballot papers that are left in blank, unduly completed or illegible or that have not been used are deemed as abstained from voting by the voters, and the voting results corresponding to the shares in their possession shall be treated as "Abstain".	**Article 97**	Shareholders present at the **general meeting** shall express their opinions on the **proposals** put forward for voting in one of the following options: for, against, or abstain. Shareholders or their proxies shall not vote in favor of mutually exclusive resolutions at the same time. There may be the exception of securities registration and settlement agents who, as the nominal holders of the shares under **Mainland-Hong Kong Stock Connect**, shall make declaration in accordance with the instructions of the de facto holders of the shares. Ballot papers that are left in blank, unduly completed or illegible or that have not been used are deemed as abstained from voting by the voters, and the voting results corresponding to the shares in their possession shall be treated as "Abstain".
Article 113	In the event that the chairman of the meeting has any doubt as to the result of a resolution put forward to the vote, he may have the votes counted. In the event that the chairman of the meeting fails to have the votes counted, any shareholder present in person or by proxy who objects to the result announced by the chairman of the meeting may demand that the votes be counted immediately after the declaration of the voting result, and the chairman of the meeting shall have the votes counted immediately.	**Article 98**	In the event that the chairman of the meeting has any doubt as to the result of a resolution put forward to the vote, he **may organize a counting of** votes. In the event that the chairman of the meeting fails to have the votes counted, any shareholder present in person or by proxy who objects to the result announced by the chairman of the meeting may demand that the votes be counted immediately after the declaration of the voting result, and the chairman of the meeting shall **organize a counting of** votes immediately. **If the general meeting conducts a counting of votes, the result of the counting shall be recorded in the minutes of the meeting.**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 114	In the event that the votes are counted at the general meeting, the counting results shall be recorded in the minutes of the meeting. The minutes of the meeting together with the attendance book for shareholders' signing and the proxy forms for proxies attending the meeting shall be kept at the domicile of the Company. The aforesaid minutes of meeting, attendance book for signature and proxy forms shall not be destroyed in 10 years.	–	**Deleted**
Article 115	Copies of the minutes of the meeting shall be available for inspection during business hours of the Company by any shareholder free of charge. If a shareholder demands from the Company a copy of such minutes, the Company shall send a copy to him within 7 days after receipt of reasonable charges.	**Article 99**	Copies of the minutes of the meeting shall be available for inspection during business hours of the Company by any shareholder free of charge. If a shareholder demands from the Company a copy of such minutes, the Company shall send a copy to him within **seven** days after receipt of reasonable charges.
Article 117	The resolutions of the general meeting shall be announced in a timely manner, and the announcement shall indicate the number of shareholders and proxies that attended the meeting, the total amount of their voting shares and its proportion to the total voting shares of the Company, the voting method, voting results of each proposal and detailed contents of each adopted resolution.	**Article 100**	The resolutions of the **general meeting** shall be announced in a timely manner, and the announcement shall indicate the number of shareholders and proxies that attended the meeting, the total amount of their voting shares and its proportion to the total voting shares of the Company, the voting method, voting results of each proposal and detailed contents of each adopted resolution. **For holders of domestic shares and holders of foreign shares, the attendance and voting status at the meeting shall be separately recorded and announced.**
Article 118	Where a proposal has not been adopted or a resolution of any previous general meeting has been modified in the current general meeting, special explanation shall be given in the announcement on that resolution of the general meeting.	**Article 101**	Where a proposal has not been adopted or a resolution of any previous **general meeting** has been modified in the current **general meeting**, special explanation shall be given in the announcement on that resolution of the **general meeting**.
Article 116	Where a ~~resolution~~ for the election of directors ~~or supervisors~~ is adopted at the general meeting, the term of office of the newly-elected directors ~~and supervisors~~ shall commence at the time when such ~~resolution~~ is adopted.	**Article 102**	Where a **proposal** for the election of directors is adopted at **the general meeting**, the term of office of the newly-elected directors shall commence at the time when such **proposal** is adopted **at the general meeting**.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 119	Where the proposals on cash dividends, bonus shares or stock dividends from capital reserves have been passed at the general meeting, the Company shall implement specific plans within ~~two~~ months from the conclusion of the general meeting.	**Article 103**	Where the proposals on cash dividends, bonus shares or stock dividends from capital reserves have been passed at the **general meeting**, the Company shall implement specific plans within **two** months from the conclusion of the **general meeting**.
Article 121	Shareholders holding different classes of shares shall be class shareholders. Class shareholders shall be entitled to the rights and assume obligations pursuant to the provisions of laws, administrative regulations and the Articles. Where the Company issues shares which do not carry voting rights, the words "non-voting" shall appear in the designation of such shares. Where the share capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favourable voting rights, must include the words "restricted voting" or "limited voting".	–	**Deleted**
Article 122	Any variation or abrogation of the rights of any class shareholders proposed by the Company may only come into effect upon the adoption of a special resolution at a general meeting and approval by the affected class shareholders at a separate meeting convened in accordance with Articles 123 to 127.	–	**Deleted**
Article 123	The following circumstances shall be deemed to be a variation or abrogation of the rights of a certain class shareholders: (1) an increase or decrease in the number of shares of such class, or an increase or decrease in the number of shares of a class having voting or distribution rights or other privileges equal or superior to the shares of such class; (2) an exchange of all or part of the shares of such class into those of another class or a grant of a right to exchange all or part of the shares of another class into the shares of such class;	–	**Deleted**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	(3) the removal or reduction of rights to accrued dividends or rights to cumulative dividends attached to shares of such class; (4) the reduction or removal of a dividend preference or a liquidation preference attached to shares of such class; (5) the addition, removal or reduction of conversion privileges, options, voting rights or transfer or pre-emptive rights attached to shares of such class, or rights to obtain securities of the Company; (6) the removal or reduction of rights attached to shares of such class to receive payments payable by the Company in particular currencies; (7) the creation of a new class of shares having voting or distribution rights or privileges equal or superior to those of the shares of such class; (8) the restriction of the transfer or ownership of the shares of such class or any addition to such restriction; (9) the issuance of rights to subscribe for, or convert into, shares of the Company of such class or another class; (10) to increase the rights or privileges of shares of other classes; (11) the restructuring of the Company where the proposed restructuring will result in different classes of Shareholders bearing different degrees of responsibility in respect of liability; and (12) the variation or abrogation of the provisions in the Articles.		

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 124	Shareholders of the affected class, whether or not having the right to vote at general meetings, shall nevertheless have the right to vote at class meetings in respect of matters concerning paragraphs (2) to (8), (11) and (12) of Article 123, but interested shareholder(s) shall not be entitled to vote at class meetings. The interested shareholders referred to in the preceding paragraph have the following meanings: (1) In the case of a repurchase of its own shares by the Company by making offers to all shareholders on a same pro rata basis or through public dealing on a stock exchange in accordance with Article 32 of the Articles, "interested shareholder" shall refer to the controlling shareholder as defined in Article 62 of the Articles; (2) In the case of a repurchase of its own shares by the Company through an off-market agreement in accordance with the provisions of Article 33 of the Articles, "interested shareholder" shall refer to the shareholder to which the proposed agreement relates; (3) In the case of a restructuring of the Company, "interested shareholder" shall refer to a shareholder within a class who bears liabilities less than the proportion burden imposed on other shareholders of that class or who has interests different from those held by shareholders of the same class.	–	**Deleted**
Article 125	A resolution of a class meeting shall only be passed in accordance with Article 123 by shareholders present at the class meeting who represent two-thirds or more of voting rights.	–	**Deleted**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 126	Written notices of a class meeting convened by the Company shall be dispatched within the time specified for convening a general meeting in accordance with Article 70 of the Articles to all shareholders of such class whose names appear on the register of shareholders, specifying the matters to be considered and the time and venue of the meeting. Shareholders who intend to attend the meeting shall serve on the Company written replies of their intention to attend within the time stated in the meeting notice. In respect of a separate class meeting (other than an adjourned meeting) convened to sanction the modification of class rights, the necessary quorum shall be not less than one-third of the holders of the issued shares of that class.	–	**Deleted**
Article 127	Notice of class meetings needs only be served on shareholders entitled to vote thereat. Meetings of any class of Shareholders shall be conducted in a similar way as closely as possible to the procedures for general meetings of shareholders set out in the Articles. The provisions of the Articles relating to the holding of any meeting of shareholders shall apply to any class meeting.	–	**Deleted**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 128	In addition to holders of other class shares, holders of domestic shares and overseas listed foreign shares are deemed to be shareholders of different classes. The special procedures for voting by class shareholders shall not apply in the following circumstances: (1) where the Company issues, upon approval by special resolution of its shareholders in general meeting, domestic shares and overseas listed foreign shares once every twelve months, either separately or concurrently, and the respective numbers of domestic shares and overseas listed foreign shares proposed to be issued do not exceed 20% of the respective numbers of the issued domestic shares and overseas listed foreign shares; (2) where the Company completes, within 15 months from the date on which approval is given by the securities regulatory authorities of the State Council, its plan (made at the time of its establishment) to issue domestic shares and foreign shares.	–	**Deleted**
	Newly added	**Article 104**	**According to the *Constitution of the Communist Party of China*, the *Regulations on the Work of Grassroots Organizations of the State-owned Enterprises of the Communist Party of China (Trial)* and other regulations, as approved by the Party organization at higher level, a Party Committee of China Energy Engineering Corporation Limited under the Communist Party of China shall be established. Also, a discipline inspection committee of the Party shall be established according to relevant regulations.**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	Newly added	Article 105	The Party Committee of the Company shall be elected by the Party member congress with each term of five years in general. A general election shall be carried out on schedule when the term of office expires. The term of office of the discipline inspection committee of the Party is the same as that of the Party Committee. The appointment and removal of members of the Party Committee shall be decided by the Party organization that approved the establishment of the Party Committee.
Article 208	The Company shall establish the Party Committee consisting of ~~one~~ secretary ~~and several other members. The chairman of the board of directors of the Company and the secretary of the Party Committee shall be assumed by the same person, and one deputy secretary shall be designated to carry out the Party building work. Eligible members of the Party Committee may take seats in the board of directors, the board of supervisors and the senior management through statutory procedures, while eligible members of the board of directors, the board of supervisors and the senior management may take seats in the Party Committee in accordance with relevant rules and procedures. Meanwhile, a discipline inspection committee shall be established in accordance with relevant requirements.~~	Article 106	The Company shall appoint one secretary and one to two deputy secretaries of the Party Committee. A standing committee shall be established which shall comprise of nine standing members of the Party Committee and fifteen to twenty-one members in general.
Article 209	The ~~investigation and discussion of the~~ Party Committee ~~of the Company on major issues shall be a prerequisite procedure for any decision making by the board of directors and the management on such issues. The Party Committee shall perform the following~~ duties ~~in accordance with the internal laws and regulations of the Party including the Constitution of the Communist Party of China~~: (1) To strengthen the political construction of the Party of the Company, ~~study and implement the Xi Jinping's Thought on Socialism with Chinese Characteristics for the New Era, ensure and supervise the Company's implementation of guidelines and policies of the Party and the State, and implement major strategic decisions of the Central Committee of the Party and the State Council, as well as important work arrangements~~	Article 107	The Party Committee of the Company shall play a leadership role, providing direction, managing the overall situation and ensuring implementation, and shall discuss and decide on major matters of the Company in accordance with regulations. Its main responsibilities are: (1) to strengthen the political construction of the Party of the Company, adhere to and implement the fundamental system, basic system and important system of socialism with Chinese characteristics, educate and guide all Party members to always be in the same political position, political direction, political principle and political path with the Party Central Committee with Comrade Xi Jinping as the core;

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	~~of the party committee of State-owned Assets Supervision and Administration Commission and the Party organizations of higher levels;~~ (2) ~~To adhere to the principle of the Party supervising the performance of officials while ensuring the lawful selection by the board of directors of the senior management and the lawful exercise of the power of the senior management in the employment of personnel, and strengthen the construction of leadership, cadres team and talent team. The Party Committee shall consider and propose opinions and suggestions on the candidates as nominated by the board of directors or general manager, or nominate candidates to the board of directors or general manager; and, together with the board of directors, conduct investigation on the candidates to be appointed and collective research to raise opinions and suggestions;~~ (3) To research and discuss the major operational and management issues of the Company, support the board of directors~~,~~ management to exercise their power and rights according to laws~~. Major operational and management issues of the Company shall be determined by the shareholders' general meeting, the board of directors and management pursuant to relevant provisions after review and discussion by the Party Committee in advance~~; (4) ~~To perform the main responsibility of comprehensive and strict Party management;~~ to strengthen ~~the construction of the Party's style of work,~~ the construction of Party organization of grassroots and the construction of the team of the Party members~~. To lead the Company's ideological and political work, the united front work, the spiritual civilization construction, the corporate~~		(2) **to thoroughly learn and implement General Secretary Xi Jinping's Thought on Socialism with Chinese Characteristics for a New Era, learn and publicize the theories of the Party, implement and execute the Party's paths, principles and policies, supervise and ensure the implementation of the major decisions and arrangements of the Party Central Committee and the resolutions of higher-level Party organizations in the Company;** (3) to research and discuss the major operational and management issues of the Company, support **the general meeting,** the board of directors **and** management to exercise their power and rights according to laws; **(4) to strengthen the leadership and control of the talent selection and employment of the Company, and focus on the construction of the leadership team, cadre team and talent team of the Company;** **(5) to fulfill the main responsibility of the construction of the Party's working style and a clean and honest administration of the Company, lead and support the establishment of an internal discipline inspection organization to perform the responsibility of supervision and discipline enforcement, strictly clarify political discipline and political rules, and promote the extension of full and strict governance over the Party to primary-level organizations;** **(6)** to strengthen the construction of Party organization of grassroots and the construction of the team of the Party members, **and unit and lead employees to actively participate in the reform and development of the Company;**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	~~culture cultivation as well as the work of groups such as the labor union and the Communist Youth League; to lead the construction of the Party's working style and its clean and honest administration, and support the discipline inspection committee in earnestly performing its supervisory responsibilities.~~		(7) to lead the ideological and political work, spiritual civilization construction, united front work, as well as the trade unions, the Communist Youth League, women's organizations and other group organizations of the Company; (8) to conduct inspection as needed, establish inspection body, and, in principle, carry out inspection and supervision over the subordinate Party organizations in accordance with the Party's organizational hierarchy and the authority over cadre management; (9) to discuss and decide on other important matters within the scope of duties of the Party Committee.
	Newly added	Article 108	The Company shall formulate a list of major operation and management matters in accordance with relevant regulations. Major operation and management matters should be studied and discussed in advance by the Party Committee, and then determined by the board of directors, etc. in accordance with their duties and powers and prescribed procedures.
	Newly added	Article 109	The Company shall adhere to and improve the leadership system of "Dual Entry and Cross Appointment", qualified members of the Party Committee may join in the board of directors and the management through statutory procedures, and qualified Party members of the board of directors and the management may join in the Party Committee in accordance with relevant regulations and procedures. The secretary to the Party Committee and chairman shall be served by one person, and the general manager who is also the Party member shall serve as the deputy secretary to the Party Committee. The Party Committee shall be equipped with a full-time deputy secretary who is responsible for Party building work. The full-time deputy secretary shall join in the board of directors but shall not hold a management position.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 189	A person may not serve as a director~~, supervisor, senior management~~ of the Company if any of the following circumstances applies: (1) a person without legal or with restricted legal capacity; (2) a person who ~~has committed an offence of~~ corruption, bribery, infringement of property, misappropriation of property or sabotaging the social economic order~~ and has been punished because of committing such offence~~, or who has been deprived of his/her political rights due to offences committed~~, in each case where less than 5 years have elapsed since the date of the completion of implementation of such punishment or deprivation~~; (3) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation and is personally liable for the insolvency of such company or enterprise, where less than ~~3~~ years have elapsed since the date of the completion of the insolvency and liquidation of the company or enterprise; (4) a person who is a former legal representative of a company or enterprise which had its business licence revoked and had been ordered to close down due to a violation of the law and who incurred personal liability, where less than ~~3~~ years has elapsed since the date of the revocation of the business license; (5) a person who has a relatively large amount of debts due and outstanding; ~~(6) a person who is under criminal investigation or prosecution by a judicial organization for violation of the criminal law where said investigation or prosecution is not yet concluded;~~	**Article 110**	**A natural person who is a director of the Company shall** not serve as a director of the Company if any of the following circumstances applies: (1) a person without legal or with restricted legal capacity; (2) a person who **has been sentenced to criminal punishment for** corruption, bribery, infringement of property, misappropriation of property or sabotaging the **socialist market** economic order, or who has been deprived of the political rights due to offences committed **and the period of execution has not exceeded five years or less than two years have passed since the expiration of the probation period if he/she has been pronounced on probation**; (3) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation and is personally liable for the insolvency of such company or enterprise, where less than **three** years have elapsed since the date of the completion of the insolvency and liquidation of the company or enterprise; (4) a person who is a former legal representative of a company or enterprise which had its business licence revoked and had been ordered to close down due to a violation of the law and who incurred personal liability, where less than **three** years has elapsed since the date of the revocation of the business license **and being ordered to close down**; (5) a person who has a relatively large amount of debts due and outstanding**, and has been listed by the people's court as a dishonest judgment defaulter subject to enforcement**;

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	~~(7) a person who is convicted of the contravention of relevant securities regulations by a relevant competent authority, and such conviction involves fraud or dishonest behaviour, where less than 5 years has elapsed since the date of the conviction;~~ ~~(8)~~ A person who is punished by ~~the securities regulatory authority under the State Council~~ and prohibited from entering the securities market, where the period of punishment has not yet expired; ~~(9)~~ A person who is publicly recognized by the stock exchange as being disqualified to serves as a director~~, supervisor~~ and senior management of a listed company, and the such period of disqualification has not expired; ~~(10)~~ any other circumstances as prescribed by the ~~relevant~~ laws and regulations ~~of the place where the Company's shares are listed~~. If a director~~, supervisor or senior management~~ is ~~nominated,~~ elected or appointed in violation of the provisions of this article, the ~~nomination,~~ election, appointment or engagement shall be invalid. ~~Any person who serves as any roles apart from a director or supervisor in the controlling shareholders or de facto controllers of the Company shall not act as a senior management of the Company.~~		(6) a person who is punished by **the securities regulatory authority of the place where the Company's shares are listed** and prohibited from entering the securities market, where the period of punishment has not yet expired; (7) a person who is publicly recognized by the stock exchange as being disqualified to serves as a director and senior management of a listed company, and the such period of disqualification has not expired; **(8)** any other circumstances as prescribed by the laws, **administrative** regulations**, departmental rules or regulatory rules of the place where the shares of the Company are listed**. If a director is elected or appointed in violation of the provisions of this Article, the election, appointment or engagement shall be invalid. **If a director falls under the circumstances stipulated in this Article during the tenure, the Company will remove him/her from office and suspend his/her performance of duties.**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 130	Directors shall be elected at general meeting with a term of office of ~~3~~ years each. Upon maturity of the term of office, a director shall be eligible to offer himself for re-election. ~~The chairman and vice chairman of the board of directors shall be elected and removed by more than one half of all directors. The term of office of the chairman and vice chairman shall be 3 years, renewable upon re-election. Directors are not required to hold shares of the Company.~~ The term of office of directors shall commence from the date of appointment up to the maturity of the current term of office of the Board. In the event that the terms of directors fall upon maturity whereas new members of the Board are not re-elected in time, the existing directors shall continue to perform their duties in accordance with the laws, administrative regulations, departmental rules and the Articles until the elected directors assume their office. The senior management may concurrently serve as a director, provided that the aggregate number of the directors who concurrently serve as senior management and directors held by employee representatives shall not exceed ~~one half~~ of all the directors of the Company.	**Article 111**	**Directors shall be elected or replaced by the general meeting and may be removed from office by the general meeting before the expiration of their term of office.** The term of office of a director shall be **three** years each. Upon maturity of the term of office, a director shall be eligible to offer himself for re-election. The term of office of directors shall commence from the date of appointment up to the maturity of the current term of office of the board of directors **or the term agreed upon at the time of appointment of directors**. In the event that the terms of directors fall upon maturity whereas new members of the Board are not re-elected in time, the existing directors shall continue to perform their duties in accordance with the laws, administrative regulations, departmental rules and the Articles until the elected directors assume their office. The senior management may concurrently serve as a director, provided that the aggregate number of the directors who concurrently serve as senior management and directors held by employee representatives shall not exceed **one half** of all the directors of the Company.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	Newly added	Article 112	Directors shall comply with the laws, administrative regulations and the Articles, owe fiduciary duties to the Company and shall take measures to avoid conflicts of interest between their personal interests and the interests of the Company, and shall not use their authority to seek improper benefits. Directors shall owe the following fiduciary duties to the Company: (1) not to misappropriate the Company's properties and funds; (2) not to open accounts in which the funds of the Company are deposited in his/her personal name or in the name of other individuals; (3) not to exploit his/her position to bribe or accept other illegal income; (4) without reporting to the board of directors or the general meeting, and without being passed by the board of directors or the general meeting by way of resolutions in accordance with the provisions of the Articles, not to directly or indirectly enter into contracts or conduct transactions with the Company; (5) not to use the convenience of his/her office to secure for himself/herself or others business opportunities that belong to the Company, except after reporting to the board of directors or general meeting and being approved through a resolution of the general meeting, except where the Company cannot take such business opportunities in accordance with the provisions of laws, administrative regulations or the Articles;

No. of original articles	Content of original article	No. of amended articles	Content of amended article
			(6) without reporting to the board of directors or the general meeting and being passed by a resolution of the general meeting, not to operate business similar to the Company for himself/herself or for others; (7) not to accept commissions for their own benefit in respect of others' transactions with the Company; (8) not to disclose the secrets of the Company without authorization; (9) not to use their related relationship to harm the interests of the Company; (10) other duties of loyalty as stipulated by laws, administrative regulations, departmental rules and the Articles. Any income of the directors in contravention of the provisions of this Article shall belong to the Company; for any damages incurred to the Company, such director shall be liable for compensation. The provisions of item (4) of paragraph 2 of this Article shall apply to the entering into of contracts or transactions between the close relatives of directors and senior management, enterprises directly or indirectly controlled by directors or senior management or their close relatives, and related persons who have other associated relationships with directors or senior management with the Company.
Article 191	~~In addition to obligations imposed by laws, regulations or required by the stock exchanges on which the Company's shares are listed, each of the Company's directors, supervisors, senior management owes following duties to each shareholder, in the exercise of the functions and powers of the Company entrusted to him:~~	Article 113	Directors shall comply with laws, administrative regulations and the Articles, owe diligent duties to the Company, and perform duties with reasonable care that managers should ordinarily exercise in the best interests of the Company.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	~~(1) not to cause the Company to exceed the scope of business stipulated in its business licence;~~ ~~(2) to act honestly in the best interest of the Company;~~ ~~(3) not to expropriate in any guise the Company's property, including (but not limited to) usurpation of opportunities favourable for the Company;~~ ~~(4) not to expropriate the individual rights of shareholders, including (but not limited to) rights to distribution and voting rights, save pursuant to a restructuring of the Company submitted to the general meeting for approval in accordance with the Articles;~~ (~~5~~) to keep abreast of the Company's business operation and management situation in a timely manner; (~~6~~) to sign written confirmation opinions on the ~~securities offering documents and~~ regular reports of the Company so as to ensure that ~~the information is disclosed~~ by the Company ~~in a timely and fair manner and~~ is true, accurate and complete; (~~7~~) to provide true information and data to ~~the board of supervisors~~ and not interfere with ~~the board of supervisors or supervisors~~ in the exercise of their functions and powers.		**Directors shall owe the following diligent duties to the Company:** **(1) to exercise the rights conferred by the Company with due discretion, care and diligence to ensure that the business operations of the Company comply with the PRC laws, administrative regulations and all PRC economic policies and are not beyond the business scope specified in its business license;** **(2) to treat all shareholders impartially;** **(3)** to keep abreast of the Company's business operation and management situation in a timely manner; **(4)** to sign written confirmation opinions on the regular reports of the Company so as to ensure that the information disclosed by the Company is true, accurate and complete; **(5)** to provide true information and data to **the audit and risk committee** and not interfere with **the audit and risk committee** in the exercise of their functions and powers; **(6) to fulfill other diligent duties stipulated by laws, administrative regulations, departmental rules and the Articles.**
Article 131	A written notice of the intention to nominate a candidate of director and the acceptance of nomination shall be given to the Company no earlier than the date after the dispatch of the notice of the general meeting and no later than 7 business days prior to the date of such meeting.	–	**Deleted**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 137	A director will be deemed to have failed to perform his/her duties if he fails to attend the meetings of the Board in person ~~twice~~ consecutively nor appoints other directors to attend the meetings on his/her behalf. The Board shall make recommendations to the general meeting to replace such director. ~~In the event that a director attends the meeting of the board of directors in person within a year less than two-thirds of the number of meetings of the board of directors in the current year, the board of supervisors of the Company shall review the fulfillment of his/her duties, and make a resolution on and announce whether he/she is diligent and responsible. Attendance in person includes attendance in person on site or by correspondence.~~	**Article 114**	A director will be deemed to have failed to perform his/her duties if he fails to attend the meetings of the Board in person **twice** consecutively nor appoints other directors to attend the meetings on his/her behalf. The Board shall make recommendations to **the general meeting** to replace such director.
Article 132	A director may resign before the expiry of his/her term of office. The resigning director shall submit to the board of directors a written resignation. In case that the number of directors falls below the quorum as a result of the resignation of a director, or the number of independent non-executive directors falls short of one-third of the number of members of the board of directors or absence of accounting professional in the independent non-executive directors due to the resignation of an independent non-executive director, ~~the resignation of such director shall only take effect upon the election of a director in place of the leaving director. The remaining directors shall convene an extraordinary general meeting as soon as possible to elect a new director to fill the vacancy.~~ ~~Other than the circumstances specified in the preceding paragraph of this Article, the resignation of a director shall take effect upon receipt of the resignation by the board of directors.~~	**Article 115**	A director may resign before the expiry of his/her term of office. The resigning director shall submit to the board of directors a written resignation. **The resignation shall take effect on the date when the Company receives the resignation report, and the Company shall disclose the situation within two trading days.** In case that the number of directors falls below the quorum as a result of the resignation of a director, or the number of independent non-executive directors falls short of one-third of the number of members of the board of directors or absence of accounting professional in the independent non-executive directors due to the resignation of an independent non-executive director, **the existing director shall continue to perform his/her duties in accordance with the laws, administrative regulations, departmental rules and the Articles until an elected new director assumes office.**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 133	A director shall complete handover procedures with the board of directors upon his/her ~~resignation~~ or expiration of term of office. The fiduciary duties of a director to the Company and the shareholders ~~do not necessarily cease upon termination of his/her term of office. The duty of confidence of a director in relation to trade secrets of the Company survives the termination of his/her tenure until such secrets become available to the public.~~	**Article 116**	**The Company shall establish a management system for director resignation, clearly specifying the accountability and compensation measures for unfulfilled public commitments and other outstanding matters.** A director shall complete handover procedures with the board of directors **when his/her resignation takes effect** or when his/her term of office expires. The fiduciary duties of a director to the Company and the shareholders **shall take effect within six months after his/her resignation takes effect or his/her term of office expires**. **The responsibility that a director bears during his/her term of office due to the performance of his/her duties shall not be waived or terminated upon leaving office.**
Article 136	~~Any director who has withdrawn from his/her office without authorization prior to the expiration of his/her term of office and causes damages to the Company shall be liable for compensation of such damages.~~ ~~Subject to applicable laws and regulations,~~ the general meeting may ~~remove any director~~ by ordinary resolution ~~before the expiration of his/her term of office without prejudice to any claim for damages by such director pursuant to any contract~~.	**Article 117**	**The general meeting** may **remove any director** by ordinary resolution**, with such removal taking effect on the date when the resolution is passed.** **Where a director is removed from office prior to the expiration of his/her term without proper cause, the director may claim against the Company for compensation.**
Article 135	Any director who performs his/her duties in violation of laws, regulations or the Articles and causes damages to the Company shall be liable for compensation of such damages.	**Article 119**	**If the director causes damage to others while performing his/her duties for the Company, the Company shall bear the liability for compensation; if the directors have intentional misconduct or gross negligence, they shall also bear the liability for compensation.** If directors, while performing their duties for the Company, violate the provisions of laws, **administrative** regulations**, departmental rules** or the Articles, resulting in losses to the Company, they shall bear the liability for compensation.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 129	The Company shall have a board of directors which shall be accountable to the general meeting. The board of directors consists of ~~5 to 13~~ directors, including ~~one~~ chairman and ~~one~~ vice chairman, and the number of independent non-executive directors shall not be less than ~~one third~~ of the actual number of the board of directors, and the number of external directors shall be more than ~~one half~~ of the actual number of the board of directors.	**Article 120**	The Company shall **establish the** board of directors, **and implement a decision-making system of collective consideration, independent voting and individual responsibility, which shall be accountable to the general meeting.** The board of directors consists of **five to thirteen** directors, including **one** chairman and **one** vice chairman. **The chairman and vice chairman of the board of directors shall be elected and removed by more than one half of all directors. The** number of independent non-executive directors shall not be less than **one-third** of the actual number of the board of directors, and the number of external directors shall be more than **one half** of the actual number of the board of directors. **The Company shall have one employee director, who shall be democratically elected through the meeting of employee representatives or other forms.**
Article 138	The board of directors shall be accountable to the general meetings, and exercise the following powers: (1) to convene the ~~shareholder~~ meetings and report its work to the general meetings; (2) to implement resolutions of the general meeting; (3) to ~~formulate~~ the strategies and development plans of the Company; (4) to decide on the business plans and investment plans of the Company; (5) to ~~formulate~~ the plans for annual financial budgets and final accounts of the Company; (6) to formulate the plans for profit distribution and making up losses of the Company; (7) to formulate proposals for the increase or reduction of registered capital and the issue of shares~~, debentures or~~ other securities and the listing project of the Company;	**Article 121**	The board of directors **shall be accountable to the general meetings**, and exercise the following powers: (1) to convene the **general meetings** and report its work to the **general meetings**; (2) to implement resolutions of the **general meeting**; (3) to **decide on** the development strategies and plans of the Company; (4) to decide on the business plans and investment plans of the Company; (5) to **decide on** the plans for annual financial budgets and final accounts of the Company; (6) to formulate the plans for profit distribution and making up losses of the Company; (7) to formulate proposals for the increase or reduction of registered capital and the issue of shares **or** other securities and the listing project of the Company;

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	(~~8~~) to formulate plans for major acquisition, repurchase of the shares of the Company or the merger, division, dissolution or change of the nature of incorporation of the Company; (~~9~~) to decide on matters such as external investment, acquisition and disposal of assets, pledge of assets, external guarantee, ~~debt financing,~~ entrusted wealth management, related party transactions and external donations within the scope authorized by the general meeting of shareholders~~, except those which shall be approved by the general meeting of the Company as prescribed by laws, regulations, departmental regulations, or the Articles~~; (10) to decide on the establishment of the internal management organization of the Company; (11) to decide on appointment or removal the general manager, secretary of the board of directors of the Company, and to decide on their remuneration and rewards and punishments; to determine the appointment or dismissal of other senior management, such as the vice general manager and chief accountant, of the Company pursuant to the nominations of the general manager and decide on their remuneration as well as reward and punishment; (12) to formulate the basic management system of the Company; (13) to prepare plans for amending the Articles; (14) to manage information disclosure matters of the Company; (15) to propose to the general meetings as to the appointment or change of the accounting firm for the auditing of the Company;		**(8) to decide on the issuance of bonds under the annual bond issuance plan of the Company;** **(9)** to formulate plans for major acquisition, acquisition of the shares of the Company or the merger, division, dissolution, **liquidation, application for bankruptcy** or change of the nature of incorporation of the Company; **(10)** to decide on matters such as external investment, acquisition and disposal of assets, pledge of assets, external guarantee, entrusted wealth management, related party transactions**, financing plan** and external donations within the scope authorized by **the general meeting**; **where the regulatory rules of the place where the shares of the Company are listed require a matter to be resolved at the general meeting, such matter shall be proposed to the general meeting for consideration after consideration and approval by the board of directors;** **(11)** to decide on the establishment of the internal management organization of the Company**, and the establishment of branches or subsidiaries involved in the layout optimization and adjustment based on the Company's strategic plan**; **(12)** to decide on appointment or removal the general manager, secretary of the board of directors **and other senior management members** of the Company, and to decide on their remuneration and rewards and punishments; to determine the appointment or dismissal of senior management, such as the vice general manager and chief accountant, of the Company pursuant to the nominations of the general manager and decide on their remuneration as well as reward and punishment;

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	(16) to receive the work reports of the general manager of the Company and to review the work of the general manager; (17) to decide the establishment of special committees and their compositions; (18) to exercise other functions and powers conferred by the laws, regulations and the ~~listing~~ rules ~~of the stock exchange on which~~ the shares of the Company are listed, at general meetings and the Articles. The transactions such as acquisition and disposal of assets, provision of financial assistance, lease-in or lease-out of assets between the Company and its subsidiaries within the scope of consolidated statements and among the subsidiaries within the scope of consolidated statements can be exempted from the decision-making procedures of the board of directors of the Company, unless otherwise stipulated in relevant laws and regulations, normative documents and the Articles. ~~Resolutions relating to the above, with the exception of items (7), (8) and (13) above which shall be approved by not less than two-thirds of the directors, shall be approved by not less than half of the directors.~~ Financial assistance and provision of guarantee transactions of the Company are required to be approved by more than half of all directors, and are also required to be approved by two-thirds or more of the directors present at the meeting of the board of directors and to be disclosed in a timely manner. Prior to making decisions on material issues of the Company, the Board shall first seek advice from the Party Committee of the Company.		**(13)** to formulate the basic management system of the Company; **(14)** to prepare plans for amending the Articles; **(15)** to manage information disclosure matters of the Company; **(16) to submit to the general meeting to decide on** the appointment or change of the accounting firm for the auditing of the Company **and its remuneration**; **(17)** to receive the work reports of the general manager of the Company and to review the work of the general manager **and other senior management members**; **(18)** to decide on the establishment of special committees and their compositions; **(19) to decide on major income distribution plans of the Company, and to formulate the equity incentive scheme and employee stock ownership plan;** **(20) to decide on significant accounting policies and accounting estimate change plans of the Company (except for those that shall be submitted to the general meeting for consideration and approval);** **(21) to decide on the Company's risk management system, internal control system, accountability system for non-compliant business operations and investments, and compliance management system, and to exercise overall monitoring and evaluation of the Company's risk management, internal control and legal compliance management systems as well as their effective implementation;**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
			(22) to decide on the person in charge of the internal audit organ of the Company, and to review and approve annual audit plans and important audit reports; **(23) to prepare the work report of the board of directors;** **(24) to decide on major matters related to the Company's safety and environmental protection, stability maintenance and social responsibility;** **(25) to review the handling plans for the major litigation, arbitration and other legal affairs of the Company;** **(26) to decide on significant matters concerning the exercise by the Company of its shareholder's rights in its invested enterprises;** (27) to exercise other functions and powers stipulated by the laws, administrative regulations and **securities regulatory rules** of the place where the shares of the Company are listed, and conferred by **the general meetings** and the Articles. The transactions such as acquisition and disposal of assets, provision of financial assistance, lease-in or lease-out of assets between the Company and its subsidiaries within the scope of consolidated statements and among the subsidiaries within the scope of consolidated statements can be exempted from the decision-making procedures of the board of directors of the Company, unless otherwise stipulated in relevant laws and regulations, normative documents and the Articles. If the Company engages in transactions involving "financial assistance" or "provision of guarantee" transactions, in addition to being approved by more than half of all the directors, it shall also be approved by more than two-thirds

No. of original articles	Content of original article	No. of amended articles	Content of amended article
			of the directors present at the board meeting, and shall be disclosed in a timely manner. Prior to making decisions on material issues of the Company, the board of directors shall first seek advice from the Party Committee of the Company.
Article 139	The board of directors shall also be responsible for the followings: (1) to implement, review and improve the corporate governance system and condition of the Company; (2) to review and supervise the training and continuing professional development of directors and senior management; (3) to review and supervise the compliance of the Company's policies with laws and relevant regulations of the securities regulatory authority where the shares are listed and to make the relevant disclosure; (4) to formulate, review and supervise the code of conduct and relevant compliance manual of employees and directors; (5) to review the Company's compliance with the *Hong Kong Listing Rules* and *the Code on Corporate Governance Practices* as well as the disclosures in its *Corporate Governance Report*, The board of directors shall be responsible for the aforementioned corporate governance functions. It may also delegate the duties to one or more of its special committees.	–	**Deleted**
Article 140	The board of directors shall explain to the general meeting when a registered accounting firm issues an audit report with ~~qualified~~ opinions regarding the financial report of the Company.	**Article 122**	The board of directors shall explain to the **general meeting** when a registered accounting firm issues **non-standard audit opinions** regarding the financial report of the Company.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 141	The board of directors shall formulate the rules of procedures for board meetings to ensure the implementation of the resolutions of the general meeting, its work efficiently and decision making in scientific manner. The rules of procedures shall be formulated by the board of directors and approved by the general meeting.	**Article 123**	The board of directors shall formulate the rules of procedures for board meetings to ensure the implementation of the resolutions of the **general meeting**, its work efficiently and decision making in scientific manner. The rules of procedures shall be formulated by the board of directors and approved by the **general meeting**.
Article 142	Subject to the provisions of ~~Articles 64 and 138~~, the following issues shall be considered and approved by the board of directors: (1) external equity investment with a single transaction amount accounting for not less than ~~5%~~ but not more than ~~50%~~ of the latest audited net assets of the Company; (2) fixed asset investment with a single transaction amount accounting for not less than ~~5%~~ but not more than ~~50%~~ of the latest audited net assets of the Company; (3) financing construction investment and real estate development project with a single transaction amount accounting for not less than ~~25%~~ but not more than ~~50%~~ of the latest audited net assets of the Company; (4) entrusted wealth management with a single amount being not less than RMB~~1~~ billion but not more than RMB~~3~~ billion; (5) acquisition and disposal of assets with a single transaction amount accounting for not less than ~~10%~~ but not more than ~~50%~~ of the latest audited net assets of the Company, or with the cumulative amount of total assets involved for 12 consecutive months accounting for not less than ~~10%~~ but not more than ~~30%~~ of the latest audited total assets of the Company;	**Article 124**	Subject to the provisions of **Articles 48 and 121**, the following issues shall be considered and approved by **the meetings of** the board of directors: (1) external equity investment with a single transaction amount accounting for not less than **five percent** but **not more than fifty percent** of the latest audited net assets of the Company; (2) fixed asset investment with a single transaction amount accounting for not less than **five percent** but **not more than fifty percent** of the latest audited net assets of the Company; (3) real estate development project with a single transaction amount accounting for not less than **twenty-five percent** but **not more than fifty percent** of the latest audited net assets of the Company; (4) entrusted wealth management with a single amount being not less than RMB **one** billion but **not more than** RMB **three** billion; (5) acquisition and disposal of assets with a single transaction amount accounting for not less than **ten percent** but **not more than fifty percent** of the latest audited net assets of the Company, or with the cumulative amount of total assets involved for 12 consecutive months accounting for not less than **ten percent** but **not more than thirty percent** of the latest audited total assets of the Company;

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	(6) pledge of assets with the amount of assets involved in a single transaction (in case of book value and appraised value, whichever is higher) accounting for not less than ~~25%~~ but not more than ~~50%~~ of the latest audited net assets of the Company.		(6) pledge of assets with the amount of assets involved in a single transaction (in case of book value and appraised value, whichever is higher) accounting for not less than **twenty-five percent** but **not more than fifty percent** of the latest audited net assets of the Company. **Matters other than those decided by the general meeting and the board of directors, as well as those authorized to be decided by the chairman and the general manager, shall be decided in accordance with the relevant management systems of the Company.**
Article 143	In cases where the expected value of fixed assets proposed for disposal by the board of directors, when aggregated with value of fixed assets disposed within four months before the proposed disposal, exceeds 33% of the fixed assets value set out in the latest balance sheet reviewed by the general meetings, the board of directors shall not dispose or consent to dispose such fixed assets without prior approval by the general meeting. The term "fixed assets disposal" referred to in this Article represents (among other things) transferring certain interests in assets, but not including provision of guarantees by way of fixed assets. The validity of transactions regarding fixed assets disposal by the Company shall not be affected due to a breach of the first paragraph of this Article.	–	**Deleted**
Article 144	The chairman of the board of directors shall exercise the following powers: (1) to preside over general meetings and convene and preside over meetings of the board of directors; (2) to supervise and check on the implementation of the resolutions of the general meetings and the board of directors;	**Article 125**	The chairman of the board of directors shall exercise the following powers: (1) to preside over **general meetings** and convene and preside over meetings of the board of directors; (2) to supervise and check on the implementation of the resolutions of the **general meetings** and the board of directors;

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	(3) ~~to sign the significant documents of the board of directors and other documents required to be signed by the legal representative of the Company;~~ (4) ~~to exercise certain powers of the board of directors in accordance with authorization of the board of directors during adjournment of the board meeting;~~ ~~(5)~~ ~~to sign the share certificates issued by the Company;~~ (6) ~~to organise the formulation of relevant systems and to coordinate the operation of the board of directors;~~ ~~(7)~~ ~~to exercise special powers of discretion and disposal regarding the Company's affairs in compliance with the laws and regulations and in the interests of the Company in the event of emergency caused by force majeure such as wars and natural disasters, and to report to the board of directors and general meetings after exercising such powers;~~ (8) ~~to receive the work reports of the general manager, other senior management of the Company and the persons in charge of the invested enterprises of the Company;~~ ~~(9)~~ ~~the board of directors authorises the chairman of the board of directors to decide on the following issues:~~ ~~(i) external equity investment with a single transaction amount being not exceeding 5% of the latest audited net assets of the Company;~~ ~~(ii) fixed asset investment with a single transaction amount being not exceeding 5% of the latest audited net assets of the Company;~~		(3) to convey the spirit of the Central Committee of the Communist Party of China and regulatory policies of the State-owned Assets Supervision and Administration Commission to the board of directors, to inform the board of directors of the work that needs to be promoted and implemented, and to urge rectification of problems pointed out by relevant supervision and inspection departments; (4) to organize and carry out strategic research, and to preside over at least one strategic research or evaluation meeting attended by members of the board of directors and the management annually; (5) to determine the annual meeting plan of the board of directors, including the frequency and time of the meeting, and to decide to convene an interim meeting of the board of directors when necessary; (6) to determine the topics of meetings of the board of directors, to conduct preliminary review of relevant proposals to be submitted to the board of directors for discussion, and to decide whether to submit them to the board of directors for discussion and voting; (7) to organise the formulation and amendment of the rules and regulations for the operation of the board of directors, and to submit them to the board of directors for discussion and voting; (8) to organise the formulation of the plans for profit distribution, making up losses, increase or reduction of registered capital and issuance of corporate bonds, the plans for merger, division, dissolution, liquidation, application for bankruptcy of the Company and changes in the form of the Company, as well as other plans

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	~~(iii) financing construction investment and real estate development project with a single transaction amount being not exceeding 25% of the latest audited net assets of the Company;~~ ~~(iv) entrusted wealth management with a single amount being not exceeding RMB1 billion;~~ ~~(v) acquisition and disposal of assets with a single transaction amount being not exceeding 10% of the latest audited net assets of the Company;~~ ~~(vi) pledge of assets with the amount of assets involved in a single transaction (in case of book value and appraised value, whichever is higher) being not exceeding 25% of the latest audited net assets of the Company;~~ ~~(vii) relevant documents and matters that need to be submitted and signed as required by foreign parties in the international contracting projects tendered in the name of the Company;~~ ~~(viii) donation with the total amount being not exceeding RMB30 million within one year.~~ ~~Except other matters that shall not be authorized as stipulated in the laws, administrative regulations, regulatory rules of the place where the shares of the Company are listed or and the Articles.~~ ~~The chairman of the board may authorize others to decide the relevant matters within the above scope of authorization.~~ ~~When the chairman exercises his/her power within his/her scope of authority (including authorization), the decisions on matters that may have a significant~~		authorised by the board of directors to be organized and formulated, and to submit them to the board of directors for discussion and voting; (9) to sign documents for the appointment and dismissal of senior management of the Company in accordance with the resolutions of the board of directors, to sign operation performance responsibility statements and other documents with senior management on behalf of the board of directors, and to sign other documents stipulated by laws, administrative regulations and authorised by the board of directors to be signed by the chairman of the board of directors; (10) to organise the drafting of the annual work report of the board of directors, and to report the annual work to the general meeting on behalf of the board of directors; (11) to organise the formulation of the Company's annual audit plan, to review important audit reports and to submit them to the board of directors for consideration and approval; (12) to propose candidates for the secretary to the board of directors and their remuneration and appraisal suggestions, and to submit to the board of directors to decide on the appointment or dismissal and remuneration; (13) to put forward establishment plans or adjustment suggestions and candidate suggestions for each special committee, and to submit them to the board of directors for discussion and voting;

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	~~impact on the operation of the Company shall be made prudently, and if necessary, shall be submitted to the board of directors for decision making.~~ (~~10~~) ~~to approve resolutions or matters proposed by the general manager except those required to be approved by the board of directors or general meeting;~~ (~~11~~) to exercise other functions and powers conferred by the law, regulations, Articles or the board of directors.		**(14) to communicate with external directors outside the meetings, to listen to the opinions of external directors and to organize external directors to conduct necessary work research and business training;** **(15) to exercise special executive powers that are in compliance with laws, administrative regulations and in the interests of the Company within the functions and powers of the board of directors in case of force majeure or major or critical circumstances which make it impossible to convene a meeting of the board of directors in a timely manner, to report to the board of directors after the relevant events and to ratify as per procedures;** **(16)** to exercise other functions and powers stipulated by the law, **administrative** regulations and the Articles, or **delegated by** the board of directors. **The authorizations of the board of directors are specified in the Measures and System for Management of Authorization by the Board of Directors of the Company.**
Article 145	Should the chairman of the board of directors is unable or fails to exercise his/her duties or powers, the vice Chairman of the board of directors shall exercise such duties or powers. Should both the chairman and the vice Chairman of the board of directors are unable or fail to exercise their duties or powers, a director elected by not less than a half of the directors shall exercise such duties or powers.	**Article 126**	**The vice chairman of the Company shall assist the chairman in performing his/her duties.** Should the chairman of the board of directors is unable or fails to exercise his/her duties or powers, the vice chairman of the board of directors shall exercise such duties or powers. Should both the chairman and the vice chairman of the board of directors are unable or fail to exercise their duties or powers, a director elected by not less than a half of the directors shall exercise such duties or powers.
Article 146	Meetings of the board of directors shall be held regularly at least ~~four~~ times in each year and shall be convened by the chairman of the board of directors. An extraordinary board meeting may be convened upon the proposal ~~of chairman of the board of directors~~, shareholders ~~individually or jointly holding one tenth~~ or more of the total	**Article 127**	**Meetings of the board of directors include regular meetings and interim meetings, and** shall be convened **and presided over** by the chairman of the board of directors**.** Meetings of the board of directors shall be held regularly at least **four** times in each year.

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	number of shares carrying voting rights of the Company, ~~one third~~ or more of the directors, ~~two or more~~ of the independent non-executive directors, ~~general manager or the board of supervisors~~. Chairman of the board of directors shall convene and chair the board meeting within ~~ten~~ days after receiving such proposal.		An extraordinary board meeting may be convened upon the proposal of shareholders **representing more than one-tenth** of the voting rights, **one-third** or more of the directors**, the audit and risk committee or more than half** of independent non-executive directors. Chairman of the board of directors shall convene and chair the interim meeting of the board of directors within **ten** days after receiving such proposal.
Article 147	The notice of board meeting shall ~~be served to all directors, supervisors and general manager~~ by means of facsimile or email ~~fourteen~~ days before the date of the meeting (for regular meeting) or by means of written notice ~~five~~ days before the date of the meeting (for extraordinary meeting). In case of emergency, such notice may be waived from the time and content requirement for the notice of an extraordinary board meeting set out in the Articles, provided that an explanation shall be made at the meeting by the convener. In avoidance of doubt, the notice of the extraordinary board meeting under emergency conditions shall be in compliance with the matters set out in clauses (1), (2) and (4) of ~~Article 148~~ and contain reasonable and necessary information such as reason and resolutions of the relevant meeting.	**Article 128**	The notice of board meeting shall be served by means of facsimile or email **fourteen** days before the date of the meeting (for regular meeting) or **five** days before the date of the meeting (for extraordinary meeting). In case of emergency, such notice may be waived from the time and content requirement for the notice of an extraordinary board meeting set out in the Articles, provided that an explanation shall be made at the meeting by the convener. In avoidance of doubt, the notice of the extraordinary board meeting under emergency conditions shall be in compliance with the matters set out in clauses (1), (2) and (4) of **Article 129** and contain reasonable and necessary information such as reason and resolutions of the relevant meeting.
Article 149	Quorum of a board meeting shall be ~~not less than half~~ of all directors. ~~Each director shall have one vote. Resolutions adopted at the board meeting shall be approved by not less than half of all directors.~~ ~~Where there are an equal number of votes against and for a particular resolution, the chairman shall be entitled to have one more casting vote.~~	**Article 130**	Quorum of a board meeting shall be **more than half** of all directors. **Resolutions adopted at the board meeting shall be approved by more than half of all directors.** **The board of directors adopts a voting system on a one-person-one-vote basis.** **The directors may vote for, against or abstain from voting on proposals to be submitted to the board of directors for consideration. Directors who vote against or abstain from voting shall explain the specific reasons, which shall be recorded in the minutes of the meeting.**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 150	When a director and the enterprises involved in the resolutions of the board meeting have related relations, such director shall not exercise his/her voting rights on such proposal nor can he/she exercise any voting rights on behalf of others directors. The meeting may be held if it is quorate by more than half of the unrelated directors. The resolutions of the board meeting shall be passed by more than half of unrelated directors. If the number of unrelated directors attending the board meeting is less than ~~three~~, such matter shall be put forward to the general meeting for consideration.	**Article 131**	When a director and the enterprises **or individuals** involved in the resolutions of the board meeting have related relations, **such director shall promptly report in writing to the board of directors. A related director** shall not exercise his/her voting rights on such proposal nor can he/she exercise any voting rights on behalf of others directors. The meeting may be held if it is quorate by more than half of the unrelated directors. The resolutions of the board meeting shall be passed by more than half of unrelated directors. If the number of unrelated directors attending the board meeting is less than **three**, such matter shall be put forward to the **general meeting** for consideration.
Article 151	~~Resolutions of the board meetings shall be voted by poll. The board meeting shall be held on site in principle. If necessary, under the premise of safeguarding full expression of opinions of the directors, the extraordinary board meeting~~ may ~~also be held~~ by way of ~~telecommunication such as~~ teleconference and video conference ~~upon the consent of the convener, whose consent shall not be refused unreasonably. However, the number of meetings held by way of telecommunication such as teleconference or video conference shall be minimised.~~ ~~If a substantial shareholder or a Director is deemed to have material conflict of interests in the matter to be considered by the Board of Directors, the matter shall be dealt with in a Board meeting rather than by a written resolution. Only the independent non executive directors who and whose associates have no material interest in the transaction shall be present at that Board meeting.~~	**Article 132**	**Except for force majeure factors, regular meetings of the board of directors shall be held in the form of onsite meetings. In principle, the board of directors shall hold an extraordinary meeting in the form of an onsite meeting; resolutions** may **be passed on proposals** by way of teleconference, video conference **or separate consideration through written materials, in the event of emergency where directors have enough information to vote.**
	Newly added	**Article 133**	**If more than one-third of the directors or two and more independent directors have major differences on the matter to be submitted to the board of directors for consideration, the matter shall be withheld. If they believe that the information is incomplete or the argument is insufficient, they may jointly submit a written proposal for withholding the matter, which shall be adopted by the board of directors.**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 152	Directors shall attend a board meeting in person. If they are not able to attend the meeting due to certain reasons, they may authorise other directors in writing to attend the meeting on their behalf. A letter of authorization shall indicate the name of proxy, matters of proxy, scope of authorization and validity, and shall be signed or sealed by the appointer. ~~Directors participating in the extraordinary board meeting by way of telecommunication such as teleconference and video conference shall be deemed as attending such meeting in person.~~ The appointed director attending the meeting shall exercise the rights of a director within the scope of authorization. If a director does not attend ~~a~~ meeting of the board of directors in person, and does not authorize any representatives to attend the meeting, he/she ~~shall be~~ deemed to have waived the voting right in the meeting.	**Article 134**	Directors shall attend a board meeting in person. If they are not able to attend the meeting due to certain reasons, they may authorise other directors in writing to attend the meeting on their behalf. A letter of authorization shall indicate the name of proxy, matters of proxy, scope of authorization and validity, and shall be signed or sealed by the appointer. The appointed director attending the meeting shall exercise the rights of a director within the scope of authorization. If a director does not attend a meeting of the board of directors in person, and does not authorize any representatives to attend the meeting, he/she shall be deemed to have waived the voting right in the meeting.
Article 153	The board of directors shall keep minutes of resolutions on matters discussed at meetings. The minutes ~~shall~~ be signed by the directors~~, supervisors, secretary to the board of directors, convener or his/her proxy, chairman of the meeting and the recorder~~ present at the meeting. Custody period of minutes shall be ~~ten~~ years. The directors shall be liable for the resolutions of the board of directors. If a resolution of the board of directors violates the laws, regulations or the Articles and results in the Company sustaining serious losses, the directors participating in the resolution shall be liable to compensate the Company. However, if it can be proved that a director expressly objected to the resolution when the resolution was voted on, and that such objection is recorded in the minutes of the meeting, such director may be released from such liability.	**Article 135**	The board of directors shall keep minutes of resolutions on matters discussed at meetings**, and the minutes shall be signed by the directors** attending the meeting. **The board meeting minutes and powers of attorney shall be included in the files of the board meetings for safekeeping.** Custody period of minutes shall be **ten** years. The directors shall be liable for the resolutions of the board of directors. If a resolution of the board of directors violates the laws, regulations or the Articles and results in the Company sustaining serious losses, the directors participating in the resolution shall be liable to compensate the Company. However, if it can be proved that a director expressly objected to the resolution when the resolution was voted on, and that such objection is recorded in the minutes of the meeting, such director may be released from such liability.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 154	The minutes of the board of directors shall consist of the following: (1) the ~~method,~~ date and venue for the convention of meeting and name of person summoning the meeting; (2) the name of the director present and name of director being appointed to attend on the other's behalf; (3) the agenda; (4) the main point of director's speech; (5) the voting method of each agenda and the result (the result shall state the number of votes for and against).	**Article 136**	The minutes of the board of directors shall consist of the following: (1) the date and venue for the convention of meeting and name of person summoning the meeting; (2) the name of the director present and name of director being appointed to attend on the other's behalf; (3) the agenda; (4) the main point of director's speech; (5) the voting method of each agenda and the result (the result shall state the number of votes for and against).
	Newly added	**Article 137**	**The secretary to the discipline inspection committee of the Company may attend the meetings of the board of directors and special committees under the board of directors.**
	Newly added	**Article 138**	**The board of directors may, if necessary, invite senior management members, persons in charge of relevant business departments, experts and other relevant personnel of the Company to attend the meeting to explain, provide advice, express opinions and accept inquiries on the proposals involved.** **Where the matters considered by the board of directors relate to legal compliance issues, the general counsel shall be present at the meeting and express legal compliance opinions.**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 158	The Company has established a system of independent non-executive directors. Independent non-executive directors refer to directors who do not take up any position in the Company other than serving as directors and do not have any connection with the Company and its substantial shareholders (substantial shareholders refer to shareholders who individually or jointly hold not less than ~~5%~~ of total voting shares of the Company) that is likely to affect their independent and objective judgment in compliance with the independent requirements of the ~~listing~~ rules of the place where the shares of the Company are listed. Independent non-executive directors shall be appointed for a term of ~~3~~ years, which is renewable upon re-election. However, the term of office of an independent non-executive director shall not exceed a total of ~~6~~ years, unless otherwise provided in relevant laws, regulations and the ~~listing~~ rules of ~~the stock exchange on which~~ the shares of the Company are listed.	**Article 141**	The Company has established a system of independent non-executive directors. Independent non-executive directors refer to directors who do not take up any position in the Company other than serving as directors and do not have any connection with the Company and its substantial shareholders (substantial shareholders refer to shareholders who individually or jointly hold not less than **five percent** of total voting shares of the Company) that is likely to affect their independent and objective judgment in compliance with the independent requirements of the **securities regulatory** rules of the place where the shares of the Company are listed. Independent non-executive directors shall be appointed for a term of **three** years, which is renewable upon re-election. However, the term of office of an independent non-executive director shall not exceed a total of **six** years, unless otherwise provided in relevant laws, regulations and **securities regulatory** rules of the **place where** the shares of the Company are listed. **The independent non-executive directors shall conscientiously perform their duties in accordance with the requirements of laws, administrative regulations, regulatory rules of the place where the shares of the Company are listed and the Articles, and play the roles of participation in decision-making, supervising and balancing, and professional consulting in the board of directors, so as to safeguard the interests of the Company as a whole and to protect the legal rights and interests of minority shareholders.**
	Newly added	**Article 142**	**Independent non-executive directors shall maintain their independence. The following persons shall not act as the independent non-executive directors:** **(1) persons working in the Company or its subsidiaries, as well as their spouses, parents, children and major social relations;**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
			(2) natural person shareholders who directly or indirectly hold not less than one percent of the issued shares of the Company or who are ranked as the top ten shareholders of the Company as well as their spouses, parents and children; (3) persons who work in the shareholders of the Company directly or indirectly holding not less than five percent of the issued shares of the Company or the top five shareholders of the Company as well as their spouses, parents and children; (4) persons holding positions at subsidiaries of the Company's controlling shareholders or de facto controllers and their spouses, parents and children; (5) persons involved in substantial business dealings with the Company and its controlling shareholders or de facto controllers or their respective subsidiaries or persons holding positions at entities involved in substantial business dealings and their controlling shareholders or de facto controllers; (6) persons providing services such as financial, legal, consulting or sponsorship services to the Company and its controlling shareholders or de facto controllers or their respective subsidiaries, including but not limited to all members of project teams, vetting personnel at all levels, personnel who signed reports, partners, directors, senior management and principal officers of the agencies providing the services; (7) persons who have satisfied the conditions stated in items (1) to (6) within the most recent twelve months;

No. of original articles	Content of original article	No. of amended articles	Content of amended article
			(8) other persons specified as not independent persons under provisions of the laws, administrative regulations and securities regulatory rules of the place where the shares of the Company are listed and the Articles. For the purposes of items (4) to (6) above, the subsidiaries of the Company's controlling shareholders or de facto controllers shall not include enterprises that are under the control of the same state-owned assets regulatory authority as the Company and which, in accordance with relevant regulations, do not constitute related parties of the Company. Independent non-executive directors shall conduct annual self-assessments of their independence and submit such assessments to the board of directors. The board of directors shall annually evaluate the independence of current independent non-executive directors and issue a specific opinion, which shall be disclosed together with the annual report.
Article 159	Independent non-executive directors shall meet the following ~~basic~~ requirements: (1) possessing the qualifications as a director of a listed company according to the laws, regulations, the ~~listing~~ rules of ~~the stock exchange on which~~ the shares of the Company are listed and other related regulations; (2) having the independency as stipulated in the ~~listing~~ rules of ~~the stock exchange on which~~ the shares of the Company are listed; (3) having the basic knowledge in respect of the operations of listed companies, and familiarizing with the relevant laws, regulations~~, rules and~~ regulations;	**Article 143**	Independent non-executive directors shall meet the following requirements: (1) possessing the qualifications as a director of a listed company according to the laws, regulations, **securities regulatory** rules of **the place where** the shares of the Company are listed and other related regulations; (2) having the independence **requirement** as stipulated in the **securities regulatory** rules of **the place where** the shares of the Company are listed **and the Articles**; (3) having the basic knowledge in respect of the operations of listed companies, and familiarizing with the relevant laws, regulations **and** rules;

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	(4) possessing not less than ~~5~~ years' working experience in practising law, finance~~ or the other experiences necessary for discharging the duties as an independent non executive director~~; (5) other requirements as specified by the Articles.		(4) possessing not less than **five** years' working experience in practising law, **accounting or** economics or the other experience **necessary for discharging the duties as an independent non-executive director**; **(5) demonstrating good personal character with no record of serious dishonesty or other misconduct;** **(6)** other requirements as specified by **laws, administrative regulations, securities regulatory rules of the place where the shares of the Company are listed, the business rules of the stock exchanges and** the Articles.
	Newly added	**Article 144**	**The independent non-executive directors, as members of the board of directors, shall owe fiduciary duties and duties of diligence to the Company and all shareholders, and shall prudently perform the following responsibilities:** **(1) to engage in the decisions of the board of directors and provide clear opinions on matters under discussion;** **(2) to monitor potential material conflicts of interest between the Company and its controlling shareholders, de facto controllers, directors or senior management, and safeguarding the legitimate rights and interests of minority shareholders;** **(3) to offer professional and objective recommendations on the Company's business development, thereby enhancing the quality of the board decision-making;** **(4) other duties as provided in laws, administrative regulations, securities regulatory rules of the place where the shares of the Company are listed and the Articles.**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	Newly added	Article 145	Independent non-executive directors shall exercise the following special functions and powers: (1) to independently appoint intermediaries to conduct audits, provide consultancy or perform investigations on specific matters of the Company; (2) to propose the convening of extraordinary general meetings to the board of directors; (3) to propose the holding of board meetings; (4) to lawfully solicit shareholder rights publicly from shareholders; (5) to issue independent opinions on matters that may harm the Company or the rights and interests of minority shareholders; (6) other functions and powers stipulated by laws, administrative regulations, securities regulatory rules of the place where the shares of the Company are listed and the Articles. The exercise of functions and powers under items (1) to (3) above by independent non-executive directors shall require approval by a majority of all independent non-executive directors. The Company shall promptly disclose any exercise of the functions and powers listed in item (1) by independent non-executive directors. Where such functions and powers cannot be duly exercised, the Company shall disclose the specific circumstances and reasons.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	Newly added	Article 146	The following matters shall be submitted to the board of directors for consideration after obtaining the approval of a majority of all independent non-executive directors of the Company: (1) any related party transactions requiring disclosure; (2) proposals to amend or waive commitments made by the Company and related parties; (3) decisions and measures adopted by the board of directors of a listed company subject to a takeover offer in response to such acquisition; (4) other matters stipulated by laws, administrative regulations, securities regulatory rules of the place where the shares of the Company are listed and the Articles.
	Newly added	Article 147	The Company established a special meeting mechanism consisting solely of independent non-executive directors. Where the board of directors considers related-party transactions and other matters, prior approval shall be obtained from the special meeting of independent non-executive directors. The Company holds special meetings of independent non-executive directors on a regular or irregular basis. Matters set forth in item (1) through item (3) of the first paragraph of Article 145 and Article 146 hereof shall be subject to consideration by special meetings of independent non-executive directors. Special meetings of independent non-executive directors may study and discuss other matters of the Company as needed.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
			Special meetings of independent non-executive directors shall be convened and presided over by an independent non-executive director jointly elected by more than half of independent non-executive directors; when the convener fails to or is unable to perform his/her duties, two or more independent non-executive directors may convene and elect a representative to chair a special meeting by themselves. **Special meetings of independent non-executive directors shall produce meeting minutes according to provisions, indicating the opinions of independent non-executive directors. Independent non-executive directors shall sign to confirm the meeting minutes.** **The Company shall provide facilities and support for conduct of special meetings of independent non-executive directors.**
Article 160	Independent non-executive directors may not be removed prior to the expiry of his/her term of office without justified reason. Where an independent non-executive director is removed from office prior to the expiry of his/her term of office, the Company shall disclose the matter as special disclosure. If an independent non-executive director fails to attend in person the board meetings for ~~three~~ consecutive times, the board of directors ~~may propose the dismissal of such director at a general meeting~~.	**Article 148**	Independent non-executive directors may not be removed prior to the expiry of his/her term of office without justified reason. Where an independent non-executive director is removed from office prior to the expiry of his/her term of office, the Company shall disclose the matter as special disclosure. If an independent non-executive director does neither attend in person the board meetings for **twice** consecutively, **nor delegate other independent non-executive directors as proxies to attend the meetings**, the board of directors **shall propose to convene a general meeting for dismissal of such independent non-executive director at a general meeting within thirty days from the occurrence of such fact**.
Article 161	As regard to the regulations on independent non-executive directors, if not provided in this section, the provisions of relevant laws, regulations, rules and ~~listing~~ rules of ~~the stock exchange on which~~ the shares of the Company are listed shall apply.	**Article 149**	As regard to the regulations on independent non-executive directors, if not provided in this section, the provisions of relevant laws, regulations, rules and **securities regulatory rules of the place where** the shares of the Company are listed **as well as the *Working Rules for Independent Non-executive Directors of the Company*** shall apply.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 157	The board of directors may establish relevant special committees such as ~~the audit committee, the strategy committee, remuneration and assessment committee and nomination committee. The special committee shall be responsible to the Board~~ and shall perform its duties as authorized by the Articles and the Board. The special committee shall submit proposals to the Board for consideration and decision. The board of directors shall be responsible for formulating the ~~working procedures~~ and regulating the operation of special committees.	**Article 150**	The board of directors **of the Company** may establish special committees such as **the strategy committee, the audit and risk committee, the nomination committee, and the remuneration and appraisal committee, etc**. The special committees shall perform their duties as authorized by the Articles and the board of directors. **The special committees** shall submit proposals to the board of directors for consideration and decision. The board of directors shall be responsible for formulating **the working procedures of special committees** and regulating the operation of special committees.
	Newly added	**Article 151**	**The chairman of the Company shall be the convener of the strategy committee under the board of directors of the Company.** **The strategy committee is responsible for conducting research on the development strategy, major investment decisions and sustainable development of the Company, and making recommendations to the board of directors on the following matters:** **(1) medium and long-term development strategy plan of the Company;** **(2) major investment and financing plans that shall be approved by the board of directors;** **(3) major capital operation and asset management projects that shall be approved by the board of directors;** **(4) other major matters affecting the Company's development, such as sustainable development;** **(5) other matters as stipulated by the laws, administrative regulations, provisions of the securities regulatory authority of the place where the Company's shares are listed, and the Articles.**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	Newly added	Article 152	The audit and risk committee under the board of directors of the Company shall exercise the functions and powers of the board of supervisors as stipulated by the *Company Law*. The audit and risk committee consists of three members, who are generally independent non-executive directors. The chairperson of the committee is generally the external director convener or an external director familiar with financial accounting, finance, risk management and control, auditing and laws.
	Newly added	Article 153	The audit and risk committee shall be responsible for reviewing the Company's financial information and its disclosure, supervising and evaluating the internal and external audit work and internal control. The following matters shall be submitted to the board of directors for consideration after being approved by more than half of all members of the audit and risk committee: (1) to disclose financial information in financial and accounting reports and periodic reports, as well as internal control evaluation reports; (2) to appoint or dismiss accounting firms engaged to conduct the Company's audit business; (3) to appoint or dismiss the chief financial officer of the Company; (4) to change accounting policy or accounting estimate or amend significant accounting error for reasons other than changes in accounting standards; (5) other matters as required by laws, administrative regulations, provisions of the securities regulatory authorities of the place where the shares of the Company are listed and the Articles.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	Newly added	Article 154	Regular meetings of the audit and risk committee shall be held at least once quarterly. An extraordinary meeting may be convened upon the proposal submitted by two or more members, or where the convener deems necessary. The meeting of the audit and risk committee can only be held if more than two-thirds of the members are present. The resolutions made by the audit and risk committee shall be passed by a majority of the members of the audit and risk committee. Voting on the resolutions of the audit and risk committee shall be conducted on a one-person-one-vote basis. The resolutions of the audit and risk committee shall be recorded in meeting minutes as required, and the members of the audit and risk committee attending the meeting shall sign on the minutes. The board of directors shall be responsible for formulating the working procedures of the audit and risk committee.
	Newly added	Article 155	The nomination committee under the board of directors of the Company is responsible for formulating the criteria and procedures for selection of directors and senior management, selecting and reviewing the candidates for directors and senior management and their qualifications, and making recommendations to the board of directors on the following matters: (1) nomination, appointment or dismissal of directors; (2) appointment or dismissal of senior management; (3) other matters as required by laws, administrative regulations, provisions of the securities regulatory authorities of the place where the shares of the Company are listed and the Articles.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
			If the board of directors does not adopt or does not fully adopt the recommendations of the nomination committee, it shall record the opinions of the nomination committee and the specific reasons for not adopting them in the board resolutions and disclose them.
	Newly added	Article 156	The remuneration and appraisal committee under the board of directors of the Company shall be responsible for setting appraisal standards for directors and senior management and evaluating them against such standards, formulating and reviewing the remuneration policies and proposals including the remuneration decision mechanism and process, as well as payment and stop-payment recourse arrangements for directors and senior management, and making recommendations to the board of directors on the following matters: (1) remuneration of directors and senior management; (2) formulating or changing equity incentive schemes, employee stock ownership plans, and conditions for incentive participants to be granted with and exercise interests; (3) arrangement of stock ownership plans for subsidiaries to be spun off by directors and senior management; (4) other matters as required by laws, administrative regulations, provisions of the securities regulatory authorities of the place where the shares of the Company are listed and the Articles. If the board of directors fails to adopt or fails to 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 resolutions of the board of directors, and make disclosures accordingly.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 165	The Company shall have ~~one~~ general manager, several vice general managers and ~~one~~ chief accountant, all of whom shall be appointed or dismissed by ~~a majority vote of all directors~~. ~~The general manager shall be nominated by the chairman of the board of directors while the vice general managers and chief accountant shall be nominated by the general manager.~~	**Article 157**	The Company shall have **one** general manager, whom shall be appointed or dismissed by the board of directors. The Company shall have several deputy general managers, **one** chief accountant, **one secretary to the board of directors and one general counsel,** all of whom shall be appointed or dismissed by the board of directors.
	Newly added	**Article 158**	**The provisions of the Articles relating to the circumstances under which a person may not serve as a director and the termination management system shall be also applicable to the senior management members.** **The provisions of the Articles regarding the fiduciary and diligent obligations of directors shall be also applicable to the senior management members.**
Article 166	~~The senior management of a listed company shall not hold any other administrative positions other than directors and supervisors in the controlling shareholder. If the senior management of the controlling shareholder concurrently serves as the director and supervisor of the listed company, he/she shall ensure that there is enough time and energy to undertake the work of the listed company.~~	**Article 159**	**No person who holds any administrative position other than a director in an entity which is the controlling shareholder of the Company may serve as a senior management member of the Company.** **The senior management members of the Company shall only receive remuneration from the Company, and shall not be paid by the controlling shareholder.**
Article 167	The general manager shall be appointed for a term of ~~3~~ years, which is renewable upon re-election.	**Article 160**	The general manager shall be appointed for a term of **three** years, which is renewable upon re-election.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 168	The general manager shall be accountable to the board of directors and shall perform the following duties: (1) to be in charge of the production, operation and management of the Company and report to the board of directors; (2) ~~to organize the implementation of resolutions of the board of directors~~, and ~~annual~~ business plans and investment plans of the Company; (3) to draft the plan for establishment of the internal management structure of the Company; (4) to draft the general management system ~~and draft operation plan~~ of the Company; ~~(5) to formulate the detailed rules and regulations of the Company;~~ (6) to propose to the board of directors the appointment or dismissal of ~~the vice general managers and chief accountant~~ of the Company; (7) to appoint or dismiss management personnel other than those required to be appointed or dismissed by the board of directors; (8) to decide on related party transactions whose transaction amount does not meet the disclosure standards specified in the ~~relevant listing~~ rules of the place(s) where the Company's shares are listed ~~(except for providing guarantees and receiving cash assets)~~; (9) other duties ~~conferred by~~ the board of directors ~~to the general manager~~.	**Article 161**	The general manager shall be accountable to the board of directors and shall perform the following duties: (1) to be in charge of the production, operation and management of the Company**, to organize the implementation of resolutions of the board of directors** and report to the board of directors; (2) **to formulate the development strategies and plans,** business plans and investment proposals of the Company**, and to organize their implementation**; (3) **to approve the expenditures of regular project costs and phased costs of long-term investments in accordance with the annual investment plan of the Company;** **(4) to formulate the annual financing budget plan;** **(5) to formulate guarantee plans of the Company;** **(6) to formulate plans for acquisition and disposal of assets above a certain amount, as well as plans for external donations or sponsorships by the Company;** **(7) to formulate annual financial budgets and financial accounts, plans for profit distribution and recovery of losses of the Company;** **(8) to formulate plans for increase or reduction of the registered capital of the Company;** (9) to formulate plans for the establishment of the internal management organization of the Company**, and plans for the establishment or dissolution of branches or subsidiaries**;
Article 169	The general manager shall be present at board meetings.		

No. of original articles	Content of original article	No. of amended articles	Content of amended article
			(10) to formulate the Company's basic management system **and specific regulations**; **(11) to formulate the Company's reform and reorganization plans;** (12) to propose to the board of directors to appoint or dismiss **relevant senior management members** of the Company **according to relevant regulations**; (13) to decide on the appointment or dismissal of management members other than those required to be appointed or dismissed by the board of directors **according to relevant regulations**; **(14) to formulate the employee income distribution plan of the Company and to provide opinions on the employee income distribution plans of subsidiaries in accordance with relevant regulations;** **(15) to formulate plans for establishing the Company's risk management system, internal control system, accountability system for non-compliant business operations and investments, and compliance management system, and to implement them after approval by the board of directors;** **(16) to establish the work meeting system of general manager, and to convene and preside over work meetings of general manager;** **(17) to coordinate, inspect and supervise the production, operation, management and reform and development work of all departments, branches and subsidiaries;** **(18) to propose suggestions on significant matters concerning the exercise by the Company of its shareholder's rights in its invested enterprises;**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
			(19) to decide on related party transactions whose transaction amount does not meet the disclosure standards specified in the **securities regulatory rules** of the place(s) where the Company's shares are listed; (20) **other duties as stipulated by laws, administrative regulations, or authorized by the Articles or the board of directors. The specific matters authorized by the board of directors are specified in the Measures for Management of Authorization by the Board of Directors of the Company.** The general manager shall be present at board meetings.
Article 170	~~The general manager~~ shall formulate rules for his/her work which shall be implemented upon approval of the board of directors. The working rules of the general manager shall include the following: (1) conditions and procedures for the convention and participants of general manager meetings; (2) specific duties and work allocation of the general manager, vice managers and chief accountant; (3) scope of authorization regarding the use of funds and assets of the Company and the entering of material contracts, and the system for reporting to the board of directors~~and the board of supervisors~~; (4) other matters which the board of directors considers necessary.	**Article 162**	The **management** shall formulate the working rules for general managers which shall be implemented upon approval of the board of directors. **The general manager shall exercise the authorizations conferred by the board of directors by way of office meeting of general managers and other meeting forms.** The working rules of the general manager shall include the following: (1) conditions and procedures for the convention and participants of general manager meetings; (2) specific duties and work allocation of the general manager, vice managers, chief accountant **and other senior management personnel**; (3) scope of authorization regarding the use of funds and assets of the Company and the entering of material contracts, and the system for reporting to the board of directors; (4) other matters which the board of directors considers necessary.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 171	The general manager and other senior management may resign prior to the expiration of their terms. The procedures and rules for resignation of the general manager and other senior management shall be specified in the employment contracts between the general manager and other senior management and the Company, except the relevant laws, administrative regulations and listing rules of the place(s) where the Company's shares are listed stipulated otherwise.	**Article 163**	The general manager and other senior management may resign prior to the expiration of their terms. The procedures and rules for resignation of the general manager and other senior management shall be specified in the employment contracts between the general manager and other senior management and the Company, except the relevant laws, administrative regulations and **securities regulatory** rules of the place(s) where the Company's shares are listed stipulated otherwise.
Article 162	The Company shall have secretary of the board of directors. ~~The secretary shall be a senior officer of the Company and accountable to the Company and the board of directors. The secretary to the Board shall be appointed or dismissed by the Board, and accountable to the Board. The term of office of secretary to the Board is three years, subject to re-appointment upon expiry of his/her term.~~	**Article 164**	The Company shall have secretary to the board of directors**, who shall be responsible for the preparation of the general meetings and the board meetings, the safekeeping of documents, the management of shareholder information and the handling of information disclosure matters**. **The secretary to the board of directors shall comply with the relevant provisions of laws, administrative regulations, departmental rules and the Articles.**
Article 163	The secretary to the board of directors of the Company shall be a natural person who has the requisite professional knowledge and experience, and shall be appointed by the board of directors. His/her primary responsibilities are as follows: (1) to assist the board of directors to strengthen the construction of corporate governance mechanism; (2) to be responsible for the management of corporate information disclosure; (3) to be responsible for the investor relations management of the Company, and improve the investor communication, reception and service mechanism of the Company; (4) to be responsible for equity management of the Company;	**–**	**Deleted**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	(5) to organize the preparation and submission of reports and documents issued by the board of directors and general meetings as required by competent authorities; (6) to organize board meetings and general meetings, be responsible for recording of the meetings and keep meeting documents and records; (7) to ensure that individuals who are entitled to obtain relevant records and documents may access to them in time; (8) other duties as provided in laws, regulations, regulatory documents, listing rules of the place(s) where the shares of the Company are listed and the Articles. The secretary to the board of directors shall be present at important decision-making meetings such as board meetings, chairman's special meetings, office meetings of general manager and meetings of special committees under the board of directors. When the Party organization studies and discusses major business management matters, the secretary of the board of directors shall be present.		
	Newly added	**Article 165**	**The Company shall formulate the working rules for the secretary to the board of directors, clarifying the duties of the secretary to the board of directors, and stipulating the qualifications for the position, working methods and working procedures of the secretary to the board of directors and other contents, which shall be implemented after approval by the board of directors.**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	Newly added	**Article 166**	**The board of directors shall establish the board office as the administrative organisation of the board of directors, the daily work of the board office shall be managed by the secretary to the board of directors. The board office is responsible for corporate governance research and related affairs, organizing and implementing the work related to the general meeting, preparing board meetings, and providing support and services for the operation of the board. The board office shall be staffed with full-time personnel.**
Article 164	The secretary to the board of directors shall be nominated by the chairman of the board of directors and appointed or dismissed by the board of directors. Directors and senior executives of the Company may also serve as the secretary of the board of directors. Where the secretary of the board of directors of the company is held concurrently by a director, and an act is required to be done by a director and a secretary separately, the person who holds the offices of director and secretary shall not perform the act in a dual capacity.	**–**	**Deleted**
Article 172	If the ~~general manager and other~~ senior management cause any loss to the Company due to his/her violation of laws, administrative regulations, departmental rules or the Articles when he/she is performing his/her duties, he/she shall be liable for the compensation.	**Article 167**	**If a senior management member causes damages to others in performing his/her duties in the Company, the Company shall be liable for compensation; if the senior management member acts with intentional or gross negligence, he/she shall also be liable for compensation.** If a senior management member causes any loss to the Company due to his/her violation of laws, administrative regulations, departmental rules or the Articles when he/she is performing his/her duties, he/she shall be liable for the compensation.
Article 173	~~The general manager shall comply with laws, regulations and the Articles when performing his/her duties and act honestly and diligently.~~	**Article 168**	**Senior management members of the Company shall faithfully perform their duties, and protect the best interests of the Company and all shareholders.** **If a senior management member of the Company fails to faithfully perform his/her duties or violates his/her duty of good faith, causing harm to the interests of the Company and public shareholders, he/she shall be liable for compensation in accordance with laws.**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 174	The Company shall implement the system of chief legal counsel. Where the relevant matters considered by the board of directors of the Company relate to legal issues, the chief legal counsel shall be present at the meeting and express legal opinions.	–	**Deleted**
Article 175	The Company shall establish a board of supervisors.	–	**Deleted**
Article 176	The board of supervisors shall comprise three to seven supervisors and the proportion of employee representative supervisors shall not be less than 1/3. Non-employee representative supervisors of the board of supervisors shall be elected and removed at the general meeting, while employee representative supervisors shall be elected by the employees of the Company through the meeting of employee representatives, meeting of employees or other forms of democratic election. The terms of office of supervisors shall be three years, renewable upon re-election. The board of supervisors shall have one chairman, the election and removal of whom shall be passed by at least two-thirds of the members of the board of supervisors. The chairman of the board of supervisors shall convene and preside meetings of the board of supervisors. Where the chairman of the board of supervisors is incapable of performing or fails to perform his/her duties, a supervisor elected by at least half of the supervisors shall convene and preside over the meeting of the board of supervisors.	–	**Deleted**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 177	If the term of office of a supervisor expires but re-election cannot be held immediately or if any supervisor resigns during his/her term of office so that the number of the board of supervisors falls short of the statutory minimum, or if the resignation of any employee representative supervisor results in the number of employee representative supervisors less than one-third of the members of the board of supervisors, the said supervisor shall continue to fulfill the duties as a supervisor pursuant to the laws, regulations and the Articles until a new supervisor is elected. Apart from the cases referred in the preceding paragraph, the resignation of supervisors shall be effective from the delivery of the resignation report to the board of supervisors.	–	**Deleted**
Article 178	The supervisors shall ensure the truthfulness, accuracy and completeness of the information disclosed by the Company, and sign written confirmation for regular reports.	–	**Deleted**
Article 179	The supervisors shall not use their related relationship to prejudice the interests of the Company and shall be liable for indemnity to any loss caused to the Company.	–	**Deleted**
Article 180	Supervisor who violates any laws, regulations, departmental rules or the Articles during the course of performing his/her duties and causes losses to the Company shall be liable for making compensation for any loss caused to the Company.	–	**Deleted**
Article 181	The directors, senior management of the Company shall not act concurrently as supervisors.	–	**Deleted**
Article 182	The board of supervisors shall hold at least two meetings each year, with at least one meeting held every six months. The supervisors may propose to convene extraordinary meetings of the board of supervisors.	–	**Deleted**
Article 183	The board of supervisors shall establish rules of procedures for the meeting of the board of supervisors specifying the formats of discussion and the voting procedure of the board of supervisors so as to ensure efficiency and scientific decision making in the board of supervisors.	–	**Deleted**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 184	The board of supervisors shall exercise the following functions and powers in accordance with law: (i) to review the regular reports of the Company formulated by the board of directors and provide written review opinion; (ii) to supervise the finance of the Company;	–	**Deleted**
Article 185	Given for proper reasons, supervisors are entitled to demand the chairman of the board of supervisors for convening the extraordinary meeting of the supervisory board. A meeting of the board of supervisors shall not be conducted unless it is attended by not less than two-thirds of the supervisors. Voting at the meeting board of supervisors shall be carried out by poll or by a show of hands and each supervisor shall have one vote. A supervisor shall attend meetings of the board of supervisors in person, or appoint in writing another supervisor to attend the meeting on his/her behalf due to his/her absence. The letter of authorization shall specify the name of proxy, matters of proxy, scope of authorization and validity and signed or sealed by the proxy. Both resolution at regular meetings and extraordinary meetings of the board of supervisors are resolution of meeting of the supervisory board, which shall be approved by the votes of at least two-thirds of members of the board of supervisors.	–	**Deleted**
Article 186	The board of supervisors shall record all matters considered at the meeting into the meeting minutes. Participating supervisors shall sign the meeting minutes for confirmation. Supervisors are entitled the right to make certain written explanations for the statements expressed at the meeting in the minutes. The meeting minutes of the board of supervisors shall be kept as corporate documents for at least 10 years.	–	**Deleted**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 187	All reasonable expenses incurred in respect of the employment of professionals such as lawyers, certified public accountants or practicing auditors as are required by the board of supervisors in discharging its duties shall be borne by the Company. Reasonable expenses incurred by supervisors in attending meeting of the board of supervisors shall be borne by the Company. Such expenses shall include the travelling expenses from the place of domicile of the supervisors to the place of the meeting (if it is not at the place of domicile of the supervisors), catering and accommodation expenses during the meeting, rental of the venue and local transportation expenses.	–	**Deleted**
Article 188	Supervisors shall carry out their duties honestly and faithfully in accordance with the laws, regulations and the Articles.	–	**Deleted**
Article 189	A person may not serve as a director, supervisor, senior management of the Company if any of the following circumstances applies: (1) a person without legal or with restricted legal capacity; (2) a person who has committed an offence of corruption, bribery, infringement of property, misappropriation of property or sabotaging the social economic order and has been punished because of committing such offence, or who has been deprived of his/her political rights due to offences committed, in each case where less than 5 years have elapsed since the date of the completion of implementation of such punishment or deprivation; (3) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation and is personally liable for the insolvency of such company or	–	**Deleted**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	enterprise, where less than 3 years have elapsed since the date of the completion of the insolvency and liquidation of the company or enterprise; (4) a person who is a former legal representative of a company or enterprise which had its business licence revoked and had been ordered to close down due to a violation of the law and who incurred personal liability, where less than 3 years has elapsed since the date of the revocation of the business license; (5) a person who has a relatively large amount of debts due and outstanding; (6) a person who is under criminal investigation or prosecution by a judicial organization for violation of the criminal law where said investigation or prosecution is not yet concluded; (7) a person who is convicted of the contravention of relevant securities regulations by a relevant competent authority, and such conviction involves fraud or dishonest behaviour, where less than 5 years has elapsed since the date of the conviction; (8) A person who is punished by the securities regulatory authority under the State Council and prohibited from entering the securities market, where the period of punishment has not yet expired; (9) A person who is publicly recognized by the stock exchange as being disqualified to serves as a director, supervisor and senior management of a listed company, and the such period of disqualification has not expired; (10) any other circumstances as prescribed by the relevant laws and regulations of the place where the Company's shares are listed.		

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	If a director, supervisor or senior management is nominated, elected or appointed in violation of the provisions of this article, the nomination, election, appointment or engagement shall be invalid. Any person who serves as any roles apart from a director or supervisor in the controlling shareholders or de facto controllers of the Company shall not act as a senior management of the Company.		
Article 190	The validity of an act of a director or any senior management on behalf of the Company is not, vis-a-vis a bona fide third party, affected by any irregularity in his office, election or any defect in his/her qualification.	–	**Deleted**
Article 192	Each of the Company's directors, supervisors, senior management owes a duty, in the exercise of his/her powers and discharge of his/her duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.	–	**Deleted**
Article 193	Each of the Company's directors, supervisors, senior management shall carry out his/her duties in accordance with the principle of fiduciary and shall not put himself in a position where his/her duty and his/her interest may conflict. This principle applies to, among others, the discharge of the following obligations: (1) to act honestly in the best interests of the Company; (2) to exercise powers within the scope of his/her powers and not to exceed those powers; (3) to exercise the discretion vested in him personally and not to allow himself to act under the control of another and, unless permitted by laws, regulations or with the informed consent of shareholders given in a general meeting, not to delegate the exercise of his/her discretion; (4) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;	–	**Deleted**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	(5) except in accordance with the Articles or with the informed consent of shareholders given in general meeting, not to enter into any contract, transaction or arrangement with the Company; (6) without the informed consent of shareholders given in general meeting, not to use the Company's property for his/her own benefit by any means; (7) not to exploit his/her position to accept bribes or other illegal income or misappropriate or expropriate the Company's funds or property by any means, including (but not limited to) opportunities favourable for the Company; (8) without the informed consent of shareholders given in general meeting, not to accept commissions in connection with the Company's transactions; (9) to abide by the Articles, faithfully execute his/her official duties and protect the Company's interests, and not to exploit his/her position and power in the Company to advance his/her own private interests; (10) without the informed consent of shareholders given in general meeting, not to compete with the Company in any form, and not to abuse the related relationship to prejudice the Company's interest; (11) not to misappropriate the Company's funds or to lend the Company's funds to others, not to open accounts in his/her own name or other names for the deposit of the Company's assets and not to provide a guarantee for the debts of any shareholder(s) of the Company or other individual(s) with the Company's assets; and (12) without the informed consent of shareholders in general meeting, not to disclose any confidential information relating to the Company acquired by		

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	him during his/her tenure and not to use such information in purposes other than in furtherance of the interests of the Company, save that disclosure of such information to the court or other governmental competent authorities is permitted if: (i) disclosure is made under compulsion of law; (ii) the interests of the public require disclosure; (iii) the interests of the relevant director, supervisor, senior management require disclosure. Any income received by any person mentioned in this Article from violating the provisions of this Article shall belong to the Company and any losses incurred by the Company shall be borne by such person.		
Article 194	Each director, supervisor, senior management of the Company shall not cause the following persons or institutions ("associates") to do what he is prohibited from doing: (1) the spouse or minor child of that director, supervisor, senior management; (2) a person acting in the capacity of trustee of that director, supervisor, senior management or any person referred to in paragraph (1) of this Article; (3) a person acting in the capacity of partner of that director, supervisor, senior management or any person referred to in paragraphs (1) and (2) of this Article; (4) a company in which that such director, supervisor, senior management of the Company alone or jointly with one or more persons referred to in paragraphs	–	**Deleted**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	(1), (2) and (3) of this Article or other directors, supervisors, senior management of the Company have a de facto controlling interest; and (5) the directors, supervisors, senior management of the controlled company referred to in paragraph (4) of this Article.		
Article 195	The fiduciary duties of the directors, supervisors, senior management of the Company do not necessarily cease with the termination of their tenure. The duty of confidence in relation to trade secrets of the Company survives the termination of their tenure. Other duties may continue for such period as fairness may require depending on the time lapse between the termination of tenure and the occurrence of the event concerned and the circumstances under which the relationships between them and the Company are terminated.	–	**Deleted**
Article 196	Except for circumstances prescribed in Article 60 of the Articles, a director, supervisor, senior management of the Company may be relieved of liability for specific breaches of his/her duty by the informed consent of shareholders given at a general meeting.	–	**Deleted**
Article 197	Where a director, supervisor, senior management of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company (other than his/her contract of service with the Company), he shall declare the nature and extent of his/her interests to the Board at the earliest opportunity, whether or not the contract, transaction or arrangement or proposal therefore is otherwise subject to the approval of the Board. A director shall not vote nor shall he be counted in the quorum on any board resolution approving any contract, transaction, arrangement or other relevant proposal in which he or any of his/her associates (as defined in the applicable rules governing the listing of securities coming into force from time to time) has a material interest.	–	**Deleted**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	Unless the interested director, supervisor, senior management discloses his/her interests to the board of directors in accordance with the preceding paragraph of this Article and the contract, transaction or arrangement is approved by the board at a meeting in which the interested director, supervisor, senior management is not counted in the quorum and refrains from voting, a contract, transaction or arrangement in which that director, supervisor, senior management is materially interested is voidable at the instance of the Company except as against a bona fide party thereto acting without notice of the breach of duty by the interested director, senior management. A director, supervisor, senior management of the Company shall be deemed to be interested in a contract, transaction or arrangement in which an associate or a related party of him is interested.		
Article 198	Where a director, supervisor, senior management of the Company gives to the board of directors a general notice in writing stating that, by reason of the facts specified in the notice, he is interested in contracts, transactions or arrangements of any description which may subsequently be made by the Company, such notice shall be deemed for the purposes of Article 197 of the Articles to be a sufficient declaration of his/her interests, so far as the content stated in such notice is concerned, provided that such general notice shall have been given before the date on which the issue of entering into the relevant contract, transaction or arrangement is first taken into consideration on behalf of the Company.	–	**Deleted**
Article 199	The Company shall not in any manner pay taxes for its directors, supervisors, senior management.	–	**Deleted**
Article 200	The Company shall not directly or indirectly make a loan to, or provide any guarantee in connection with, the making of a loan to a director, supervisor, senior management of the Company or of the Company's parent company or any of their respective associates.	–	**Deleted**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	However, the following circumstances are not subject to such prohibition: (1) the provision by the Company of a loan or a guarantee for a loan to a company which is a subsidiary of the Company; (2) the provision by the Company of a loan or a guarantee in connection with the making of a loan or any other funds to any of its directors, supervisors, senior management to meet expenditure incurred or to be incurred by him for the purposes of the Company or for the purpose of enabling him to perform his/her duties properly, in accordance with the terms of a service contract approved by the shareholders in general meeting; and (3) provided that the making of loans or providing guarantees forms part of the regular business of the Company, the Company may make a loan or provide a guarantee in connection with the making of a loan to any of the relevant directors, supervisors, senior management or their respective associates on normal commercial terms.		
Article 201	A loan made by the Company in breach of the above Article shall be forthwith repayable by the recipient of the loan regardless of the terms of the loan.	–	**Deleted**
Article 202	A loan guarantee provided by the Company in breach of clause 1 of Article 200 shall be unenforceable against the Company, except in the following circumstances: (1) a loan advanced to an associate of any of the directors, supervisors, senior management of the Company or of the Company's parent company where the lender was not aware of the situation when the loan was made; or	–	**Deleted**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	(2) the collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.		
Article 203	For the purposes of the foregoing provisions of this chapter, a guarantee includes an undertaking or property provided to secure the performance of obligations by the obligor.	–	**Deleted**
Article 204	In addition to any rights and remedies provided by the laws and regulations, where a director, supervisor, senior management of the Company is in breach of his/her duties to the Company, the Company has a right to: ..... (6) recover any property obtained by the director, supervisor, senior management convicted of the breach of duty by legal proceedings.	–	**Deleted**
Article 205	The Company shall enter into a contract in writing with each director, supervisor and senior management of the Company, which shall at least contain the following provisions: (1) the directors, supervisors and senior management shall undertake to the Company that they will comply with the *Company Law*, the *Special Regulations*, the *Takeover Code*, the *Share Repurchase Code*, the Articles of the Company and other rules formulated by Hong Kong Stock Exchange, and agree that the Company shall have the right to take the remedial actions provided in the Articles, and that neither such contracts nor the positions of the directors, supervisors and senior management shall be transferred; (2) the directors, supervisors and senior management shall undertake to the Company that they will observe and fulfill their obligations to the shareholders provided in the Articles; and (3) the arbitration clause provided under Article 260 of the Articles.	–	**Deleted**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 206	The Company shall, with the prior approval of shareholders in general meeting, enter into a contract in writing with a director or supervisor wherein his/her emoluments are stipulated, including; (1) emoluments in respect of his/her service as director, supervisor or senior management of the Company; (2) emoluments in respect of his/her service as director, supervisor or senior management of any subsidiary of the Company; (3) emoluments in respect of the provision of other services in connection with the management of the affairs of the Company or any of its subsidiaries; and (4) compensation for loss of office, or as consideration for or in connection with his/her retirement from office. Except under a contract entered into in accordance with the foregoing, no proceedings may be brought by a director or supervisor against the Company for any benefits in respect of the matters mentioned in this Article.	–	**Deleted**
Article 207	The contract for emoluments entered into between the Company and its directors or supervisors should provide that in the event of a takeover of the Company, the Company's directors and supervisors shall, subject to the prior approval of the shareholders in general meeting, have the right to receive compensation or other payment for loss of office or retirement. A takeover of the Company as referred to above means: (1) a takeover offer made by any person to all shareholders; or (2) an offer made by any person with a view to becoming a controlling shareholder within the meaning of Article 62 of these Article.	–	**Deleted**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	If the relevant director or supervisor does not comply with this Article, any sum so received by him shall belong to those persons who have sold their shares as a result of the said offer made. The expenses incurred in distributing that sum pro rata amongst those persons shall be borne by the relevant director or supervisor and shall not be paid out of that sum.		
Article 210	The Company shall establish its financial and accounting system in accordance with the laws, administrative regulations and ~~PRC accounting standards formulated by the finance regulatory department of the State Council~~.	**Article 169**	The Company shall establish its financial and accounting system in accordance with the laws, administrative regulations and **the relevant provisions of national authorities**.
Article 211	At the end of each fiscal year, the Company shall prepare a financial report which shall be examined and verified by an accounting firm. The fiscal year of the Company shall coincide with the calendar year, with each fiscal year running from January 1 to December 31 on the Gregorian calendar.	**Article 170**	At the end of each fiscal year, the Company shall prepare a financial report which shall be examined and verified by an accounting firm. The fiscal year of the Company shall coincide with the calendar **year**, with each fiscal year running from January 1 to December 31 on the Gregorian calendar.
Article 212	The board of directors of the Company shall place before the shareholders at every annual general meeting such financial reports as are required by the laws, regulations or directives promulgated by local governments and competent authorities to be prepared by the Company.	**Article 171**	The board of directors of the Company shall place before the shareholders at every **annual general meeting** such financial reports as are required by the laws, **administrative** regulations or directives promulgated by local governments and competent authorities to be prepared by the Company.
Article 213	The Company's financial reports shall be made available for shareholders' inspection at the Company ~~twenty~~ days before the date of every annual general meeting. Each shareholder shall be entitled to obtain a copy of the financial reports referred to in this chapter. The Company shall disclose by way of announcement ~~(i)~~ its directors' report, financial report together with the balance sheet (including all annexes to the balance sheet as prescribed by the applicable laws), profit and loss account or income and expenditure statement, or ~~(ii)~~ summary financial report at least ~~twenty one~~ days before the convening of the annual general meeting.	**Article 172**	The Company's financial reports shall be made available for shareholders' inspection at the Company **twenty** days before the date of **annual general meeting**. Each shareholder shall be entitled to obtain a copy of the financial reports referred to in this chapter. The Company shall disclose by way of announcement **(1)** its directors' report, financial report together with the balance sheet (including all annexes to the balance sheet as prescribed by the applicable laws), profit and loss account or income and expenditure statement, or **(2)** summary financial report at least **twenty-one** days before the convening of the **annual general meeting**.
Article 214	The Company shall prepare its financial statements, announces or disclosed interim results or financial data in accordance with the PRC accounting standards and	**Article 173**	The Company shall prepare its financial statements, announces or disclosed interim results or financial data in accordance with the PRC accounting standards and

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	regulations, and shall prepare in accordance with the international accounting standards or the accounting standards of the place where the Company's shares are listed overseas as otherwise required under the laws and regulations and ~~listing~~ rules of the place where the Company's shares are listed.		regulations, and shall prepare in accordance with the international accounting standards or the accounting standards of the place where the Company's shares are listed overseas as otherwise required under the laws and regulations and **securities regulatory** rules of the place where the Company's shares are listed.
Article 215	The Company shall submit and disclose its annual reports to the ~~securities regulatory authority of the State Council~~ and the stock exchange within ~~four~~ months of the end of each financial year, submit and disclose its interim reports to the local office of ~~the securities regulatory authority of the State Council~~ and the stock exchange within ~~two~~ months of the end of ~~the first six months~~ of each financial year. These annual reports and interim reports shall be prepared in accordance with the provisions of relevant laws, administrative regulations, securities regulatory authorities of the place where the shares of the Company are listed and stock exchanges and published in accordance with the relevant provisions of the securities regulatory authorities of the places where the shares of the Company are listed and the stock exchange. Where the securities regulatory authorities of the places where the shares of the Company are listed and the stock exchange provide otherwise, such provisions shall prevail.	**Article 174**	The Company shall submit and disclose its annual reports to **the regulatory authority of the place where the Company's shares are listed** and the stock exchange within **four** months of the end of each financial year, submit and disclose its interim reports to the local office of **the regulatory authority of the place where the Company's shares are listed** and the stock exchange within **two** months of the end of the **first half** of each financial year. These annual reports and interim reports shall be prepared in accordance with the provisions of relevant laws, administrative regulations, securities regulatory authorities of the place where the shares of the Company are listed and stock exchanges and published in accordance with the relevant provisions of the securities regulatory authorities of the places where the shares of the Company are listed and the stock exchange. Where the securities regulatory authorities of the places where the shares of the Company are listed and the stock exchange provide otherwise, such provisions shall prevail.
Article 216	The Company shall not keep ~~accounts~~ other than those provided by law. Any ~~assets~~ of the Company shall not be kept under any account opened in the name of any individual.	**Article 175**	The Company shall not keep **accounting books** other than those provided by law. Any **funds** of the Company shall not be kept under any account opened in the name of any individual.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 217	Capital reserve fund includes the following items: (1) premium received when shares are issued at a premium over their par value; (2) any other income required to be included in the capital reserve fund by the competent finance department of the State Council.	–	**Deleted**
Article 218	When distributing the profit after tax for a year, the Company shall set aside ~~10%~~ of its profit after tax for the statutory reserve fund. When the balance of the statutory reserve fund reaches ~~50%~~ or more of the registered capital of the Company, no further allocations to the statutory reserve fund will be required. Where the Company's statutory reserve fund is insufficient to make up losses of the Company for the preceding year, profits of the current year shall be applied to make up the losses before any allocation to the statutory reserve fund in accordance with the preceding paragraph. After allocation to the statutory reserve fund, subject to the approval by a resolution of a general meeting, the profit after tax may also be appropriated to the discretionary reserve fund. After making up of losses and appropriation to reserve funds, balance of the profit after tax shall be distributed to shareholders in proportion to their shareholdings, except where non-pro rata distribution is provided pursuant to the Articles. The Company may distribute interim cash dividends in accordance with a resolution of the shareholders in general meeting. Where the general meeting distributes the profits to shareholders ~~before making up the losses and appropriation to reserve funds~~ in breach of ~~the provisions of the preceding paragraphs~~, the shareholders ~~shall~~ return to the Company such profits distributed in violation of the provisions.	**Article 176**	When distributing the profit after tax for a year, the Company shall set aside **ten percent** of its profit after tax for the statutory reserve fund. When the balance of the statutory reserve fund reaches **fifty percent** or more of the registered capital of the Company, no further allocations to the statutory reserve fund will be required. Where the Company's statutory reserve fund is insufficient to make up losses of the Company for the preceding year, profits of the current year shall be applied to make up the losses before any allocation to the statutory reserve fund in accordance with the preceding paragraph. After allocation to the statutory reserve fund, subject to the approval by a resolution of **a general meeting**, the profit after tax may also be appropriated to the discretionary reserve fund. After making up of losses and appropriation to reserve funds, balance of the profit after tax shall be distributed to shareholders in proportion to their shareholdings, except where non-pro rata distribution is provided pursuant to the Articles. The Company may distribute interim cash dividends in accordance with a resolution of **a general meeting**. Where the **general meeting** distributes the profits to shareholders **in violation of the *Company Law***, the shareholders **shall** return to the Company such profits distributed in violation of the provisions**; where such distribution causes losses to the Company, the shareholders and responsible director and senior management member shall assume the compensation liabilities**.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	Shares of the Company held by the Company shall not be entitled to any profit distribution.		Shares of the Company held by the Company shall not be entitled to any profit distribution.
Article 219	The Company may distribute dividends in one or both of the following manners: (1) cash; (2) shares. ~~The Company shall maintain consistent and stable profit distribution policies as practicable and shall consider cash dividend as the first priority. The specific ratio of dividend to be distributed shall be resolved by the shareholders at the general meetings.~~ The Company shall calculate, declare and pay dividends and other amounts which are payable to holders of domestic shares in RMB after the date of declaration. The Company shall calculate and declare dividends and other amount which are payable to holders of overseas listed foreign shares in RMB, and shall pay such amounts in foreign currency after the date of declaration. The exchange rate shall be the average closing rate for the relevant foreign currency announced by the People's Bank of China ~~5~~ working days prior to the declaration of the dividend and other amounts. Payment in foreign currency to holders of overseas listed foreign shares shall be made in accordance with the relevant foreign exchange control regulations of China. The dividend distribution of the Company shall be implemented by the board of directors according to the authorization delegated by the general meeting through an ordinary resolution.	**Article 177**	The Company may distribute dividends in one or both of the following manners: (1) cash; (2) shares. The Company shall calculate, declare and pay dividends and other distributions which are payable to holders of domestic shares in RMB after the date of declaration. The Company shall calculate and declare dividends and other distributions which are payable to holders of overseas listed foreign shares in RMB, and shall pay such amounts in foreign currency after the date of declaration. The exchange rate shall be the average closing rate for the relevant foreign currency announced by the People's Bank of China **five** working days prior to the declaration of the dividend and other distributions. Payment in foreign currency to holders of overseas listed foreign shares shall be made in accordance with the relevant foreign exchange control regulations of China. The dividend distribution of the Company shall be implemented by the board of directors according to the authorization delegated by the **general meeting** through an ordinary resolution.
Article 220	Basic principles for the profit distribution policy of the Company: (1) The Company shall take into full account of the returns for investors~~ and the cumulative profit distributed in cash in recent three years shall not be less than 30% of the average distributable profit of the Company for such three years~~;	**Article 178**	Basic principles for the profit distribution policy of the Company: (1) The Company shall take into full account of the returns for investors;

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	(2) The profit distribution policy of the Company shall be consistent and stable, while taking into account the long-term interests of the Company, the entire interests of shareholders as a whole, and the sustainable development of the Company; (3) The Company shall give priority to the method of profit distribution in cash dividends.		(2) The profit distribution policy of the Company shall be consistent and stable, while taking into account the long-term interests of the Company, the entire interests of shareholders as a whole, and the sustainable development of the Company; (3) The Company shall give priority to the method of profit distribution in cash dividends.
Article 221	The details of the profit distribution policy of the Company are as follows: (1) The Company may distribute profit in cash, in shares or in a combination of both cash and shares or other methods permitted under the laws, regulations and regulatory documents; (2) The Company may distribute its dividend in cash under the condition that the Company is profitable in the current year and its accumulated undistributed profit is positive, and the audit institution has issued a standard audit report with unqualified opinions towards the Company's annual financial report. The accumulated profit distributed by the Company in cash in recent three years shall be no less than ~~30%~~ of the average annual distributable profit gained in recent three years. The undistributed distributable profit of the year may be retained for distribution for future years. The distribution of the Company's profit shall not exceed its accumulated distributable profit nor damage the Company's sustainable operation ability; (3) While satisfying the requirements of cash dividend stipulated in the Articles, the Company will proactively distribute dividend in cash. In principle, the cash dividend is distributed once a year. The Board will make the proposal of conducting interim profit distribution according to the Company's profitability and capital demand;	**Article 179**	The details of the profit distribution policy of the Company are as follows: (1) The Company may distribute profit in cash, in shares or in a combination of both cash and shares or other methods permitted under the laws, regulations and regulatory documents; (2) The Company may distribute its dividend in cash under the condition that the Company is profitable i n the current year and its accumulated undistributed profit is positive, and the audit institution has issued a standard audit report with unqualified opinions towards the Company's annual financial report. The accumulated profit distributed by the Company in cash in recent three years shall be no less than **thirty percent** of the average annual distributable profit gained in recent three years. The undistributed distributable profit of the year may be retained for distribution for future years. The distribution of the Company's profit shall not exceed its accumulated distributable profit nor damage the Company's sustainable operation ability; (3) While satisfying the requirements of cash dividend stipulated in the Articles, the Company will proactively distribute dividend in cash. In principle, the cash dividend is distributed once a year. The Board will make the proposal of conducting interim profit distribution according to the Company's profitability and capital demand;

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	(4) To keep equity expansion in line with performance growth, the Company may distribute profit in stock dividend according to the situation of accumulated distributable profit, capital reserves and cash flow and under the premise that the conditions of the minimum cash dividend ratio and the above-mentioned cash dividend have been satisfied.		(4) To keep equity expansion in line with performance growth, the Company may distribute profit in stock dividend according to the situation of accumulated distributable profit, capital reserves and cash flow and under the premise that the conditions of the minimum cash dividend ratio and the abovementioned cash dividend have been satisfied.
Article 222	Procedures for reviewing the profit distribution proposal of the Company: (1) the Company's profit distribution plan shall be proposed and drafted by the management of the Company with reference to requirements under the Articles, profitability and capital needs, and shall then be submitted to the Board for consideration. The Board shall thoroughly discuss the rationality of the profit distribution plan and form a specific resolution and submit it to the general meeting for consideration. When formulating a specific profit distribution plan, the Board should carefully study and demonstrate the timing, conditions and minimum proportion of the Company's cash dividends, the adjustment conditions and the requirements of its decision-making procedures. ~~The independent non-executive directors shall express clear opinions. The independent non-executive directors may solicit opinions from minority shareholders, put forward proposals for dividends, and submit them directly to the Board for review.~~ The Company shall actively communicate with the shareholders, especially minority shareholders through various channels, fully listen to their opinions and demands on specific cash dividend plans and promptly answer the questions that minority shareholders are concerned about. (2) when the dividend distribution plan is considered at the general meeting, access to online voting for shareholders shall be provided by the Company; or	**Article 180**	Procedures for reviewing the profit distribution proposal of the Company: (1) the Company's profit distribution plan shall be proposed and drafted by the management of the Company with reference to requirements under the Articles, profitability and capital needs, and shall then be submitted to the Board for consideration. The Board shall thoroughly discuss the rationality of the profit distribution plan and form a specific resolution and submit it to **the general meeting** for consideration. When formulating a specific profit distribution plan, the Board should carefully study and demonstrate the timing, conditions and minimum proportion of the Company's cash dividends, the adjustment conditions and the requirements of its decisions-making procedures. **If independent non-executive directors believe that the specific cash dividend plan may harm the rights and interests of the Company or minority shareholders, they shall have the right to express independent opinions. If the board of directors does not adopt or does not fully adopt the opinions of independent non-executive directors, it shall record the opinions of independent non-executive directors and the specific reasons for not adopting them in the board resolution and disclose them.** The Company shall actively communicate with the shareholders, especially minority shareholders through various channels, fully listen to their opinions and demands

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	the Board, independent non-executive directors and shareholders satisfying relevant requirements shall initiate a voting regarding profit distribution proposal through gathering votes from shareholders (especially minority shareholders) from record date to the date on which the general meeting is to be held; (3) where the cash dividend conditions stipulated by the Articles are satisfied, and the Company decides to set aside the cash distribution plan for the moment considering significant capital needs for material opportunities and prospect for investment or other special circumstances arise, the Board shall form a specific resolution as to the specific reason for non-distribution, the purpose of undistributed dividends maintained in the Company and use plan, and submit such resolution to the general meeting for consideration and disclose on designated media after the independent non-executive directors expressing their views. (4) if the Company needs to adjust or change the cash dividend policy as determined in the Articles, it shall base on the shareholders' interests. The Board shall thoroughly discuss the rationality of adjustment or changes to the distribution plan and put forward a proposal to the general meeting for consideration and approval and shall be passed by shareholders present in the general meeting representing not less than ~~two thirds~~ of voting rights.		on specific cash dividend plans and promptly answer the questions that minority shareholders are concerned about. (2) when the dividend distribution plan is considered at **the general meeting**, access to online voting for shareholders shall be provided by the Company; or the Board, independent non-executive directors and shareholders satisfying relevant requirements shall initiate a voting regarding profit distribution proposal through gathering votes from shareholders (especially minority shareholders) from record date to the date on which **the general meeting** is to be held; (3) where the cash dividend conditions stipulated by the Articles are satisfied, and the Company decides to set aside the cash distribution plan for the moment considering significant capital needs for material opportunities and prospect for investment or other special circumstances arise, the Board shall form a specific resolution as to the specific reason for non-distribution, the purpose of undistributed dividends maintained in the Company and use plan, and submit such resolution to **the general meeting** for consideration and disclose on designated media after the independent non-executive directors expressing their views; (4) if the Company needs to adjust or change the cash dividend policy as determined in the Articles, it shall be based on the shareholders' interests. The Board shall thoroughly discuss the rationality of adjustment or changes to the distribution plan and put forward a proposal to **the general meeting** for consideration and approval and shall be passed by shareholders present in **the general meeting** representing not less than **two-thirds** of voting rights.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 224	After the profit distribution plan has been resolved at a general meeting, ~~the Board~~ shall complete the dividend (or share) distribution within ~~two (2)~~ months ~~after the holding of such meeting~~.	**Article 182**	After the profit distribution plan has been resolved at a **general meeting**, **or after the board of directors of the Company has formulated a specific plan according to the interim dividend conditions and upper limit for the next year considered and approved at the annual general meeting,** the dividend (or share) distribution shall be completed within **two** months.
	Newly added	**Article 183**	**The Company's capital reserve is used to make up for the Company's losses, expand the Company's production and operation or increase the Company's registered capital.** **To make up for the Company's losses by capital reserve, discretionary reserve and statutory reserve will be firstly used; if the losses still cannot be made up, the capital reserve can be used in accordance with regulations.** **When the statutory reserve is converted into an increase in registered capital, the retained reserve will not be less than twenty-five percent of the registered capital of the Company before the increase.**
Article 225	Any amount paid upon any shares before a call is made shall bear interest thereon. However, the shareholder is not entitled to any dividends of such pre-paid share capital declared subsequently.	–	**Deleted**
Article 226	The Company shall appoint receiving agents for the receipt of dividends distributed and other amounts payable by the Company in respect of the overseas listed foreign shares on behalf of the relevant holders. ~~The receiving agents appointed by the Company shall satisfy the relevant requirements of the laws and regulations of the stock exchange of the place where the Company's shares are listed.~~ ~~The receiving agent appointed for the holders of overseas listed foreign shares listed on the Hong Kong Stock Exchange shall be a trust company registered according to the Trustee Ordinance of Hong Kong.~~	**Article 184**	The Company shall appoint receiving agents for the receipt of dividends distributed and other amounts payable by the Company in respect of the overseas listed foreign shares on behalf of the relevant holders.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	~~Subject to the relevant laws and regulations in China and requirements of the Hong Kong Stock Exchange, the Company may exercise its right to confiscate any unclaimed dividends, provided that such right may only be exercised after the expiry of the relevant time frame.~~ ~~The Company shall have the right to terminate the issue of dividend coupons to holders of overseas listed foreign shares by post if the dividend coupons have not been claimed for twice consecutively. Nevertheless, the Company may exercise such right if the first dividend coupon has failed to reach the shareholder and has been returned.~~ ~~When exercising the power to issue share warrants to the bearers, the Company shall not issue any new share warrant to replace the original warrant that has been lost unless the Company is satisfied beyond reasonable doubt that the original one has been destroyed.~~ ~~The Company may sell the shares held by a holder of overseas listed foreign shares who is untraceable in such ways as the board of directors thinks fit, provided that the following conditions shall be complied with:~~ ~~(1) at least three dividends have been distributed in respect of such shares during the period of 12 years, and no dividend has been claimed by the shareholder during that period; and~~ ~~(2) after the expiry of the 12 year period, the Company shall make an announcement in one or more newspapers at the place where the shares of the Company are listed stating the Company's intention to sell the shares, and notify the stock exchange on which the shares of the Company are listed.~~		

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 227	The Company shall implement its internal audit system ~~with its own audit personnel to audit and supervise the income and expenditure and financial activities of the Company and its wholly owned subsidiaries~~.	**Article 185**	The Company shall implement its internal audit system**,** **clarifying the leadership system, responsibilities and authority, staffing, funding guarantee, application of audit results and accountability of internal audit work**. The internal audit **management** system of the Company shall be implemented **and disclosed** after being approved by the board of directors.
Article 228	The internal audit system ~~and the duties of the audit personnel~~ shall be implemented upon the approval of the Board. ~~Person in charge of the audit shall be responsible to and report to the Board.~~		
	Newly added	**Article 186**	**The internal audit organ of the Company, equipped with full-time auditors, supervises and inspects the Company's business activities, risk management, internal control, financial information and other matters.**
	Newly added	**Article 187**	**The internal audit organ is accountable to the board of directors.** **The internal audit organ shall accept the supervision and guidance of the audit and risk committee in the process of supervising and inspecting the Company's business activities, risk management, internal control and financial information. If the internal audit organ finds relevant major issues or clues, it shall immediately report directly to the audit and risk committee.**
	Newly added	**Article 188**	**The internal audit organ is responsible for the specific organization and implementation of the Company's internal control evaluation. The Company shall issue an annual internal control evaluation report based on the evaluation report and related information issued by the internal audit organ and reviewed by the audit and risk committee.**
	Newly added	**Article 189**	**When the audit and risk committee communicates with external audit and risk units such as accounting firms and national audit institutions, the internal audit organ should actively cooperate and provide necessary support and cooperation.**
	Newly added	**Article 190**	**The audit and risk committee participates in the assessment of internal audit responsible person.**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 229	The Company ~~shall~~ appoint an ~~independent~~ firm ~~of certified public accountants~~ which is qualified under ~~the relevant regulations of the State to audit the annual financial reports and other financial reports of the Company~~. The appointment of the accounting firm of the Company shall be decided at general meeting, the Board shall not appoint the Company's accounting firm prior to obtaining approval at general meeting.	**Article 191**	The Company appoints an **accounting** firm which is qualified under **the *Securities Law* and regulatory rules of the place where the shares of the Company are listed to conduct services such as audit of financial statements, validation of net assets and other relevant consulting services, with a term of service of one year, and may be renewable.** The accounting firm appointed by the Company shall hold office from the conclusion of the annual general meeting at which the appointment is made until the conclusion of the next annual general meeting.
		Article 192	The appointment **and removal** of the accounting firm of the Company shall be decided at **general meeting**, the board of directors shall not appoint the accounting firm prior to obtaining approval at **general meeting**.
Article 230	The accounting firm appointed by the Company shall hold office from the conclusion of the annual general meeting at which the appointment is made until the conclusion of the next annual general meeting.	–	**Deleted (According to the *Guidelines on Articles of Association of Listed Companies*, the relevant contents were adjusted and consolidated into Article 191)**
Article 231	The accounting firm appointed by the Company shall have the following rights: (1) the right to inspect at any time the books, records and vouchers of the Company, and to require the directors, senior management of the Company to provide any relevant information and explanation thereof; (2) the right to require the Company to take all reasonable steps to obtain from its subsidiaries such information and explanation as are necessary for the performance of duties of such accounting firm; and (3) the right to attend general meetings and to receive all notices of, and other communications relating to, any general meeting which any shareholder is	–	**Deleted**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	entitled to receive, and to be heard at any general meeting in relation to matters concerning its role as the accounting firm of the Company.		
Article 232	Before the convening of the general meeting, the board of directors may fill any casual vacancy in the office of the accounting firm but while there is still any such vacancy, the surviving or continuing firm, if any, may act.	–	**Deleted**
Article 234	The shareholders in general meeting may, by ordinary resolution, remove an accounting firm before the expiration of its office, notwithstanding the stipulations in the contract between the Company and the firm, but without prejudice to the firm's right to claim, if any, for damages in respect of such removal.	–	**Deleted**
Article 235	The auditing fee of an accounting firm shall be determined by the shareholders in general meeting. ~~The remuneration of an accounting firm appointed by the board of directors shall be determined by the board of directors.~~	**Article 194**	The auditing fee of an accounting firm shall be determined **at the general meeting**.
Article 236	The Company's appointment, removal and non-reappointment of an accounting firm shall be resolved by shareholders in general meeting. Where it is proposed that any resolution be passed at a general meeting concerning the appointment of an accounting firm, which is not an incumbent firm, to replace an existing accounting firm or to fill a casual vacancy in the office of the accounting firm, or to reappoint a retiring accounting firm which was appointed by the board of directors to fill a casual vacancy, or to remove the accounting firm before the expiration of its term of office, the following provisions shall apply: (1) A copy of the proposal about appointment or removal shall be sent to the firm proposed to be appointed or proposing to leave its post or the firm which has left its post in the relevant financial year before notice of meeting is given to the shareholders.	–	**Deleted**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	Leaving includes leaving by removal, resignation and retirement. (2) If the leaving firm makes representations in writing and requests the Company to notify the shareholders of such representations, the Company shall (unless the representations are received too late): (i) in any notice given to shareholders about a resolution to be made, state the representations that has been made by the accounting firm which is about to leave; and (ii) attach a copy of the representations to the notice and deliver it to the shareholders in the manner stipulated in the Articles. (3) If the firm's representations are not sent in accordance with paragraph (2) above, the relevant firm may require that the representations be read out at the general meeting and may lodge further complaints. (4) An accounting firm which is leaving its post shall be entitled to attend: (i) the general meeting relating to the expiry of its term of office; (ii) any general meeting at which it is proposed to fill the vacancy caused by its removal; and (iii) any general meeting convened on its resignation.		

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	The accounting firm leaving the post shall be entitled to receive all notices of, and other communications relating to, any such meetings, and to speak at any such meeting in relation to matters concerning its role as the former accounting firm of the Company.		
Article 237	Prior to the removal or the non-reappointment of an accounting firm, notice of such removal or non-reappointment shall be given to the firm concerned and such firm shall ~~be entitled to~~ make representation ~~at the general meeting~~. Where the accounting firm resigns from its post, it shall make clear to the general meeting whether there has been any impropriety on the part of the Company. ~~(1) Any accounting firm may resign from its office by depositing at the Company's legal residence a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall include the following: (i) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; (ii) a statement of any matters of which an account should be given.~~ ~~(2) Where a notice is deposited under the paragraph (1) of this Article, the Company shall within 14 days send a copy of the notice to the competent authority. If the notice contains a representation referred to in paragraph (1) (ii) of this Article, a copy of such representation shall be announced and placed at the Company for shareholders' inspection.~~ ~~(3) Where the notice of resignation of an accounting firm contains a statement of paragraph (1) (ii) of this Article of any matters of which an account should be given, the accounting firm may require the board of directors to convene an extraordinary general meeting for the purpose of giving an explanation of the circumstances connected with its resignation.~~	**Article 195**	Prior to the removal or the non-reappointment of an accounting firm, notice of such removal or non-reappointment shall be given to the firm concerned **thirty days in advance** **and the general meeting of the Company shall allow** the accounting firm to state its opinions **when voting on the removal of the accounting firm.** Where the accounting firm resigns from its post, it shall make clear to the **general meeting** whether there has been any impropriety on the part of the Company.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	Newly added	Article 196	**Notices of the Company shall be issued in the following forms:** **(i) by delivery in person;** **(ii) by mail;** **(iii) by announcement;** **(iv) other forms as stipulated in the Articles or regulatory rules of the place where the shares of the Company are listed.**
Article 75	~~Notice of a general meeting shall be served on shareholders (whether or not entitled to vote at the general meeting)~~ by way of announcement.	Article 197	**Where a notice issued by the Company is made by way of announcement, once the announcement is published, it shall be deemed that all relevant persons have received the notice.**
Article 257	If a notice is issued by the Company to the shareholders of overseas listed foreign shares by way of announcement, the Company shall on the same day submit an electronic version of such announcement to the Hong Kong Stock Exchange through the electronic publishing system of the Hong Kong Stock Exchange for immediate release on the website of the Hong Kong Stock Exchange in accordance with the requirements of the ~~local~~ listing rules. Such announcement shall also be published on the website of the Company at the same time.	Article 198	If a notice is issued by the Company to the shareholders of overseas listed foreign shares by way of announcement, the Company shall on the same day submit an electronic version of such announcement to the Hong Kong Stock Exchange through the electronic publishing system of the Hong Kong Stock Exchange for immediate release on the website of the Hong Kong Stock Exchange in accordance with the requirements of the **securities regulatory rules of the place where the Company's shares are listed**. Such announcement shall also be published on the website of the Company at the same time.
Article 258	For a notice of the Company delivered by hand, the addressee shall sign (or stamp) on the receipt of the delivery, and the date of acknowledgement of receipt signed by the addressee shall be deemed as the date of delivery; where a notice of the Company is sent by post, the expiration of ~~three~~ working days after the notice is delivered to post office shall be deemed as the date of delivery; where a notice of the Company is made via announcement, the date on which the announcement is published for the first time shall be deemed as the date of delivery.	Article 199	For a notice of the Company delivered by hand, the addressee shall sign (or stamp) on the receipt of the delivery, and the date of acknowledgement of receipt signed by the addressee shall be deemed as the date of delivery; where a notice of the Company is sent by post, the expiration of **three** working days after the notice is delivered to post office shall be deemed as the date of delivery; where a notice of the Company is made via announcement, the date on which the announcement is published for the first time shall be deemed as the date of delivery.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	Newly added	**Article 201**	**The Company shall publish its announcements on designated websites, media and newspapers in accordance with relevant regulatory requirements of the place where the Company's shares are listed.**
Article 238	The merger or division of the Company shall be proposed by the board of directors of the Company and shall be approved in accordance with the procedures stipulated in the Articles. Approval shall also be sought as required by law. Shareholders who oppose the proposed merger or division of the Company may demand the Company or the shareholders who consent to such plan to purchase their shares at a fair price. A special document containing the Company's resolution on the merger or division shall be prepared for inspection by the shareholders.	**–**	**Deleted**
Article 239	The merger of the Company may take place by absorption or by the establishment of a new company. ~~In the event of a merger, the parties to the merger shall enter into a merger agreement and prepare balance sheets and inventories of assets. The Company shall notify its creditors within ten days of the date of the Company's resolution on merger and shall make newspaper announcement within thirty days of the date of the Company's resolution on merger. The creditors may request the Company to make full repayment of their debts or to provide guarantees within thirty days from the date on which they receive the notification, or within forty five days from the date on which the announcement is made in case of those who have not received the notification.~~ ~~After the merger, credits and liabilities of parties to the merger shall be taken over by the continuing company or the newly established company.~~	**Article 202**	The merger of the Company may take place by absorption or by the establishment of a new company. **Where a company absorbs other companies as a merger, and the absorbed company shall be dissolved. The merger of two or more companies to establish a new company forms a new merger, and the merging parties shall be dissolved.**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	Newly added	Article 203	**If the consideration paid by the Company for merger does not exceed ten percent of the Company's net assets, it may not be resolved by the general meeting, unless otherwise stipulated in the Articles.** **If the Company is merged in accordance with the provisions of the preceding paragraph without a resolution of the general meeting, it shall be resolved by the board of directors.**
Article 239	~~The merger of the Company may take place by absorption or by the establishment of a new company.~~ In the event of a merger, the parties to the merger shall enter into a merger agreement and prepare balance sheets and inventories of assets. The Company ~~shall~~ notify its creditors within ~~ten~~ days of the date of the Company's resolution on merger and shall make newspaper announcement within ~~thirty~~ days of the date of the Company's resolution on merger. The creditors may request the Company to make full repayment of their debts or to provide guarantees within ~~thirty~~ days from the date on which they receive the notification, or within ~~forty-five~~ days from the date on which the announcement is made in case of those who have not received the notification. ~~After~~ the merger, credits and liabilities of parties to the merger shall be taken over by the continuing company or the newly established company.	Article 204	In the event of a merger, the parties to the merger shall enter into a merger agreement and prepare balance sheets and inventories of assets. The Company will notify its creditors within **ten** days from the date of the Company's resolution on merger and shall make **announcement in the newspaper or on the National Enterprise Credit Information Publicity System** within **thirty** days from the date of the Company's resolution on merger. The creditors may request the Company to make full repayment of their debts or to provide guarantees within **thirty** days from the date on which they receive the notification, or within **forty-five** days from the date on which the announcement is made in case of those who have not received the notification.
		Article 205	**In case of** merging, credits and liabilities of parties to the merger shall be taken over by the continuing company or the newly established company.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 240	When the Company is divided, its assets ~~shall~~ be split up accordingly. In the event of a division of the Company, ~~all the parties involved~~ shall ~~execute a division agreement and~~ prepare balance sheets and inventories of assets. The Company shall notify its creditors within ~~ten~~ days of the date of the Company's resolution on division and shall make announcement in the newspaper ~~accepted by the stock exchange on which the shares of the Company are listed~~ within ~~thirty~~ days of the date of the Company's resolution on division. The companies in existence after division shall have joint liability for the debts of the Company prior to division subject to the settlement agreement entered between the Company and its creditors before the division.	**Article 206**	When the Company is divided, its assets will be split up accordingly. In the event of a division of the Company, balance sheets and inventories of assets shall be prepared. The Company shall notify its creditors within **ten** days from the date of the Company's resolution on division and shall make announcement in the newspaper **or on the National Enterprise Credit Information Publicity System** within **thirty** days from the date of the Company's resolution on division.
		Article 207	The companies in existence after division shall have joint liability for the debts of the Company prior to division subject to the settlement agreement entered between the Company and its creditors before the division.
Article 30	The Company ~~shall~~ prepare a balance sheet and an inventory of property when it reduces its registered capital. The Company ~~shall~~ notify its creditors within ~~ten~~ days from the date of the Company's resolution on reduction of registered capital and shall publish an announcement in the newspaper ~~recognised by the stock exchange on which the shares of the Company are listed~~ within ~~thirty~~ days from the date of such resolution. A creditor has the right, within ~~thirty~~ days of receiving the notice from the Company or, in the case of a creditor who does not receive the notice, within ~~forty five~~ days from the date of the announcement, to require the Company to repay its debt or provide a corresponding guarantee for such debt. The registered capital of the Company ~~following~~ the reduction ~~of capital~~ shall not fall below the minimum statutory requirement.	**Article 208**	The Company **will** prepare a balance sheet and an inventory of property when it reduces its registered capital. The Company will notify its creditors within **ten** days from the date of the Company's resolution on reduction of registered capital in **the general meeting** is made and shall publish an announcement in the newspaper **or on the National Enterprise Credit Information Publicity System** within **thirty** days from the date of such resolution. A creditor has the right, within **thirty** days of receiving the notice from the Company or, in the case of a creditor who does not receive the notice, within **forty-five** days from the date of the announcement, to require the Company to repay its debt or provide a corresponding guarantee for such debt. Where the Company reduces its registered capital**, it shall correspondingly reduce its capital contribution or shares according to the proportion of shares held by shareholders, unless otherwise stipulated by laws or the Articles.**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	Newly added	Article 209	If the Company still has losses after making up for losses in accordance with the provisions of paragraph 2 of Article 183 of the Articles, it may reduce its registered capital to make up for losses. If the registered capital is reduced to make up for losses, the Company shall not distribute it to shareholders, nor shall it exempt shareholders from the obligation to pay capital contributions or shares. If the registered capital is reduced in accordance with the provisions of the preceding paragraph, the provisions of paragraph 2 of Article 208 of the Articles shall not apply, but it shall make an announcement in the newspaper or on the National Enterprise Credit Information Publicity System within thirty days from the date when the general meeting makes a resolution to reduce the registered capital. After the Company reduces its registered capital in accordance with the provisions of the preceding two paragraphs, it shall not distribute profits until the accumulated amount of statutory reserve and discretionary reserve reaches fifty percent of the Company's registered capital.
	Newly added	Article 210	If the registered capital is reduced in violation of the *Company Law* and other relevant provisions, the shareholders shall return the funds they received, and if the shareholder's capital contribution is reduced or exempted, it shall be restored to the original state; If losses are caused to the Company, shareholders, responsible directors and senior management personnel shall be liable for compensation.
	Newly added	Article 211	Where the Company issues new shares to increase the registered capital, shareholders do not enjoy the pre-emptive right, unless otherwise stipulated in the Articles or the resolution of the general meeting decides that shareholders enjoy the pre-emptive right.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 241	When the merger or division of the Company involves changes in registered particulars, such changes shall be registered with the company registration authority in accordance with the law; when the Company dissolves, the Company shall cancel its registration in accordance with the law; when a new company is established, its establishment shall be registered in accordance with the law.	**Article 212**	When the merger or division of the Company involves changes in registered particulars, such changes shall be registered with the company registration authority in accordance with the law; when the Company dissolves, the Company shall cancel its registration in accordance with the law; when a new company is established, its establishment shall be registered in accordance with the law. **When the Company increases or decreases registered capital, such changes shall be registered with the company registration authority in accordance with the law.**
Article 242	The Company shall be dissolved ~~and liquidation should be made in accordance with governing laws upon the occurrence of any of the following~~: (1) the expiration of business term stipulated in the Articles or any dissolution events as stipulated by the Articles occur; (2) a resolution on dissolution is passed by shareholders at general meeting; (3) dissolution is necessary due to a merger or division of the Company; (4) the business license of the Company is revoked, or the Company is ordered to close down or to be terminated; (5) where the Company is in serious operation or management difficulties, and its continual existence will lead to substantial losses to the benefits of the shareholders and there are no other solutions to resolve the matters, the shareholders holding ~~10%~~ or above ~~of the total voting rights~~ of the Company may seek the dissolution of the Company from the People's Court; (6) other situations where the Company shall be dissolved in accordance with laws and regulations.	**Article 213**	The Company shall be dissolved **under any of the following circumstances**: (1) the expiration of business term stipulated in the Articles or any dissolution events as stipulated by the Articles occur; (2) a resolution on dissolution is passed by **the general meeting**; (3) dissolution is necessary due to a merger or division of the Company; (4) the business license of the Company is revoked, or the Company is ordered to close down or to be terminated; (5) where the Company is in serious operation or management difficulties, and its continual existence will lead to substantial losses to the benefits of the shareholders and there are no other solutions to resolve the matters, the shareholders holding **ten percent** or above of **voting rights** of the Company may seek the dissolution of the Company from the people's court; (6) other situations where the Company shall be dissolved in accordance with laws and regulations.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	~~Where the situation set forth in paragraph (1), the Company may continue to exist by amending the Articles. Amendments to the Articles shall be passed by a vote representing more than two thirds of the voting rights of the shareholders present at the general meeting.~~		**Where the dissolvement situation set forth in preceding paragraph occurs, the Company shall disclose the reasons for dissolvement on the National Enterprise Credit Information Publicity System within ten days.**
	Newly added	**Article 214**	**Where the situation set forth in item (1) or (2) of Article 213 of the Articles occurs, the Company may continue to exist by amending the Articles or through a resolution of general meeting if properties have not yet been distributed to shareholders.** **Amendments to the Articles or the resolution of general meeting in accordance with preceding paragraph shall be passed by a vote representing two-thirds or more of the voting rights held by the shareholders present at the general meeting.**
Article 243	Where the Company is dissolved under paragraphs (1), (2), (4) and (5) of the ~~preceding~~ Article, a liquidation committee shall be ~~set up~~ within ~~fifteen~~ days~~, and its members shall be determined by the board of directors or at a general meeting. In the case of failure to establish a liquidation committee according to schedule, the creditors may apply for~~ liquidation to be carried out~~ by a liquidation committee which is composed of members designated by the people's court~~. ~~Where the Company is dissolved under paragraph (3) or (5) of the preceding Article, the People's Court shall in accordance with the provisions of relevant laws organize the shareholders, relevant organizations and relevant professionals to establish a liquidation committee to proceed with the liquidation.~~ ~~Where the Company is dissolved under paragraph (4) of the preceding Article, the relevant competent authority shall organize the shareholders, relevant organizations and professionals to establish a liquidation committee to proceed with the liquidation.~~	**Article 215**	Where the Company is dissolved **under the provisions of items (1), (2), (4) and (5) of Article 213 of the Articles, it shall be liquidated. As the liquidation obligors of the Company, directors** shall **form** a liquidation committee **to carry out liquidation** within **fifteen** days **from the date of the occurrence of the cause of dissolution.** **The liquidation committee shall be composed of directors, unless the general meeting resolves to elect others.** **The liquidation obligor who fails to perform the liquidation obligation in time and causing losses to the Company or creditors, shall be liable for compensation.**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 244	Where the Board proposes to liquidate the Company due to causes other than where the Company has declared that it is insolvent, the Board shall include a statement in its notice convening a general meeting to consider the proposal to the effect that, after making full inquiry into the affairs of the Company, the Board is of the opinion that the Company will be able to pay its debts in full within 12 months from the commencement of the liquidation. Upon the passing of the resolution by the shareholders in general meeting for the liquidation of the Company, all functions and powers of the Board shall cease. The liquidation committee shall act in accordance with the instructions of the general meeting to make a report at least once every year to the general meeting on the committee's receipts and payments, the business of the Company and the progress of the liquidation and to present a final report to the general meeting on completion of the liquidation.	–	**Deleted**
Article 246	During the liquidation period, the liquidation committee shall exercise the following functions and duties: (1) to ascertain the assets of the Company and separately prepare a balance sheet and an inventory of assets; (2) to notify creditors by sending notice or by making announcement; (3) to deal with and settle the outstanding business deals of the Company in relation to the liquidation; (4) to settle outstanding taxes and taxes arising from liquidation in full; (5) to ascertain all claims and debts; (6) to dispose of the remaining assets of the Company after the repayment of debts; (7) to represent the Company in any civil proceedings.	**Article 216**	During the liquidation period, the liquidation committee shall exercise the following functions and duties: (1) to ascertain the assets of the Company and separately prepare a balance sheet and an inventory of assets; (2) to notify creditors by sending notice or by making announcement; (3) to deal with and settle the outstanding business deals of the Company in relation to the liquidation; (4) to settle outstanding taxes and taxes arising from liquidation in full; (5) to ascertain all claims and debts; (6) to **distribute** the remaining assets of the Company after the repayment of debts; (7) to represent the Company in any civil proceedings.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 245	The liquidation committee shall notify creditors within ~~ten~~ days from the date of its establishment and publish newspaper announcements ~~at least 3 times~~ within ~~sixty~~ days. The creditors shall declare their rights to the liquidation committee within ~~thirty~~ days from the date on which they receive the notification, or within ~~forty-five~~ days from the date on which the announcement is made in the event that such notification have not been received. Creditors' rights shall be registered by the liquidation committee ~~in accordance with laws~~. During the period when creditors declare their rights, no settlement shall be made to the creditors by the liquidation committee.	**Article 217**	The liquidation committee shall notify creditors within **ten** days from the date of its establishment and publish announcements in the newspaper **or on the National Enterprise Credit Information Publicity System** within **sixty** days. The creditors shall declare their rights to the liquidation committee within **thirty** days from the date on which they receive the notification, or within **forty-five** days from the date on which the announcement is made in the event that such notification have not been received. **When declaring claims, the creditors shall state relevant particulars of their claims and provide supporting documents.** Creditors' rights shall be registered by the liquidation committee. During the period when creditors declare their rights, no settlement shall be made to the creditors by the liquidation committee.
Article 247	After checking the assets of the Company and preparing a balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and submit to the general meeting or the people's court for confirmation. ~~After a resolution on dissolution is passed by shareholders at a general meeting or the Company is declared bankrupt according to law or it is ordered to close down, no one is allowed to dispose of the assets of the Company without the permission of the liquidation committee.~~ The assets of the Company ~~shall be applied in the following order:~~ payment of the settlement expenses, salary of the staff members of the Company, social security insurance expense and the statutory compensations, outstanding taxes and debts of the Company. Any surplus assets of the Company remaining after ~~its debts have been repaid in accordance with the provisions of the preceding paragraph~~ shall be distributed to its shareholders according to ~~the class~~ of shares and the proportion of shares held.	**Article 218**	After checking the assets of the Company and preparing a balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and submit to **the general meeting** or the people's court for confirmation. Any surplus assets of the Company remaining after the assets of the Company have been applied in payment of the settlement expenses, salary of the staff members, social security insurance expense and the statutory compensations, outstanding taxes and debts of the Company **respectively** shall be distributed according to the proportion of shares held. During the liquidation period, the Company shall not commence any business activities irrelevant to liquidation. **The assets of the Company shall not be distributed to shareholders before payment have been made in accordance with the preceding paragraph.**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	During the liquidation period, the Company shall not commence any business activities irrelevant to liquidation.		
Article 248	~~In the event of the liquidation of the Company owing to dissolution,~~ if the liquidation committee, after ascertaining the assets of the Company and preparing a balance sheet and an inventory of assets, discovers that the assets of the Company are insufficient to repay its debts, it shall immediately apply to the People's Court for ~~declaration of~~ bankruptcy. ~~After the Company is declared bankrupt by a ruling of the People's Court,~~ the liquidation committee shall transfer the liquidation matters to the People's Court.	**Article 219**	If the liquidation committee, after ascertaining the assets of the Company and preparing a balance sheet and an inventory of assets, discovers that the assets of the Company are insufficient to repay its debts, it shall apply to the people's court for bankruptcy **liquidation**. **After the people's court accepts the bankrupt application,** the liquidation committee shall transfer the liquidation matters to **the bankrupt administrator designated by the people's court.**
Article 249	Following the completion of liquidation, the liquidation committee shall prepare a report on liquidation ~~and a statement of the receipts and payments and the financial accounts for the period of the liquidation which shall be audited by PRC certified public accountants~~ and then submitted to the general meeting or the people's court for confirmation~~.~~ ~~The liquidation committee shall, within thirty days after the date of the general meeting or the affirmation from the people's court,~~ submit ~~the aforementioned documents~~ to the company registration authorities for cancellation of the registration of the Company ~~and announces that the Company ceases to exist~~.	**Article 220**	Following the completion of liquidation, the liquidation committee shall prepare a report on liquidation and submit it to the **general meeting** or the people's court for confirmation, **and** submit it to the company registration authorities for deregistration.
Article 250	The members of the liquidation committee ~~shall be devoted to their duties and~~ perform their liquidation ~~obligations in accordance with law~~. ~~Members of the liquidation committee shall not accept any bribes or any other illegal income by making use of his/her functions and powers nor may he seize any assets of the Company.~~ Members of the liquidation committee shall be responsible for compensation should he deliberately or through material negligence cause losses ~~to the Company or~~ to creditors.	**Article 221**	Members of the liquidation committee **have the duty of loyalty and diligence when performing liquidation duties.** **If** the members of the liquidation committee **are neglect to perform their liquidation duties and cause losses to the Company, they shall be liable for compensation;** if losses are caused to creditors due to intention or gross negligence, they shall be liable for compensation.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 252	The Company may, pursuant to the laws, regulations and the Articles of Association, amend the Articles.	–	**Deleted**
Article 254	The Company shall amend the Articles under any of the following circumstances: (1) any of the Articles are in conflict with the revised laws or administrative regulations; (2) particulars of the Company recorded in the Articles change; (3) the general meeting has resolved to amend the Articles.	**Article 223**	The Company shall amend the Articles under any of the following circumstances: (1) any of the Articles are in conflict with the revised laws or administrative regulations; (2) particulars of the Company recorded in the Articles change; (3) the **general meeting** has resolved to amend the Articles; **(4) other circumstances occurred that the Articles should be amended.**
Article 253	Amendments to the Articles adopted by general meeting shall be approved by the competent authority and shall be registered in accordance with the laws if so required.	**Article 224**	Amendments to the Articles adopted by **general meeting** shall be approved by the competent authority and shall be registered in accordance with the laws if so required.
Article 255	The board of directors shall amend the Articles in accordance with the resolutions of the general meeting and the approval of the competent authority.	**Article 225**	The board of directors shall amend the Articles in accordance with the resolutions of the **general meeting** and the approval of the competent authority.
Article 256	Amendments to the Articles shall be disclosed if so required by laws, regulations or the listing rules of the place on which the Company's shares are listed.	**Article 226**	Amendments to the Articles shall be disclosed if so required by laws, regulations or the **securities regulatory rules** of the place where the Company's shares are listed.
Article 260	Unless otherwise agreed, the Company shall settle disputes in the following manners: (1) Disputes or claims between (i) holders of the overseas listed foreign shares and the Company, (ii) holders of the overseas listed foreign shares and the Company's directors, supervisors, senior management, (iii) holders of the overseas listed foreign shares and holders of domestic shares (iv) in relation to the rights or obligations concerning the affairs of the Company conferred or imposed by the Articles, the *Company Law* or any other relevant laws and regulations shall be settled by the relevant parties through arbitration.	–	**Deleted**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	Where a dispute or claim is submitted for arbitration, the entire claim or dispute shall be submitted for arbitration and any person (being the Company or its shareholder, director, supervisor, senior management) who has a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim shall abide by the arbitration. Disputes in relation to the identification of shareholders and the register of shareholders need not be referred to arbitration. (2) A claimant may elect arbitration at either the China International Economic and Trade Arbitration Commission in accordance with its rules or the Hong Kong International Arbitration Centre in accordance with its Securities Arbitration Rules. Once a claimant refers a dispute or claim to arbitration, the other party must submit to the arbitral body elected by the claimant. If a claimant elects arbitration at Hong Kong International Arbitration Centre, any party to the dispute or claim may apply for a hearing to take place in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Centre. (3) If any disputes or claims prescribed in clause (1) above are referred to arbitration, the laws of the People's Republic of China shall apply, save as otherwise provided in laws and regulations. (4) The award of an arbitration body shall be final and conclusive and binding on all parties.		

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	(5) The said arbitration agreement is reached between the directors or senior management and the Company, with the Company representing both itself and its shareholders. (6) Any arbitration submitted shall be deemed as authorising the arbitration tribunal to conduct public hearing and announce the arbitration award.		
Article 261	Definitions: (1) A controlling shareholder refers to ~~any shareholder specified in Article 62 of the Articles~~. (2) A de facto controller refers to ~~the person who is not a shareholder of the Company but is able to exercise control over the acts of the Company through an investment relationship, agreement or other arrangement~~. (3) Related relationship refers to the relationship between the controlling shareholders, de facto controllers, directors~~, supervisors~~ or senior management and enterprises under their direct or indirect control, and any other relationship that may lead to the transfer of any interests in the Company under the ~~listing~~ rules of place(s) where the Company's shares are listed. However, relationship between state-owned enterprises shall not be deemed as related relationship solely because they are under common control of the government. (4) Related party transaction shall have the meaning ascribed to it under the ~~listing~~ rules of place(s) where the Company's shares are listed. (5) A ~~Business~~ Day refers to a business day in both ~~Hong Kong and China~~. A ~~business~~ day in ~~Hong Kong~~ refers to any day on which the Hong Kong Stock Exchange is open for the dealing in securities. A ~~business~~ day in ~~China~~ refers to any day on which ~~banks in China~~ are open for ~~business~~ to public ~~and~~	**Article 227**	Definitions: (1) A controlling shareholder refers to **shareholders whose shares account for more than fifty percent of the total share capital of the Company; or although the proportion of shares held is less than fifty percent, the voting rights enjoyed by the shares held by them are enough to have a significant influence on the resolutions of the general meeting, including but not limited to: 1. shareholders or other individuals (one or a group of individuals) who have the right to exercise or control the exercise of thirty percent (or other percentages stipulated by the securities regulatory rules of the place where the Company's shares are listed from time to time, and such percentage is required to trigger a mandatory public offer or establish legal or managerial control of the entity) or more than thirty percent of the voting rights at the general meeting; 2. shareholders or other individuals (one or group of individuals) who have the ability to control the majority of the members of the board of directors; 3. otherwise de facto control the Company when acting alone or in concert with others.** (2) A de facto controller refers to **a natural person, legal person or other organization that can actually control the Company's behavior through investment relationships, agreements or other arrangements**.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	~~which is not a Saturday, Sunday or any other statutory public holidays set by the PRC government.~~ ~~(6) "Four positions" and "Six first-class" respectively refer to the practitioner of national strategy, the pioneer of energy revolution, the executor of high-quality development, the builder of better lifestyle, the first-class energy integration solution provider, the first-class general contractor, the first-class infrastructure investor, the first-class comprehensive treatment provider of ecological environment, the first-class comprehensive urban development operator and the first-class provider of building materials, industrial products and equipment.~~		(3) Related relationship refers to the relationship between the controlling shareholders, de facto controllers, **directors,** or senior management and enterprises under their direct or indirect control, and any other relationship that may lead to the transfer of any interests in the Company under the **securities regulatory** rules of place(s) where the Company's shares are listed. However, relationship between state-owned enterprises shall not be deemed as related relationship solely because they are under common control of the government. (4) Related party transaction shall have the meaning ascribed to it under the **securities regulatory** rules of place(s) where the Company's shares are listed. (5) A **trading day** refers to a business day **for both A shares and H shares**. A **trading day for H shares** refers to any day on which the Hong Kong Stock Exchange is open for the dealing in securities. A **trading day for A shares** refers to any day on which **A shares** in China **are open to be traded**. **(6) Financial assistance, including but not limited to gifts; guarantee (including the guarantor taking responsibility or providing property to ensure the obligor's performance of obligations), compensation (but excluding compensation caused by the Company's own fault), termination or waiver of rights; provide a loan or conclude a contract in which the Company performs its obligations in priority, as well as the loan, the change of the parties to the contract and the transfer of the rights in the loan and contract, etc.; and financial assistance provided by the Company in any other way when it is unable to repay its debts, has no net assets or will result to a substantial reduction in net assets.**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
			(7) An "external director" refers to the director who is held by a person outside the enterprise where he works, and does not hold other positions other than those of the board of directors and its special committees.
Article 265	For the purpose of the Articles, the terms "not less than", "within" and "not more than" shall include the number itself, while the terms "more than" and "beyond" shall not include the number itself.	**Article 230**	For the purpose of the Articles, the terms "not less than" and "within" shall include the number itself, while the terms "over", "beyond", "less than" and "more than" shall not include the number itself.
Article 266	Appendixes to the Articles include the procedural rules of shareholders' general meetings, the procedural rules of board of directors ~~and the procedural rules of the Board of Supervisors~~.	**Article 231**	Appendixes to the Articles include the Rules of Procedures for General Meetings and Rules of Procedures for Board Meetings.
Article 267	Any matters not covered in the Articles or any conflicts between the Articles and laws, regulations, regulatory documents, the ~~listing~~ rules of the place where the Company's shares are listed, shall be dealt with in accordance with such laws, regulations, regulatory documents, the ~~listing~~ rules of the place(s) where the Company's shares are listed. In case there are different requirements in the regulatory rules of the place(s) where the Company's shares are listed, they shall be implemented in accordance with the ~~relevant~~ rules of the place(s) where the Company's shares are listed.	**Article 232**	Any matters not covered in the Articles or any conflicts between the Articles and laws, regulations, regulatory documents, the securities regulatory rules of the place where the Company's shares are listed, shall be dealt with in accordance with such laws, regulations, regulatory documents, the securities regulatory rules of the place(s) where the Company's shares are listed. In case there are different requirements in the securities regulatory rules of the place(s) where the Company's shares are listed, they shall be implemented in accordance with the securities regulatory rules of the place(s) where the Company's shares are listed.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 268	The Articles shall be formulated, interpreted and amended by the Board, proposed by the Board ~~and submitted to the general meeting~~ for approval.	**Article 233**	the Articles shall be formulated, interpreted and amended by the Board, proposed by the Board and **come into force after approval by a special resolution at the general meeting**.

In case of any inconsistency between the Chinese version and English version, the Chinese version shall prevail.

COMPARISON TABLE OF AMENDMENTS TO THE RULES OF PROCEDURES FOR GENERAL MEETINGS OF CHINA ENERGY ENGINEERING CORPORATION LIMITED

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 1	These Rules are formulated in accordance with the *Company Law of the People's Republic of China* (hereinafter referred to as the "*Company Law*"), the *Securities Law of People's Republic of China,* ~~*Mandatory Provisions for the Articles of Association of Companies Listed Overseas,*~~ *Guidelines of the Articles of Association of Listed Companies*, *Rules of Procedures of the Shareholders' General Meeting of Listed Companies*, the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited*, the *Rules Governing the Listing of Stocks on Shanghai Stock Exchange* and other laws, regulations, normative documents and the Articles of Association of China Energy Engineering Corporation Limited (hereinafter referred to as the "Articles of Association"), in order to protect the legitimate rights of China Energy Engineering Corporation Limited (hereinafter referred to as the "Company"), its shareholders and creditors, to specify the responsibilities and authorities of the shareholders' general meetings, to ensure the proper, efficient and smooth operation of the shareholders' general meetings and to ensure the shareholders' general meeting to perform functions and powers under the laws.	Article 1	These Rules are formulated in accordance with the *Company Law of the People's Republic of China* (hereinafter referred to as the "*Company Law*"), the *Securities Law of People's Republic of China* **(hereinafter referred to as the "*Securities Law*")**, the *Guidelines of the Articles of Association of Listed Companies*, the *Rules of Procedures* ***for General Meeting*** *of Listed Companies*, the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited*, the *Rules Governing the Listing of Stocks on Shanghai Stock Exchange*, the *Constitution of the Communist Party of China* and other laws, regulations, normative documents and the Articles of Association of China Energy Engineering Corporation Limited (hereinafter referred to as the "Articles of Association"), in order to protect the legitimate rights of China Energy Engineering Corporation Limited (hereinafter referred to as the "Company"), its shareholders**, employees** and creditors, to specify the responsibilities and authorities of the **general meetings**, to ensure the proper, efficient and smooth operation of the **general meetings** and to ensure the **general meeting** to perform functions and powers under the laws.
Article 2	These Rules shall be applicable to the general meetings of the Company and are binding on the Company, its shareholders, proxies authorized by shareholders, directors, ~~supervisors,~~ senior management members and other relevant personnel attending the general meeting.	Article 2	These Rules shall be applicable to the **holding, proposals, notice and convening of general meetings** of the Company **and other matters, and** are binding on the Company, its shareholders, proxies authorized by shareholders, **directors, senior management members** and other relevant personnel attending the **general meeting**.
Article 3	A general meeting shall either be an annual general meeting or an extraordinary general meeting. General meetings shall be convened by the board of directors. Annual general meetings are held once every year within ~~six~~ months from the end of the preceding financial year. Extraordinary general meetings which are convened irregularly shall be convened within ~~2~~ months in case that the meeting shall be convened as required by the *Company Law* and Articles of Association.	Article 3	A **general meeting** shall either be an annual **general meeting** or an extraordinary **general meeting**. **General meetings** shall be convened by the board of directors. Annual **general meetings** are held once every year within **six** months from the end of the preceding financial year. Extraordinary **general meetings** which are convened irregularly shall be convened within **two** months in case that the meeting shall be convened as required by the *Company Law* and Articles of Association.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	Should the Company cannot convene a general meeting within the period mentioned in the preceding paragraph, it shall report to the securities regulatory authority and stock exchange(s) where the shares of the Company are listed, explain the reason and determining whether to publish announcements according to the requirements of the stock exchange(s).		Should the Company cannot convene a **general meeting** within the period mentioned in the preceding paragraph, it shall report to the securities regulatory authority and stock exchange(s) where the shares of the Company are listed, explain the reason and make an announcement.
Article 4	The Company shall convene general meetings, duly perform its duties and organize general meetings earnestly and timely in strict compliance with relevant requirements of the *Company Law* and other laws, regulations, the ~~listing~~ rules of the place where the shares of the Company are listed, the Articles of Association and these Rules, and shall ensure that shareholders can exercise their rights according to law. All the directors of the Company shall perform their due diligence obligations to ensure that the general meeting can be held due and its powers can be exercised in accordance with the laws.	Article 4	The Company shall convene **general meetings**, duly perform its duties and organize **general meetings** earnestly and timely in strict compliance with relevant requirements of the *Company Law* and other laws, regulations, the **securities regulatory** rules of the place where **the shares of the Company** are listed, the Articles of Association and these Rules, and shall ensure that shareholders can exercise their rights according to law. **The board of directors of the Company shall duly perform their duties and organize general meetings earnestly and timely.** All the directors of the Company shall perform their due diligence obligations to ensure that the **general meeting** can be held due and its powers can be exercised in accordance with the laws.
Article 5	The board of directors shall convene an extraordinary general meeting within ~~two~~ months from the occurrence of any one of the followings: (1) where the number of directors is less than the quorum stipulated in the *Company Law* or ~~two-thirds~~ of the number specified in ~~these~~ Articles; (2) where the unrecovered losses of the Company amount to ~~one-third~~ of its total share capital; (3) where shareholders who individually or jointly hold ~~10%~~ or more of the ~~shares~~ of the Company request for;	Article 5	The **board of directors** shall convene an extraordinary **general meeting** within **two months from the occurrence** of any one of the following circumstances: (1) where the number of directors is **less than** the quorum stipulated in the *Company Law* or **two-thirds** of the number specified in the **Articles of Association**; (2) where the unrecovered losses of the Company amount to **one-third** of its total share capital; (3) where shareholders who individually or jointly hold **more than ten percent** of the **voting shares** of the Company request for;

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	(4) whenever the board of directors deems necessary; (5) whenever ~~the board of supervisors~~ so requests; (6) other circumstances specified in laws, regulations, departmental regulations or ~~these~~ Articles. The calculation of shareholding percentage stipulated in above item (3) shall take the date when the shareholders request in writing as the calculation base date.		(4) whenever the board of directors deems necessary; (5) whenever **the audit and risk committee proposes to convene a meeting**; (6) other circumstances specified in laws, **administrative** regulations, departmental **rules** or **the Articles of Association**. The calculation of shareholding percentage stipulated in above item (3) shall take the date when the shareholders request in writing as the calculation base date.
Article 6	The Company shall, in connection with the convening of a general meeting, engage lawyers to issue legal opinions in respect of the following matters and make relevant announcements accordingly: (1) whether the procedures relating to the convening and the holding of such meeting comply with the laws, administrative regulations, these Rules and the Articles of Association; (2) the legality and validity of the qualifications of the attendees and the convener of the meeting; (3) the legality and validity of the voting procedures and voting results; (4) legal opinions issued on other related matters as requested by the Company.	Article 6	The Company shall, in connection with the convening of a **general meeting**, engage lawyers to issue legal opinions in respect of the following matters and make relevant announcements accordingly: (1) whether the procedures relating to the convening and the holding of such meeting comply with the laws, administrative regulations, these Rules and **the Articles of Association**; (2) the legality and validity of the qualifications of the attendees and the convener of the meeting; (3) the legality and validity of the voting procedures and voting results; (4) legal opinions issued on other related matters as requested by the Company.
Article 7	The office of the board of directors of the Company shall be responsible for the preparations and organizations of general meetings.	Article 7	The office of the board of directors of the Company shall be responsible for the preparations and organizations of **general meetings**.
Article 8	The board of directors shall convene general meetings within the time limit specified in Article 3 of these Rules.	Article 8	The board of directors shall convene **general meetings** within the time limit specified in Article 3 of these Rules.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 9	An extraordinary general meeting may be convened upon the proposal of independent non-executive director submitted to the board of directors in written form. The board of directors shall, in accordance with the laws, regulations, the ~~listing~~ rules of the place where the Company's shares are listed and the Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of the extraordinary general meeting within ~~ten~~ business days upon receipt of such proposal. If the board of directors agrees to convene an extraordinary general meeting, a notice of meeting shall be issued within ~~five~~ days after adopting the relevant resolution by the board of directors. If the board of directors does not agree to convene an extraordinary general meeting, reasons for such disagreement shall be given.	Article 9	**With the approval of a majority of all independent non-executive directors,** an extraordinary **general meeting** may be convened upon the proposal of independent non-executive director submitted to the board of directors in written form. The board of directors shall, in accordance with the laws, regulations, the **securities regulatory** rules of the place where the **Company's shares** are listed and the Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of the extraordinary **general meeting** within **ten** days upon receipt of such proposal. If the board of directors agrees to convene an extraordinary **general meeting**, a notice of the **general meeting** shall be issued within **five** days after adopting the relevant resolution by the board of directors. If the board of directors does not agree to convene an extraordinary **general meeting**, reasons for such disagreement shall be given **and an announcement shall be made**.
Article 10	An extraordinary general meeting may be convened upon the proposal of ~~the board of supervisors~~ submitted to the board of directors in written form. The board of directors shall, in accordance with the laws, regulations, the ~~listing~~ rules of the stock exchange(s) on which the shares of the Company are listed and the Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of the extraordinary general meeting within ~~ten~~ business days upon receipt of such proposal. If the board of directors agrees to convene an extraordinary general meeting, a notice of the meeting shall be issued within ~~five~~ days after adopting the relevant resolution by the board of directors. Any amendments to the original proposal in the notice are subject to approval of ~~the board of supervisors~~.	Article 10	An extraordinary **general meeting** may be convened upon the proposal of **the audit and risk committee** submitted to the board of directors in written form. The board of directors shall, in accordance with the laws, regulations, the **securities regulatory** rules of **place where the shares of the Company** are listed and the Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of the extraordinary **general meeting** within **ten** days upon receipt of such proposal. If the board of directors agrees to convene an extraordinary **general meeting**, a notice of the **general meeting** shall be issued within **five** days after adopting the relevant resolution by the board of directors. Any amendments to the original proposal in the notice are subject to approval of **the audit and risk committee**.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	If the board of directors does not agree to convene an extraordinary general meeting, or fails to furnish a written reply within ~~ten~~ days after receipt of the proposal, the Board is deemed to be unable or unwilling to perform the duty of convening a general meeting, in which case ~~the board of supervisors~~ may convene and preside over such meeting by itself.		If the board of directors does not agree to convene an extraordinary **general meeting**, or fails to furnish a written reply within **ten** days after receipt of the proposal, the Board is deemed to be unable or unwilling to perform the duty of convening a **general meeting**, in which case **the audit and risk committee** may convene and preside over such meeting by itself.
Article 11	When shareholders request for the convening of an extraordinary general meeting~~ or any class meeting~~, the following procedures shall be followed: (1) Shareholder(s) who individually or jointly hold ~~10%~~ or more ~~of the shares carrying the right to vote at the meeting~~ can request the board of directors to convene an extraordinary general meeting ~~or class meeting by signing one or several copies of written request(s) in the same form and content, and stating the motions proposed~~. ~~The amount of shares referred to above shall be calculated as at the date of making the request.~~ The board of directors shall, in accordance with the requirements of laws, regulations and the Articles, furnish a written feedback stating its agreement or disagreement to convene the extraordinary general meeting ~~or the class meeting~~ within ~~ten~~ days upon receipt of such request. If the board of directors agrees to convene the extraordinary general meeting ~~or the class meeting~~, a notice for convening the extraordinary general meeting ~~or the class meeting~~ shall be issued within ~~five~~ days upon adoption of the resolution by the board of directors. The consent of the relevant shareholder(s) shall be secured if any change is to be made in the notice to the original request.	Article 11	When shareholders request for the convening of an extraordinary **general meeting**, the following procedures shall be followed: (1) **A request to convene an extraordinary general meeting by** shareholder(s) who individually or **collectively** hold **ten percent** or more **of the shares of the Company shall be made in writing to the board of directors.** The board of directors shall, in accordance with the requirements of laws, regulations**, departmental rules, securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association**, furnish a written feedback stating its agreement or disagreement to convene the extraordinary **general meeting** within **ten** days upon receipt of such request. **(2)** If the board of directors agrees to convene the extraordinary **general meeting**, a notice for convening the **general meeting** shall be issued within **five** days upon adoption of the resolution by the board of directors. The consent of the relevant shareholder(s) shall be secured if any change is to be made in the notice to the original request.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	(2) If the board of directors does not agree to convene the extraordinary general meeting ~~or the class meeting~~ or fails to furnish a written feedback within ~~ten~~ days upon receipt of such request, shareholders individually or jointly holding ~~10%~~ or more of the shares carrying the right to vote at the meeting sought to be held shall be entitled to propose to the ~~board of supervisors~~ to convene an extraordinary general meeting ~~or class meeting~~, provided that such proposal shall be made in written form. (3) In the event that the ~~board of supervisors~~ agrees to convene an extraordinary general meeting ~~or class meeting~~, the notice of the meeting shall be issued within ~~five~~ days after receipt of the request. Any changes to the original request set out in the notice are subject to prior consent of the shareholders concerned. Failure of the ~~board of supervisors~~ to issue a notice of ~~meeting~~ within the prescribed time limit shall be deemed as failure of the ~~board of supervisors~~ to convene and preside over a general meeting, in which case shareholders individually or jointly holding ~~10%~~ or more of the Company's shares for ~~ninety~~ consecutive days or more may convene and preside over the meeting. ~~All reasonable expenses incurred for such meeting convened by the shareholders or the board of supervisors as a result of the failure of the board of directors to convene a meeting as required by the above request(s) shall be borne by the Company and be set off against sums owed by the Company to the defaulting directors.~~		**(3)** If the board of directors does not agree to convene the extraordinary **general meeting** or fails to furnish a written feedback within **ten** days upon receipt of such request, shareholders individually or collectively holding **more than ten percent of the voting shares of the Company** shall be entitled to propose to the **audit and risk committee** to convene an extraordinary **general meeting** in written form. **(4)** In the event that the **audit and risk committee** agrees to convene an extraordinary **general meeting**, the notice of the meeting shall be issued within **five** days after receipt of the request. Any changes to the original request set out in the notice are subject to prior consent of the shareholders concerned. Failure of the **audit and risk committee** to issue a notice of **general meeting** within the prescribed time limit shall be deemed as failure of the **audit and risk committee** to convene and preside over a **general meeting**, in which case shareholders individually or jointly holding **more than ten percent** of the shares of the Company for **ninety** consecutive days or more may convene and preside over the meeting.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 12	In the event that the ~~board of supervisors~~ or a shareholder decides to convene a general meeting on its/their own, it/they shall send out a written notice to the board of directors, and shall put on the records on ~~the local office of China Securities Regulatory Commission at the place where the Company is located and~~ the stock exchange(s) ~~where the Company's shares are listed~~. The shareholding of the convening shareholder(s) shall not be lower than ~~10%~~ prior to the announcement of the resolutions of the general meeting. The ~~board of supervisors~~ or the convening shareholder(s) shall submit relevant supporting materials to ~~the local office of China Securities Regulatory Commission at the place where the Company is located and~~ the stock exchange(s) upon the issuance of the notice of general meeting and the announcement of the resolutions of the general meeting.	Article 12	In the event that the **audit and risk committee** or a shareholder decides to convene a **general meeting** on its/their own, it/they shall send out a written notice to the board of directors, **and shall put on the records on the stock exchange(s).** The shareholding of the convening shareholder(s) shall not be lower than **ten percent** prior to the announcement of the resolutions of the **general meeting.** The **audit and risk committee** or the convening shareholder(s) shall submit relevant supporting materials to the stock exchange(s) upon the issuance of the notice of **general meeting** and the announcement of the resolutions of the **general meeting**.
Article 13	The board of directors and the secretary of the board shall cooperate with the ~~board of supervisors~~ or the shareholders in convening a general meeting on its/their own. The board of directors shall provide the register of shareholders as at the record date. If the board of directors fails to provide the register of shareholders, the convener may apply to the securities registration and settlement institution for access to the register by presenting the relevant notice of convening the general meeting. The register of shareholders obtained by the convener shall not be used for any purpose other than convening the general meeting.	Article 13	The board of directors and the secretary of the board shall cooperate with the **audit and risk committee** or the shareholders in convening a **general meeting** on its/their own. The board of directors shall provide the register of shareholders as at the record date. If the board of directors fails to provide the register of shareholders, the convener may apply to the securities registration and settlement institution for access to the register by presenting the relevant notice of convening the **general meeting**. The register of shareholders obtained by the convener shall not be used for any purpose other than convening the **general meeting**. **If the audit and risk committee or the shareholders convene a general meeting on its/their own discretion, the Company shall bear the expenses necessary for the meeting.**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 14	A general meeting shall be ~~convened and~~ presided over by the chairman of the board of directors; where the chairman of the board of directors ~~fails to attend the meeting~~, vice chairman of the board of directors shall ~~convene and~~ preside over ~~the meeting~~; where ~~both of chairman and~~ vice chairman of the board of directors ~~fail to attend the meeting~~, one director of the Company elected by ~~more than~~ one half of the directors shall ~~convene and~~ preside over the meeting ~~on their behalf; where the board of directors fails to designate the director to preside over the meeting, one person shall be elected by the shareholders present to preside over the meeting; where the shareholders fail to elect such person, the shareholder (including the proxy) who holds the shares carrying the most voting rights shall preside over the meeting~~.	Article 14	**A general meeting** shall be **presided over by the chairman of the board of directors; where the chairman of the board of directors is unable to or fails to perform the duties, the** vice chairman of the board of directors shall **preside over** the meeting; where the vice chairman of the board of directors **is unable to or fails to perform the duties**, **one director of the Company elected** by **more than a half of the directors shall preside over the meeting.**
Article 15	The ~~proposal~~ shall carry specific subjects and matters to be resolved within the scope of authorization of the general meeting and in compliance with relevant requirements of the laws, administrative regulations, ~~listing~~ rules of the place where the shares of the Company are listed and the Articles of Association.	Article 15	The **proposal** shall carry specific subjects and matters to be resolved within the scope of authorization of the **general meeting** and in compliance with relevant requirements of the laws, administrative regulations, **securities regulatory** rules of the place where **the shares of the Company** are listed and the Articles of Association.
Article 16	At a general meeting of the Company, the board of directors, ~~board of supervisors, two or more independent non-executive directors~~ and shareholders individually or collectively holding ~~3%~~ or more of the total shares of the Company are entitled to ~~propose proposals~~ to the Company. Shareholders individually or collectively holding more than ~~3%~~ of the shares of the Company may submit any extraordinary ~~proposals~~ in writing to the convener of the meeting within ~~ten~~ days prior to the date of the general meeting. The convener shall issue a supplemental notice of general meeting ~~containing the details~~ of such extraordinary proposals within ~~two~~ days upon the receipt of the ~~proposals~~. Where the convener decides not to include such ~~proposal~~ into the agenda of the general meeting, he/she shall give reasons and explain at the general meeting.	Article 16	At a **general meeting** of the Company, the board of directors, **the audit and risk committee** and shareholders individually or collectively holding **one percent** or more of the total shares of the Company are entitled to **submit proposals** to the Company. Shareholders individually or collectively holding more than **one percent** of the shares of the Company may submit any extraordinary **proposals** in writing to the convener of the meeting within **ten** days prior to the date of the general meeting. The convener shall issue a supplemental notice of **general meeting** within **two** days upon the receipt of the **proposals, announcing the content of the temporary proposals, and shall submit the temporary proposals to the general meeting for consideration. However, temporary proposals that violate laws, administrative**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	Save for provided above, the convener shall not amend the ~~proposal~~ stated in, or include any new ~~proposals~~ to, the notice of general meeting after the issue of the notice of general meeting. The general meeting shall not vote for and resolve ~~proposals~~ not set out in the notice of general meeting or not in compliance with the requirements of these Rules.		**regulations or the provisions of the Articles of Association or are not within the functions and powers of the general meeting are excluded**. Where the convener decides not to include such **proposal** into the agenda of the **general meeting**, he/she shall give reasons and explain at the **general meeting**. **The Company shall not raise up the shareholding percentage of shareholders who propose the temporary proposals.** Save for provided above, the convener shall not amend the **proposal** stated in, or include any new **proposals** to, the notice of **general meeting** after the issue of the notice of **general meeting**. The **general meeting** shall not vote for and resolve **proposals** not set out in the notice of **general meeting** or not in compliance with the requirements of these Rules.
Article 17	Written notices of the annual general meeting and extraordinary general meeting convened by the Company shall be dispatched within the time specified for convening the annual general meeting and extraordinary general meeting in accordance with the Articles of Association. Where laws, administrative regulations and the ~~listing~~ rules of the place where the shares of the Company are listed provide otherwise, such provisions shall prevail. ~~Shareholders intending to attend the general meeting shall submit their reply in writing for attendance to the Company within the time specified in the notice of meeting.~~ ~~The notice of a general meeting shall be delivered to shareholders (regardless of their voting rights at the general meeting) via any means permitted by the stock exchange(s) of the place where the shares of the Company are listed, including but not limited to postal mail, email, fax, announcement, or publication on the websites of the Company and/or the stock exchange(s) of the place where the shares of the Company are listed. For notice delivers via postal mail, the recipient's address shall be the one recorded in the register of members.~~	Article 17	Written notices of the annual **general meeting** and extraordinary **general meeting** convened by the Company shall be dispatched **to shareholders (regardless of their voting rights at the general meeting) by means of announcement** within the time specified for convening the annual **general meeting** and extraordinary **general meeting** in accordance with the **Articles of Association**. Where laws, administrative regulations and the **securities regulatory** rules of the place where the **shares** of the Company are listed provide otherwise, such provisions shall prevail.

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Article 18	The extraordinary general meeting shall not decide on matters not specified in the notice.	–	**Deleted**
Article 19	The notice of a general meeting shall meet the following criteria: (1) ~~it shall~~ be made in writing; (2) ~~it shall~~ specify the venue~~, date~~ and time of the meeting; (3) ~~it shall~~ set out the matters to be considered at the meeting; ~~(4) it shall provide shareholders with such information and explanation as necessary for them to make informed decisions on the matters to be considered. This principle includes (but not limited to) where a proposal is made to merge the Company with another, to repurchase shares, to restructure the share capital, or to reorganize the Company in any other way, the terms of the proposed transaction shall be provided in detail together with copies of the proposed agreement, if any, and the cause and effect of the such proposal shall be fully explained;~~ ~~(5) it shall disclose the nature and degree of the material interest of any director, supervisor, general manager and other senior management members in the matters to be considered. In case that the impact of the matters to be considered on such director, supervisor, general manager and other senior management members as a shareholder is different from that on other holders of the same class of shares, the difference shall be explained;~~ ~~(6) it shall set out the full text of any special resolution to be proposed at the meeting;~~	**Article 18**	The notice of a **general meeting** shall **include** the **following contents**: (1) be made in writing**;** **(2) specify the time, venue, and duration of the meeting;** (3) **set out the matters and proposals to be submitted at the meeting for consideration;** **(4)** state clearly in written form that all shareholders are entitled to attend **the general meeting** and may appoint a proxy in writing to attend and vote at the meeting. Such proxy need not be a shareholder of the Company; (5) set out the record date of shareholders who are entitled to attend the **general meeting**; (6) contain the name and telephone number of the regular contact person for the meeting; (7) **state the timing and procedure of voting via the Internet or other means.**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	(~~7~~) ~~it shall~~ contain a prominent written statement that all shareholders are entitled to attend the general meeting and may appoint proxy(ies) in writing to attend the meeting and vote on his/her behalf and that a proxy need not be a shareholder; (~~8~~) ~~it shall specify the delivery time and place of the authorization letter for proxy voting of the meeting;~~ (~~9~~) ~~it shall~~ set out the record date of shareholders who are entitled to attend the general meeting; (10) ~~it shall~~ contain the name and telephone number of the regular contact person for the meeting.		
Article 20	The notice of general meeting and its supplementary notice shall fully and completely disclose the details of all proposals, and all information or interpretation required for making reasonable judgments for matters to be discussed by shareholders. ~~In the event that independent non-executive directors are required to express their opinions on the matters to be discussed at the general meeting, a notice of general meeting or a supplementary notice shall, when given, also disclose the opinions and reasons of the independent non-executive directors.~~	**Article 19**	The notice of **general meeting** and its supplementary notice shall fully and completely disclose the details of all proposals, and all information or interpretation required for making reasonable judgments for matters to be discussed by shareholders.
Article 21	Where the elections of director ~~and supervisor~~ will be discussed at the general meeting, the notices of the general meeting shall contain the details of the candidates of directors ~~and supervisors~~ and other information required by the ~~listing~~ rules of the place where the Company's shares are listed, including the following particulars: (1) personal particulars such as education background, working experience and any part-time positions; (2) whether there is any related relationship with the Company or the controlling shareholders and de facto controller of the Company; (3) ~~disclosing~~ their shareholding in the Company;	**Article 20**	Where the **elections of director** will be discussed at the **general meeting**, the notices of the **general meeting** shall contain the details of **the candidates of directors** and other information required by the **securities regulatory** rules of the place where **the Company's shares** are listed, including the following particulars: (1) personal particulars such as education background, working experience and any part-time positions; (2) whether there is any related relationship with the Company or the controlling shareholders and de facto controller of the Company; (3) their shareholding in the Company;

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	(4) whether there are any penalties or punishments imposed by the securities regulatory authorities and other related authorities or stock exchanges. Except for the election of directors ~~and supervisors~~ via cumulative voting system, the election of each director ~~and supervisor~~ shall be voted upon by way of a separate proposal		(4) whether there are any penalties or punishments imposed by the securities regulatory authorities and other related authorities or stock exchanges. Except for the election of **directors** via cumulative voting system, the election of each **director** shall be voted upon by way of a separate proposal.
Article 22	For the purposes of convening general meetings, the board of directors or the conveners of a general meeting shall fix a record date for such confirmation of the title to the shares (the Record Date). ~~Upon the expiry of such~~ record date (the Record Date), ~~the shareholders registered on the register of shareholders shall be the Company's~~ shareholders. The interval between the shareholding record date of a general meeting and the date of the meeting shall not be more than ~~7~~ working days. The shareholding record date shall not be changed once confirmed. ~~Where laws, regulations and the regulatory authority of the place where the shares of the Company are listed stipulate on the period of closure of the register of members prior to the convening of a general meeting or the record date of the Company for determination of dividend distribution, such provisions shall prevail.~~	**Article 21**	For the purposes of convening **general meetings**, the board of directors or the conveners of a **general meeting** shall fix a record date for such confirmation of the title to the shares (the Record Date). Shareholders **registered on the register of members upon the close of business on the** record date (the Record Date) **are entitled to attend the general meeting.** The interval between the shareholding record date of a general meeting and the date of the meeting shall not be more than **seven** working days. The shareholding record date shall not be changed once confirmed.
Article 24	After sending the notice of general meeting, the meeting shall not be postponed or cancelled without justifiable reason, and the proposals specified in the notice of the meeting shall not be cancelled. In case of any postponement or cancellation, the person(s) convening the meeting shall make a public announcement and explain the reasons at least ~~2~~ working days before the scheduled date of the meeting. Where the ~~listing~~ rules of the place(s) where the shares of the Company are listed stipulated otherwise on this matter, such provisions shall apply.	**Article 23**	After sending the notice of **general meeting**, the **general meeting** shall not be postponed or cancelled without justifiable reason, and the proposals specified in the notice of the **general meeting** shall not be cancelled. In case of any postponement or cancellation, the person(s) convening the meeting shall make a public announcement and explain the reasons at least **two** working days before the scheduled date of the meeting. Where the **securities regulatory** rules of the place(s) where the shares of the Company are listed stipulated otherwise on this matter, such provisions shall apply.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 25	The location for holding a general meeting of the Company shall be the domicile of the Company in general or other specific place notified by the conveners of the general meeting. A venue shall be set aside for the convening of a physical general meeting. The Company will also enable shareholders to have access to the general meeting by other means as permitted by the ~~listing~~ rules of the place where the shares of the Company are listed. The shareholders that have participated in the meeting through access of any aforesaid means shall be deemed as having attended the meeting. Voting online and by other means shall not be earlier than 3:00 p.m. of a day before the general meeting and shall not be later than 9:30 a.m. of the day on which the on-site general meeting is convened, and end no earlier than 3:00 p.m. of the day on which the on-site general meeting ends.	**Article 24**	The location for holding a **general meeting** of the Company shall be the domicile of the Company in general or other specific place notified by the conveners of the **general meeting**. A venue shall be set aside for the convening of a physical **general meeting**. **Additionally, the Company may simultaneously conduct the meeting via electronic communication methods.** The Company will also enable shareholders to have access to the **general meeting** by **internet access and** other means as permitted by the **securities regulatory** rules of the place where the shares of the Company are listed. The shareholders that have participated in the **general meeting** through access of any aforesaid means shall be deemed as having attended the **general meeting**.
Article 26	~~Where a general meeting adopts other methods,~~ the notice of the general meeting shall clearly specify the voting time and procedures for such other methods.	**Article 25**	**The Company** shall clearly specify the voting time and procedures for **online or** other methods in the notice of the **general meeting**. Voting online and by other means shall not be earlier than 3:00 p.m. of a day before the **general meeting** and shall not be later than 9:30 a.m. of the day on which the on-site **general meeting** is convened, and end no earlier than 3:00 p.m. of the day on which the on-site **general meeting** ends.
Article 27	The board and other conveners shall take necessary measures to ensure the order of the general meeting. They shall take measures to stop the acts that disrupt the meeting, cause disturbances, or infringe upon the lawful rights and interests of the shareholders, and report to the relevant department forthwith for investigation and handling.	**Article 26**	The board and other conveners shall take necessary measures to ensure the order of the **general meeting**. They shall take measures to stop the acts that disrupt the **general meeting**, cause disturbances, or infringe upon the lawful rights and interests of the shareholders, and report to the relevant department forthwith for investigation and handling.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 28	All shareholders registered on the register of members as at the record date or their proxies shall be entitled to attend the general meetings and exercise their voting rights in accordance with relevant laws, regulations, regulatory documents, the ~~listing~~ rules of the listing place and the Articles of Association. Any shareholder entitled to attend and vote at a general meeting shall be entitled to appoint one ~~or more~~ person~~s~~ (whether a shareholder or not) as his/her proxy to attend and vote on his/her behalf. ~~According to the appointment of the shareholder, a proxy so appointed shall:~~ ~~(1) have the same right as the shareholder to speak at the meeting;~~ ~~(2) have right to individually or jointly in demanding a poll;~~ ~~(3) have the right to vote by hand or on a poll, but when more than one proxy has been appointed, the proxies only have the right to vote on a poll.~~ If the shareholder is an authorized clearing house or its agent as defined in ~~the Securities and Futures (Clearing Houses) Ordinance of Hong Kong (Chapter 420 of the Laws of Hong Kong)~~, such shareholder is entitled to appoint ~~1~~ or more persons as his/her proxy at any general meetings~~ or any class meeting~~. If more than ~~1~~ person is appointed as proxy, the proxy forms shall state clearly the number of shares and the class of shares represented by each of the proxies. The proxy appointed may represent the authorized clearing house or its agent to exercise its rights as if such person is an individual shareholder of the Company.	**Article 27**	All shareholders registered on the register of members as at the record date or their proxies shall be entitled to attend the **general meetings, and neither the Company nor the conveners may refuse their attendances for any reason. Shareholders shall** exercise their voting rights in accordance with relevant laws, regulations, regulatory documents, the **securities regulatory** rules of **the place where the shares of the Company are listed** and the Articles of Association. **Shareholder may attend the general meeting in person and exercise his/her voting rights, or appoint a proxy to attend on his/her behalf and exercise voting rights within the scope of the authorization.** Any shareholder entitled to attend and vote at a general meeting shall be entitled to appoint **one person** (whether a shareholder or not) as his/her proxy to attend and vote on his/her behalf. If the shareholder is an authorized clearing house or its agent as defined in **relevant laws, regulations, and securities regulatory rules of the place where the shares of the Company are listed**, such shareholder is entitled to appoint **one** or more persons as his/her proxy at any **general meetings**. If more than **one** person is appointed as proxy, the proxy forms shall state clearly the number of shares and the class of shares represented by each of the proxies. The proxy appointed may represent the authorized clearing house or its agent to exercise its rights as if such person is an individual shareholder of the Company.
Article 29	~~If an individual shareholder attends the meeting in person, he/she~~ shall present his/her personal identification card or other valid documents or certificates proving his/her identity ~~and stock account card~~. If a proxy is appointed to attend the meeting, the proxy shall produce his/her own identification document and the proxy form.	**Article 28**	**Shareholder** shall present his/her personal identification card or other valid documents or certificates proving his/her identity. If a proxy is appointed to attend the meeting, the proxy shall produce his/her own identification document and the proxy form **by the shareholder**.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	A corporate shareholder shall attend the meeting through its legal representative or the proxy authorized by the legal representative. If a legal representative attends the meeting, he/she shall produce his/her own identification document and valid documents showing that he/she qualifies to serve as the legal representative. If a proxy attends the meeting, he/she shall produce his/her own identification document and proxy form granted by the legal representative of corporate shareholder according to laws.		A corporate shareholder shall attend the meeting through its legal representative or the proxy authorized by the legal representative. If a legal representative attends the meeting, he/she shall produce his/her own identification document and valid documents showing that he/she qualifies to serve as the legal representative. If a proxy attends the meeting, he/she shall produce his/her own identification document and **written** proxy form granted by the legal representative of corporate shareholder according to laws.
Article 30	Shareholders shall appoint a proxy by written instrument which is signed by the appointer or his/her agent so authorized in writing, or if the appointer is a legal person, sealed by the stamp of the legal person or signed by its director or agent so officially authorized. Such instrument issued by a shareholder to appoint another person to attend the general meeting shall state clearly the following: (1) the name of the appointer~~ and the name of the proxy~~; (2) ~~the number of shares represented by the proxy or, in case that more than one proxy are appointed, the instruments shall state clearly the number of shares represented by each of the proxies;~~ ~~(3) whether the proxy has voting rights;~~ (4) the instructions on whether to vote for or against or abstain from voting on each matter included in the agenda of the general meeting; ~~(5) whether the proxy has voting rights in respect of the temporary proposal as might be included in the agenda of the general meeting, and, if yes, the instructions on how to exercise the voting rights;~~ (6) the date of issue and effective period of the letter of proxy;	**Article 29**	Shareholders shall appoint a proxy by written instrument which is signed by the appointer or his/her agent so authorized in writing, or if the appointer is a legal person, sealed by the stamp of the legal person or signed by its director or agent so officially authorized. Such instrument issued by a shareholder to appoint another person to attend the **general meeting** shall state clearly the following: (1) the name of the appointer**, and the class and number of shares of the Company held by him/her**; (2) **the name of the proxy**; (3) **specific instructions from shareholders, including** the instructions on whether to vote for or against or abstain from voting on each matter included in the agenda of the **general meeting**; (4) the date of issue and effective period of the letter of proxy; (5) **signature (or seal) of the appointer.** **Such letter of proxy shall contain a statement that in the absence of instructions by the shareholder, whether the proxy of such shareholder may vote at his/her own will.**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 31	The letter of proxy ~~appointing a voting proxy shall be placed at the domicile of the Company or at such other place as specified in the notice of the meeting within 24 hours prior to the meeting at which the proxy is authorised to vote or within 24 hours prior to the specified time for the voting.~~ Where the letter of proxy is signed by another person authorised by the appointer, the letter of proxy or other authorization document shall be notarised. The notarisedletter of proxy or other authorization document shall be placed together with the letter of proxy appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting. Where the appointer is a legal person, its legal representative or the person authorised by resolution of its board of directors or other decision-making body shall be entitled to attend the Company's general meeting as the representative of such legal person.	**Article 30**	Where the letter of proxy is signed by another person authorised by the appointer, the authorised letter of proxy or other authorization document shall be notarised. **Without violation of relevant laws and regulations and the regulatory rules of the place where the shares of the Company are listed,** the notarised letter of proxy or other authorization document, along with the proxy form appointing the voting proxy, shall be made available at the domicile of the Company or at any other place as specified in the notice of the meeting**, either prior to the relevant meeting or within the timeframe designated by the Company.** Where the appointer is a legal person, its legal representative or the person authorised by resolution of its board of directors or other decision-making body shall be entitled to attend the Company's **general meeting** as the representative of such legal person.
Article 32	Any format of letter of proxy issued by the board of directors of the Company to the shareholders for the appointment of proxies shall give the shareholders free choice to instruct their proxies to vote in favor, against or abstain from voting, and to give separate instructions on each matter to be voted at the meeting. The letter of proxy shall state whether the proxy may vote at his/her discretion if the appointer does not give any instruction.	–	**Deleted**
Article 33	Where the appointer has deceased, incapacitated to act, withdrawn the appointment or the power of attorney, or where the relevant shares have been transferred prior to the voting, a vote given in accordance with the letter of authorization shall remain valid provided that no written notice of such event has been received by the Company prior to the commencement of the relevant meeting.	–	**Deleted**
Article 36	~~When a shareholder's meeting is held, all the directors, supervisors and secretary of the board of directors should attend the meeting. The senior management personnel should be present at the meeting.~~	**Article 33**	**If the general meeting requires directors and senior management to present as non-voting attendees, they shall present and respond to shareholders' inquiries.**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 37	The ~~chairman of the board of supervisors~~ shall preside over the general meetings convened by ~~the board of supervisors~~ on their own discretion. In the event that ~~the chairman of the board of supervisors~~ is unable to or fails to fulfill his/her duties, ~~a supervisor~~ jointly nominated by ~~not less than half of the supervisors~~ shall preside over the meeting. For the general meeting convened by shareholders, the conveners shall nominate a representative to preside over the meeting. ~~In the event that the chairman of the meeting violates the rules of procedures which results in the general meeting being unable to continue, upon approval by the shareholders representing not less than half of the voting rights present at the meeting, a person may be elected to preside over the general meeting and the meeting shall continue. If, for any reason, the shareholders are unable to elect someone to be the chairman, the attending shareholder (or his/her proxy) who holds the most voting shares shall preside over the meeting.~~	Article 34	The general meeting convened by **the audit and risk committee** shall be chaired by **the convener of the audit and risk committee**. In the event that **the convener of the audit and risk committee** is unable to or fails to fulfill **his/her** duties, **a member of the audit and risk committee** jointly nominated by **a majority of members of the audit and risk committee** shall preside over the meeting. For the **general meeting** convened by shareholders, the conveners **or their nominated** representative shall preside over the meeting.
Article 38	At the annual general meeting, the board of directors ~~and the board of supervisors~~ shall report to the general meeting for their work over the previous year, and each of the independent directors shall also submit his/her work report.	**Article 35**	At the annual **general meeting, the board of directors** shall report to the **general meeting** for their work over the previous year, and each of the independent **non-executive** directors shall also submit his/her work report.
Article 39	The directors~~, supervisors~~ and senior management shall provide explanations in response to the queries and suggestions made by shareholders at a general meeting.	**Article 36**	**The director and senior management** shall provide explanations in response to the queries and suggestions made by shareholders at a **general meeting**.
Article 41	The resolutions of the general meeting shall be classified as ordinary resolutions and special resolutions. Ordinary resolutions put forward at the general meeting shall be adopted by ~~not less than 1/2~~ of shareholders (including their proxies) with voting rights attending the meeting.	**Article 38**	The resolutions of the **general meeting** shall be classified as ordinary resolutions and special resolutions. Ordinary resolutions put forward at the **general meeting** shall be adopted by **a majority** of shareholders (including their proxies) with voting rights attending the **general meeting**.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	Special resolutions put forward at the general meeting shall be adopted by ~~not less than 2/3~~ of the shareholders (including their proxies) with voting rights attending the meeting.		Special resolutions put forward at the **general meeting** shall be adopted by **more than two-thirds** of the shareholders (including their proxies) with voting rights attending the **general meeting**.
Article 42	A shareholder (including proxy), when voting at a general meeting, may exercise voting rights in accordance with the number of shares carrying the right to vote. Each share shall have one vote. ~~The shares of the Company held by itself shall have no voting rights, and shall be excluded from the total number of voting votes at general meeting.~~ ~~The board of directors, the independent non-executive directors and qualified shareholders have the right to solicit voting rights from shareholders.~~ Where any shareholder is required to abstain from voting on any particular resolution or restricted to vote only for or only against any particular resolution according the applicable laws and regulations and the ~~listing rules of the stock exchange(s) on which~~ the shares of the Company are listed, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.	**Article 39**	A shareholder (including proxy), when voting at a **general meeting**, may exercise voting rights in accordance with the number of shares carrying the right to vote. Each share shall have one vote. Where any shareholder is required to abstain from voting on any particular resolution or restricted to vote only for or only against any particular resolution according the applicable laws and regulations and the **securities regulatory rules of the place where** the shares of the Company are listed, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.
Article 43	The general meeting shall adopt voting by way of poll or any other methods required by the ~~listing rules of the stock exchange on which the shares of the company are listed.~~	**Article 40**	The **general meeting** shall adopt voting by way of poll or any other methods required by the **stock exchange(s)**.
Article 44	A poll demanded on matters such as the election of chairman of the meeting or the adjournment of the meeting shall be taken forthwith. A poll demanded on other matters shall be taken at such time as the chairman may decide, and the meeting may proceed to discuss other matters, while the results of the poll shall still be deemed to be a resolution of that meeting.	–	**Deleted**
Article 45	In case of voting by poll, shareholders (including their proxies) with two or more votes need not cast all their votes as affirmative or negative.	–	**Deleted**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 46	In the case there is an equality of votes, whether the vote is taken by a show of hands or by poll, the chairman of the meeting is entitled to a casting vote.	–	**Deleted**
Article 47	~~The chairman shall, based on the voting results, determine whether a resolution is passed. His/her decision is final and conclusive and shall be announced at the meeting and recorded in the minutes.~~ When a related party transaction is being considered at a general meeting, ~~the related shareholders shall abstain from voting and~~ the number of voting shares represented by ~~them shall be excluded from the total number of effective votes according to the listing rules of the place(s) where the shares of the Company are listed~~. The announcement of the resolutions of the general meeting shall fully disclose the results of the non-related shareholders' voting.	**Article 41**	When a related party transaction is being considered at a **general meeting**, **the related shareholders shall abstain from voting and** the number of voting shares represented by **them shall not be counted in the total number of shares with voting rights present at the general meeting**. The announcement of the resolutions of the **general meeting** shall fully disclose the results of the non-related shareholders' voting.
Article 48	When material issues affecting the interests of minority investors are being considered at the general meeting, the votes of minority investors shall be counted separately. The separate counting results shall be promptly and publicly disclosed. The board of directors, independent non-executive directors and shareholders holding more than one percent of the voting shares of the Company or investor protection organizations established in accordance with laws, administrative regulations or the provisions of ~~the securities regulatory authorities of the State Council may act as the soliciting party, either on their own or by commissioning securities companies and securities service agencies, to publicly request shareholders of the Company to appoint them to attend general meetings on their behalf, and exercise shareholders' rights such as proposal rights and voting rights~~. Information including the specific voting intention shall be fully disclosed to the shareholders from whom voting rights are being solicited. Consideration, whether direct or indirect for soliciting shareholders' voting rights is prohibited. The Company shall not impose any minimum shareholding limitation for soliciting voting rights.	**Article 42**	When material issues affecting the interests of minority investors are being considered at the **general meeting**, the votes of minority investors shall be counted separately. The separate counting results shall be promptly and publicly disclosed. **The share held by the Company itself shall not carry any voting right, and such shares shall not be counted in the total number of shares with voting rights present at the general meeting.** **Where a shareholder purchasing the shares with voting rights of the Company violates item 1 or 2 of Article 63 of the *Securities Law*, the voting rights of the shares that exceed the prescribed proportion shall not be exercised within thirty-six months after purchasing such shares, and such shares shall not be counted in the total number of shares with voting rights present at the general meeting.** The board of directors, independent non-executive directors and shareholders holding more than one percent of the voting shares of the Company or investor protection organizations established in accordance with laws, administrative

No. of original articles	Content of original article	No. of amended articles	Content of amended article
			regulations or the provisions of t**he CSRC, may publicly solicit voting rights from shareholders**. Information including the specific voting intention shall be fully disclosed to the shareholders from whom voting rights are being solicited. Consideration, whether direct or indirect for soliciting shareholders' voting rights is prohibited. The Company shall not impose any minimum shareholding limitation for soliciting voting rights.
Article 49	When election of the directors ~~and supervisors~~ is voted at the general meeting, in accordance with the provisions of the Articles or the resolution of the general meeting, if a single shareholder and its persons acting in concert are interested in ~~30% or~~ more of the shares of the Company and the general meeting plans to elect more than two directors ~~or supervisors~~, the cumulative voting system is required. In addition to the cumulative voting system, the general meeting shall vote on all ~~resolutions~~ individually. If there are various ~~resolutions~~ for a single matter, they shall be voted in the chronological order of the ~~proposals~~ being proposed. Except under special circumstance such as force majeure leading to the suspension of or inability to adopt resolutions at a general meeting, no ~~resolution~~ shall be set aside or left undecided at the general meeting.	**Article 43**	When election of the **directors** is voted at **the general meeting**, in accordance with the provisions of the Articles of Association or the resolution of **the general meeting**, if a single shareholder and its persons acting in concert are interested in **thirty percent** or more of the shares of the Company **or the general meeting** plans to elect more than two **independent non-executive directors**, the cumulative voting system is required. In addition to the cumulative voting system, **the general meeting** shall vote on all **proposals** individually. If there are various **proposals** for a single matter, they shall be voted in the chronological order of the **proposals** being proposed. Except under special circumstance such as force majeure leading to the suspension of or inability to adopt resolutions at **a general meeting**, no **proposal** shall be set aside or left undecided at **the general meeting**.
Article 50	When a ~~resolution motion~~ is being considered at the general meeting, no change shall be made to the ~~resolution~~, or the relevant change shall otherwise be deemed as a new ~~resolution~~ which may not be voted at such general meeting.	**Article 44**	When a **proposal** is being considered at **the general meeting**, no change shall be made to the **proposal**, or the relevant change shall otherwise be deemed as a new **proposal** which may not be voted at such **general meeting**.
Article 51	The voting right of the same shares shall be exercised only either by on-site voting or other means of voting. In case of multiple voting by the same shares, only the first vote will be deemed as valid.	**Article 45**	The voting right of the same shares shall be exercised only either by on-site voting**, online voting** or other means of voting. In case of multiple voting by the same shares, only the first vote will be deemed as valid.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 52	Shareholders present at the general meeting shall express their opinions on the ~~resolutions~~ put forward for voting in one of the following options: for, against, or abstain. Ballot papers that are left in blank, unduly completed or illegible or that have not been used are deemed as abstained from voting by the voters, and the voting results corresponding to the shares in their possession shall be treated as "Abstain".	**Article 46**	Shareholders present at **the general meeting** shall express their opinions on the **proposals** put forward for voting in one of the following options: for, against, or abstain. **There may be the exception of securities registration and settlement agents who, as the nominal holders of the shares under Mainland-Hong Kong Stock Connect, shall make declaration in accordance with the instructions of the de facto holders of the shares.** Ballot papers that are left in blank, unduly completed or illegible or that have not been used are deemed as abstained from voting by the voters, and the voting results corresponding to the shares in their possession shall be treated as "Abstain".
Article 53	Before a ~~resolution~~ is voted on at a general meeting, two representatives of the shareholders shall be elected as vote counters and scrutinisers. Any shareholder ~~with an interest in~~ the matter to be considered shall not participate in vote counting or scrutinising. When the shareholders are voting on the ~~resolutions,~~ lawyers, shareholders' representatives, auditors, H-Share registrar or external accountants qualified to serve as auditors~~, and supervisors of the Company~~ shall jointly count and scrutinize the votes. Voting result shall be announced forthwith by the chairman of the meeting, and shall be recorded in the minutes of meeting. Shareholders of the ~~listed~~ company or their proxies who cast their votes through other voting methods shall have the right to inspect their own voting results through a corresponding voting system.	**Article 47**	Before a **proposal** is voted on at **a general meeting**, two representatives of the shareholders shall be elected as vote counters and scrutinisers. Any shareholder **who is related to** the matter to be considered shall not participate in vote counting or scrutinising. When **the proposals are voted on at the general meeting**, lawyers, shareholders' representatives, auditors, H-Share registrar or **external accountants** qualified to serve as auditors **shall jointly count and scrutinize the votes**. Voting result shall be announced forthwith by the chairman of the meeting, and shall be recorded in the minutes of meeting. Shareholders of the Company or their proxies who cast their votes through **online voting or** other voting methods shall have the right to inspect their own voting results through a corresponding voting system **in accordance with relevant requirements of securities regulatory rules of the place where the shares of the Company are listed**.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 54	An on-site general meeting shall not end earlier than the one held on the Internet or by other methods. The chairman of the meeting shall announce details and results of the voting on each ~~proposal~~, and announce whether a ~~proposal~~ is passed according to the voting results. Before the formal announcement of voting results, the companies, vote counters, vote scrutineers, ~~major~~ shareholders and other related parties involved in the on-site general meeting and other voting methods shall be under a confidentiality obligation relating to the details of the voting.	**Article 48**	An on-site **general meeting** shall not end earlier than the one held on the Internet or by other methods. The chairman of the meeting shall announce details and results of the voting on each **proposal**, and announce whether a **proposal** is passed according to the voting results. Before the formal announcement of voting results, the companies, vote counters, vote scrutineers, **shareholders, network service providers** and other related parties involved in the on-site **general meeting** and other voting methods shall be under a confidentiality obligation relating to the details of the voting.
Article 56	If the general meeting conducts a counting of votes, the result of the counting shall be recorded in the minutes of the meeting.	**Article 50**	If **the general meeting** conducts a counting of votes, the result of the counting shall be recorded in the minutes of the meeting.
Article 57	The secretary to the board of directors shall be responsible for the meeting minutes of general meeting. The meeting minutes shall contain the following contents: (1) the time, venue of and the agenda for the meeting, and the name of the convener; (2) names of the chairperson of the meeting and the directors~~, supervisors, secretary to the board of directors, general managers and other~~ senior management members ~~attending or~~ present at the meeting; (3) the number of shareholders and proxies present at the meeting, the total number of voting shares held and their respective proportions in the total number of shares of the Company; (4) the consideration process, summaries of speeches and voting result for each proposal; (5) the inquiries or suggestions of the shareholders and the corresponding answers or explanations; (6) names of the legal counsel, vote-counter and scrutineer;	**Article 51**	The secretary to the board of directors shall be responsible for the meeting minutes of **general meeting**. The meeting minutes shall contain the following contents: (1) the time, venue of and the agenda for the meeting, and the name of the convener; (2) names of the chairperson of the meeting and the directors and senior management members present at the meeting; (3) the number of shareholders and proxies present at the meeting, the total number of voting shares held and their respective proportions in the total number of shares of the Company; (4) the consideration process, summaries of speeches and voting result for each proposal; (5) the inquiries or suggestions of the shareholders and the corresponding answers or explanations; (6) names of the legal counsel, vote-counter and scrutineer;

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	(7) other contents that should be included in the meeting minutes as required by the Articles of Association. The directors, secretary to the board of directors, the convenor or its representative and the chairman of the meeting attending the meeting shall sign the meeting minutes, and ensure that the content of the minutes shall be true, accurate and complete. The meeting minutes, together with the register relating to the shareholders present at the meeting in person and the proxy form for attendance by proxy, and valid records of votes cast by other means shall be kept for a period of ~~not less than 10~~ years.		(7) other contents that should be included in the meeting minutes as required by the Articles of Association. The directors, secretary to the board of directors, the convenor or its representative and the chairman of the meeting attending **or present at** the meeting shall sign the meeting minutes, and ensure that the content of the minutes shall be true, accurate and complete. The meeting minutes, together with the register relating to the shareholders present at the meeting in person and the proxy form for attendance by proxy, and valid records of votes cast by other means shall be kept for a period of **ten** years.
Article 58	A convener shall ensure that a general meeting shall be held consecutively until a final resolution is formed. In the event that a general meeting is suspended or no resolutions can be made thereat due to special reasons such as force majeure, the convener shall take necessary measures to restore the meeting as soon as possible or directly terminate the meeting, and make an announcement promptly. Meanwhile, the convener shall report to the local representative office of ~~the China Securities Regulatory Commission~~ and the stock exchange of the place where the Company is located.	**Article 52**	A convener shall ensure that **a general meeting** shall be held consecutively until a final resolution is formed. In the event that **a general meeting** is suspended or no resolutions can be made thereat due to special reasons such as force majeure, the convener shall take necessary measures to restore **the general meeting** as soon as possible or directly terminate **the general meeting**, and make an announcement promptly. Meanwhile, the convener shall report to the local representative office of **the securities regulatory authority** and the stock exchange of the place where the Company is located.
Article 59	Where a ~~resolution~~ for the election of directors ~~or supervisors~~ is adopted at the general meeting, the term of office of the newly-elected directors ~~and supervisors~~ shall commence at the time when such ~~resolution~~ is adopted.	**Article 53**	Where a **proposal** for the election of **directors** is adopted at **the general meeting**, the term of office of the **newly-elected directors** shall commence at the time when such **proposal** is adopted at **the general meeting**.
Article 60	Where the proposals on cash dividends, bonus shares or stock dividends from capital reserves have been passed at the general meeting, the Company shall implement specific plans within ~~two~~ months from the conclusion of the general meeting.	**Article 54**	Where the proposals on cash dividends, bonus shares or stock dividends from capital reserves have been passed at **the general meeting**, the Company shall implement specific plans within **two** months from the conclusion of **the general meeting**.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	Newly added	Article 55	**Where the Company repurchases its ordinary shares for the purpose of reducing its registered capital, issues preference shares to non-specific targets, and uses the issuance of preference shares to specific targets as consideration for the repurchase of ordinary shares from specific shareholders of the Company, a resolution of the general meeting regarding the repurchase of ordinary shares shall be passed by more than two-thirds of the voting rights held by the shareholders attending the meeting.** **The Company shall announce the resolution on the repurchase of ordinary shares on the day following the adoption of such resolution at the general meeting.**
Article 61	Any resolution of a general meeting of the Company that violates laws or administrative regulations shall be invalid. The controlling shareholder and the de facto controller of the Company shall not restrict or obstruct minority investors from exercising their voting rights in accordance with the law, and shall not harm the legitimate rights and interests of the Company and minority investors. If the convening procedures or voting methods of a general meeting violate laws, administrative regulations, or the Articles of Association, or if the content of a resolution violates the Articles of Association, shareholders may, within ~~60~~ days from the date the resolution is made, request the people's court to revoke the resolution.	Article 56	Any resolution of **a general meeting** of the Company that violates laws or administrative regulations shall be invalid. The controlling shareholder and the de facto controller of the Company shall not restrict or obstruct minority investors from exercising their voting rights in accordance with the law, and shall not harm the legitimate rights and interests of the Company and minority investors. If the convening procedures or voting methods of **a general meeting** violate laws, administrative regulations, or the Articles of Association, or if the content of a resolution violates the Articles of Association, shareholders may, within **sixty** days from the date the resolution is made, request the people's court to revoke the resolution**; however, this shall not apply if the convening procedures or voting methods of the general meeting have only minor flaws that do not have a substantial impact on the resolution**. **If the board of directors, shareholders or other relevant parties have disputes over matters such as the eligibility of the convener, the convening procedures, the legality of proposal contents, or the validity of a general meeting resolution, they shall promptly file a lawsuit with the people's court. Before the people's court issues a judgment or ruling revoking the resolution, the relevant parties shall implement the general meeting resolution.**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
			The Company, its directors and senior management shall perform their duties with due diligence and care and promptly implement the resolutions of the general meeting to ensure the normal operation of the Company. **If the people's court issues a judgment or ruling on relevant matters, the Company shall, in accordance with laws, administrative regulations, and the provisions of the securities regulatory authority and the stock exchange of the place where the Company's shares are listed, perform its information disclosure obligations, fully explain the impacts thereof, and actively cooperate with the enforcement of such judgment or ruling after it takes effect. Where the correction of previous matters is involved, the Company shall handle such corrections promptly and fulfill the corresponding information disclosure obligations.**
Article 62	Where the Company issues different classes of shares, shareholders holding different classes of shares shall be class shareholders. Class shareholders shall be entitled to the rights and assume obligations pursuant to the provisions of laws, administrative regulations and the Articles of Association. Where the Company issues shares which do not carry voting rights, the words "non-voting" shall appear in the designation of such shares. Where the share capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favourable voting rights, must include the words "restricted voting" or "limited voting".	–	**Deleted**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 63	Any variation or abrogation of the rights of any class shareholders proposed by the Company may only come into effect upon the adoption of a special resolution at a general meeting and approval by the affected class shareholders at a separate meeting convened in accordance with these Rules. Any variation or abrogation of the rights of any class shareholders due to changes in domestic and foreign laws, administrative regulations and listing rules of the place of listing, as well as decisions made by domestic and foreign regulatory authorities in accordance with the law is not subject to the approval at the general meeting or the class meeting.	–	**Deleted**
Article 64	The following circumstances shall be deemed to be a variation or abrogation of the rights of a certain class shareholders: (1) an increase or decrease in the number of shares of such class, or an increase or decrease in the number of shares of a class having voting or distribution rights or other privileges equal or superior to the shares of such class; (2) an exchange of all or part of the shares of such class into those of another class or a grant of a right to exchange all or part of the shares of another class into the shares of such class; (3) the removal or reduction of rights to accrued dividends or rights to cumulative dividends attached to shares of such class; (4) the reduction or removal of a dividend preference or a liquidation preference attached to shares of such class; (5) the addition, removal or reduction of conversion privileges, options, voting rights or transfer or pre-emptive rights attached to shares of such class, or rights to obtain securities of the Company;	–	**Deleted**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	(6) the removal or reduction of rights attached to shares of such class to receive payments payable by the Company in particular currencies; (7) the creation of a new class of shares having voting or distribution rights or privileges equal or superior to those of the shares of such class; (8) the restriction of the transfer or ownership of the shares of such class or any addition to such restriction; (9) the issuance of rights to subscribe for, or convert into, shares of the Company of such class or another class; (10) to increase the rights or privileges of shares of other classes; (11) the restructuring of the Company where the proposed restructuring will result in different classes of Shareholders bearing different degrees of responsibility in respect of liability; and (12) the variation or abrogation of the provisions in this chapter.		

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 65	Shareholders of the affected class, whether or not having the right to vote at general meetings, shall nevertheless have the right to vote at class meetings in respect of matters concerning paragraphs (2) to (8), (11) and (12) of Article 65, but interested shareholder(s) shall not be entitled to vote at class meetings. The interested shareholders referred to in the preceding paragraph have the following meanings: (1) In the case of a repurchase of its own shares by the Company by making offers to all shareholders on a same pro rata basis or through public dealing on a stock exchange in accordance with the Articles of Association, "interested shareholder" shall refer to the controlling shareholder as defined in the Articles of Association; (2) In the case of a repurchase of its own shares by the Company through an off-market agreement in accordance with the provisions of the Articles of Association, "interested shareholder" shall refer to the shareholder to which the proposed agreement relates; (3) In the case of a restructuring of the Company, "interested shareholder" shall refer to a shareholder within a class who bears liabilities less than the proportion burden imposed on other shareholders of that class or who has interests different from those held by shareholders of the same class.	–	**Deleted**
Article 66	A resolution of a class meeting shall only be passed by shareholders present at the class meeting who represent two-thirds or more of voting rights.	–	**Deleted**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 67	Written notices of a class meeting convened by the Company shall be dispatched within the time specified for convening a general meeting and an extraordinary general meeting in accordance with the Articles of Association to all shareholders of such class whose names appear on the register of shareholders, specifying the matters to be considered and the time and venue of the meeting. In respect of a separate class meeting (other than an adjourned meeting) convened to sanction the modification of class rights, the necessary quorum shall be not less than one-third of the holders of the issued shares of that class. Where the listing rules of the place of listing are listed provide otherwise, such provisions shall prevail.	–	**Deleted**
Article 68	If a class meeting is to be held by sending notice of the meeting, it shall be given only to the shareholders entitled to vote at the meeting. The class meetings shall be conducted in a similar way as closely as possible to the procedures for general meetings of shareholders set out in the Articles of Association. The provisions of the Articles of Association relating to the holding of any meeting of shareholders shall apply to any class meeting.	–	**Deleted**
Article 69	In addition to holders of other class shares, holders of domestic shares and overseas listed foreign shares are deemed to be shareholders of different classes. The special procedures for voting by class shareholders shall not apply in the following circumstances:	–	**Deleted**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	(1) where the Company issues, upon approval by special resolution of its shareholders in general meeting, domestic shares and overseas listed foreign shares once every twelve months, either separately or concurrently, and the respective numbers of domestic shares and overseas listed foreign shares proposed to be issued do not exceed 20% of the respective numbers of the issued domestic shares and overseas listed foreign shares; (2) where the Company completes, within 15 months from the date on which approval is given by the securities regulatory authorities of the State Council, its plan (made at the time of its establishment) to issue domestic shares and foreign shares. (3) upon approval by the securities regulatory authority of the State Council, the shares of the Company held by the domestic shareholders are transferred to foreign investors, which are then listed and traded abroad.		
Article 70	The board of directors of the Company shall execute the regulations on information disclosure of the securities regulatory authority and the stock exchange of the place of listing, and announce the discloseable proposals or resolutions of the general meeting and the voting results of the general meeting on the website of designated stock exchange and media ~~of the place of listing~~ on a full, timely and accurate basis. The Company shall report information concerning significant events to the stock exchange in accordance with the laws, regulations and the requirements of the relevant provisions of the securities regulatory authority of the place of listing and file such information with relevant regulatory authorities.	**Article 57**	The board of directors of the Company shall execute the regulations on information disclosure of the securities regulatory authority and the stock exchange of the place **where the shares of the Company are listed**, and announce the discloseable proposals or resolutions of **the general meeting** and the voting results of **the general meeting** on the website of designated stock exchange and media on a full, timely and accurate basis. The Company shall report information concerning significant events to the stock exchange in accordance with the laws, regulations and the requirements of the relevant provisions of the securities regulatory authority of the place **where the shares of the Company are listed** and file such information with relevant regulatory authorities.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 71	The resolutions of the general meeting shall~~, in accordance with the provisions of the listing rules of the place where the shares of the Company are listed,~~ be promptly and publicly announced, which shall specify the number of shareholders or their proxies present at the meeting, the total number of voting shares held by them, the proportion of voting shares held by them in the total number of voting shares of the Company, the voting methods, the voting result on each ~~resolution~~ and the detailed contents of the resolutions adopted, and shall also explain the information on the issue of the notice of general meeting and the information on the presence and voting of domestic shareholders and foreign shareholders at the general meeting. Where a ~~resolution~~ has not been passed or any change is made at the current general meeting to the resolution(s) passed by the last general meeting, the board of directors shall make a special note in the public announcement on the resolutions of the general meeting.	**Article 58**	The resolutions of **the general meeting** shall be promptly and publicly announced, which shall specify the number of shareholders or their proxies present at the meeting, the total number of voting shares held by them, the proportion of voting shares held by them in the total number of voting shares of the Company, the voting methods, the voting result on each **proposal** and the detailed contents of the resolutions adopted, and shall also explain the information on the issue of the notice of **general meeting** and the information on the presence and voting of domestic shareholders and foreign shareholders at the general meeting. Where a **proposal** has not been passed or any change is made at the current **general meeting** to the resolution(s) passed by the last **general meeting**, the board of directors shall make a special note in the public announcement on the resolutions of **the general meeting**.
Article 73	The general meeting may grant authorization to the board of directors by passing resolutions.	**Article 60**	**The general meeting** may grant authorization to the board of directors by passing resolutions.
Article 74	The matters which require approval by general meeting as stipulated by laws, regulations, regulatory documents, ~~listing~~ rules of the place of listing and the Articles of Association shall be considered at the general meeting. Under necessary, reasonable and legal circumstances, the general meeting may authorize the board of directors to determine specific matters relating to matters which shall be resolved but cannot or ~~is unnecessary~~ to be decided upon immediately at such general meeting.	**Article 61**	The matters which require approval by **general meeting** as stipulated by laws, regulations, regulatory documents, **securities regulatory** rules of the place **where the shares of the Company are listed** and the Articles of Association shall be considered at **the general meeting**. Under necessary, reasonable and legal circumstances, **the general meeting** may authorize the board of directors to determine specific matters relating to matters which shall be resolved but cannot or **shall not** be decided upon immediately at **such general meeting**.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	An authorization to the board of directors by the general meeting that falls into the scope of an ordinary resolution shall be approved by the shareholders (including their proxies) representing more than half of the voting rights present at the general meeting. An authorization to the board of directors that falls into the scope of a special resolution shall be approved by the shareholders (including their proxies) representing not less than ~~2/3~~ of the voting rights present at the general meeting. The contents of the authorization shall be clear and specific.		An authorization to the board of directors by **the general meeting** that falls into the scope of an ordinary resolution shall be approved by the shareholders (including their proxies) representing more than half of the voting rights present at **the general meeting**. An authorization to the board of directors that falls into the scope of a special resolution shall be approved by the shareholders (including their proxies) representing not less than **two-thirds** of the voting rights present at **the general meeting**. The contents of the authorization shall be clear and specific.
Article 75	When deciding on matters authorized in the preceding article, the board of directors shall discuss and verify the matters thoroughly and may appoint intermediaries to provide advice, if necessary, to ensure scientific and reasonable decision-making on the matters. The Company shall fulfill its obligation of information disclosure in accordance with the laws, regulations and requirements of relevant provisions of the securities regulatory authority of the place of listing for the decisions made by the board of directors on the matters authorized in the preceding article, and shall accept the supervision of shareholders~~, the board of supervisors~~ and relevant securities regulatory authorities on its own initiative.	**Article 62**	When deciding on matters authorized in the preceding article, the board of directors shall discuss and verify the matters thoroughly and may appoint intermediaries to provide advice, if necessary, to ensure scientific and reasonable decision-making on the matters. The Company shall fulfill its obligation of information disclosure in accordance with the laws, regulations and requirements of relevant provisions of the securities regulatory authority of the place **where the shares of the Company are listed** for the decisions made by the board of directors on the matters authorized in the preceding article, and shall accept the supervision of shareholders, **the audit and risk committee** and relevant securities regulatory authorities on its own initiative.
Article 76	For any matters not contained in these Rules or any conflicts between these Rules and the laws, regulations, regulatory documents, listing rules of the place of listing or the Articles of Association promulgated or amended after the effective date of these Rules, the laws, regulations, regulatory documents, listing rules of the place of listing and the provisions of the Articles of Association shall prevail.	–	**Deleted**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 77	The term "announcement" or "notice" in these Rule refers to the publication of relevant information disclosure content on the media or website designated by the securities regulatory authority or the ~~listing~~ rules of the place of listing. ~~The supplementary notice of the general meeting referred to in these Rules shall be announced on the same designated media or website where the notice of meeting was published.~~	**Article 63**	The term "announcement" or "notice" **or "supplementary notice of the general meeting"** in these Rule refers to the publication of relevant information disclosure content on the media or website designated by the securities regulatory authority or the **securities regulatory** rules of the place **where the shares of the Company are listed**.
Article 79	For any matters not contained in these Rules or any conflicts between these Rules and the relevant laws, regulations, regulatory documents, ~~relevant~~ rules of the place where the shares of the Company are listed and the Articles of Association, the relevant laws, regulations, regulatory documents, ~~relevant~~ rules of the place where the shares of the Company are listed and the Articles of Association shall prevail. In case there are different requirements in the ~~regulatory~~ rules of the place where the Company's shares are listed, they shall be implemented in accordance with the ~~relevant~~ rules of the place where the Company's shares are listed.	**Article 65**	For any matters not contained in these Rules or any conflicts between these Rules and the relevant laws, regulations, regulatory documents, **securities regulatory** rules of the place where the shares of the Company are listed and the Articles of Association, the relevant laws, regulations, regulatory documents, **securities regulatory** rules of the place where the shares of the Company are listed and the Articles of Association shall prevail. In case there are different requirements in the **securities regulatory** rules of the place where the Company's shares are listed, they shall be implemented in accordance with the **securities regulatory** rules of the place where the Company's shares are listed.
Article 80	These Rules~~, as an appendix to~~ the Articles of Association, have been passed by the resolution of the general meeting of the Company. From the effective date of these Rules, the original Rules of Procedures for General Meetings of the Company shall automatically become invalid.	**Article 66**	These Rules **are formulated in accordance with** the Articles of Association **and shall come into effect and be implemented from the date of approval** by the resolution of **the general meeting** of the Company. From the effective date of these Rules, the original Rules of Procedures for General Meetings of the Company shall automatically become invalid.

In case of any inconsistency between the Chinese version and English version, the Chinese version shall prevail.

COMPARISON TABLE OF AMENDMENTS TO THE RULES OF PROCEDURES FOR BOARD MEETINGS OF CHINA ENERGY ENGINEERING CORPORATION LIMITED

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 1	These Rules are formulated in accordance with the *Company Law of the People's Republic of China* (hereinafter referred to as the "*Company Law*"), the *Securities Law of the People's Republic of China*~~, the *Mandatory Provisions for the Articles of Association of Companies Listed Overseas*, the *Code of Corporate Governance for Listed Companies*~~, the *Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited* ~~(hereinafter referred to as the "Hong Kong Listing Rules")~~ and other laws, regulations and regulatory documents, as well as the Articles of Association of China Energy Engineering Corporation Limited (hereinafter referred to as the "Articles of Association"), for the purpose of further standardizing the consideration methods and decision-making procedures of the board of directors of China Energy Engineering Corporation Limited (hereinafter referred to as the "Company"), ensuring that directors and the board of directors effectively perform their duties, and enhancing the level of standardized operation and scientific decision-making of the board of directors.	Article 1	These Rules are formulated in accordance with the *Company Law of the People's Republic of China* (hereinafter referred to as the "*Company Law*"), the *Securities Law of the People's Republic of China*, the *Rules Governing the Listing of Stocks on the Shanghai Stock Exchange*, the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited* and other laws, regulations and regulatory documents, as well as the Articles of Association of China Energy Engineering Corporation Limited, for the purpose of further standardizing the consideration methods and decision-making procedures of the board of directors of China Energy Engineering Corporation Limited (hereinafter referred to as the "Company"), ensuring that directors and the board of directors effectively perform their duties, and enhancing the level of standardized operation and scientific decision-making of the board of directors.
Article 2	The board of directors shall manage the Company according to law, be accountable to and report to the general meeting in accordance with the powers granted by the general meeting and the Articles of Association.	Article 2	**The Company shall establish the board of directors, and implement a decision-making system of collective consideration, independent voting and individual accountability.** The board of directors shall manage the Company according to law, be accountable to and report to **the general meeting** in accordance with the powers granted by **the general meeting** and the Articles of Association.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	Newly added	Article 3	The board of directors shall be composed of five to thirteen directors, and there shall be one chairman and one vice chairman. The chairman and vice chairman shall be elected and dismissed by the approval of more than half of all the directors. Among them, the number of independent non-executive directors shall be no less than one-third of the actual number of the board of directors, and the number of external directors shall be more than half of the actual number of the board of directors. There shall be one employee director, who shall be democratically elected by the employees' representative meeting or other forms.
	Newly added	Article 4	The board of directors shall establish the audit and risk committee, which shall exercise the functions and powers of the board of supervisors as stipulated under the *Company Law*; and establish other special committees such as the strategy committee, the remuneration and appraisal committee and the nomination committee. The special committees shall be responsible to the board of directors and shall perform their duties as authorized by the Articles of Association and the board of directors. The special committees shall submit proposals to the board of directors for consideration and decision. The board of directors shall be responsible for formulating the working procedures of special committees and regulating the operation of special committees.
Article 3	The board of directors shall establish a board office to act as the permanent working body of the board of directors. The secretary to the board of directors or securities affair representative could serve concurrently as the officer in charge of the board office ~~and keep the seals of the board of directors and the board office~~.	Article 5	The board of directors shall establish a board office to act as the permanent working body of **the board of directors, and the daily work of the board office shall be managed by the secretary to the board of directors**. The secretary to the board of directors or securities affair representative could serve concurrently as the officer in charge of the board office.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	Newly added	Article 7	**The board meeting shall be convened and presided over by the chairman of the board of directors. In the event that the chairman is unable or fails to perform his/her duties, the vice chairman shall perform the duties; in the event that the vice chairman is unable or fails to perform his/her duties, a director jointly elected by more than half of the directors shall perform the duties.**
	Newly added	Article 8	**The frequency of board meetings should ensure that it meets the needs of the board of directors in fulfilling its all duties.**
Article 5	The regular meeting of the board of directors shall be held at least four times a year~~, and shall be convened by the chairman~~. All directors~~, supervisors~~, general manager and other ~~attendees~~ shall be notified in writing ~~14~~ days before the meeting. Before giving the notice on convening a board meeting ~~as stipulated in the preceding paragraph~~, the board office shall fully consult all directors to form the initial resolution of the meeting and then submit it to the chairman of the board of directors for finalizing. The resolution shall be submitted to the board of directors after going through the relevant procedures in accordance with the relevant regulations of the Company. The chairman of the board of directors, if necessary, shall consult the general manager and other senior management before finalizing the resolution.	Article 9	The regular meeting of the board of directors shall be held at least four times a year. All directors, general manager and other **participants** shall be notified in writing **fourteen** days before the meeting. Before giving the notice on convening a board meeting, the board office shall fully consult all directors to form the initial resolution of the meeting and then submit it to the chairman of the board of directors for finalizing. The resolution shall be submitted to the board of directors after going through the relevant procedures in accordance with the relevant regulations of the Company. The chairman of the board of directors, if necessary, shall consult the general manager and other senior management before finalizing the resolution.
Article 6	~~Chairman of the board of directors shall convene and chair~~ the extraordinary board meeting ~~within ten days after receiving the proposal in any of the following cases~~: ~~(1) when the chairman of the board of directors proposes a meeting;~~ ~~(2) when~~ shareholders ~~individually or jointly holding~~ one-tenth or more of the total number of shares carrying voting rights ~~propose a meeting;~~	Article 10	**An extraordinary board meeting may be convened upon the proposal of shareholders representing one-tenth or more of the voting rights, one-third or more of the directors or the audit and risk committee and more than half of the independent non-executive directors. Chairman of the board of directors shall convene and chair the extraordinary board meeting within ten days after receiving such proposal.**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	(3) ~~when~~ one-third or more of the directors ~~propose a meeting;~~ (4) ~~when two or more independent non-executive directors propose a meeting;~~ ~~(5) when the board of supervisors proposes a meeting;~~ ~~(6) when the general manager proposes a meeting;~~ ~~(7) when the securities regulatory authorities propose or request a meeting.~~		
Article 7	Where an extraordinary board meeting is proposed as the preceding article stipulates (except for the proposal made by the chairman of the board of directors), a written proposal signed and sealed by the proposer shall be presented to the chairman of the board of directors through the board office. The written proposal shall contain the following items: (1) name(s) of the proposer(s); (2) reason for the proposal or objective reason for the proposal; (3) time or duration, venue and the convening mode of the proposed meeting; (4) clear and specific proposal; (5) contact information of the proposer(s) and the date of the proposal, etc. The content of the written proposal shall fall within the scope of the functions and powers of the board of directors as specified in the Articles of Association or these Rules and the materials relevant to the proposal shall be submitted together.	–	**Deleted**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	Upon receiving the above-mentioned written proposal and the relevant materials, the board office shall present them to the chairman of the board of directors as soon as practicable. If the chairman of the board of directors believes the proposal is not clear, specific or the related materials are inadequate, the proposer may be requested to make modification or supplementation. The chairman of the board of directors shall convene and preside over the meeting within 10 days after receiving the proposal or upon the request of the securities regulatory authorities.		
Article 8	Where an extraordinary meeting is held, unless there are special circumstances, the board office shall generally deliver the meeting notice to all directors~~, supervisors~~ and the general manager and other attendees ~~5~~ days before the meeting.	**Article 11**	Where an extraordinary meeting is held, unless there are special circumstances, the board office shall generally deliver the **written** meeting notice to all directors and the general manager and other **participants five days** before the meeting.
Article 9	~~The board meeting shall be convened and presided over by the chairman of the board of directors. In the event that the chairman is unable or fails to perform his/her duties, the vice chairman shall perform the duties; in the event that the vice chairman is unable or fails to perform his/her duties, a director jointly elected by more than half of the directors shall convene and preside over the meeting.~~ To hold a ~~regular and an extraordinary~~ board meeting, the board office shall give notice in writing ~~affixed with its seal~~ to all directors~~, supervisors~~ and the general manager and other ~~attendees~~ on a timely basis. For those who are not served notices directly by the board office, confirmation should be sought by telephone, and record should be made accordingly. In the event of an emergency where an extraordinary board meeting is required to be convened as soon as practicable, the notice of the meeting may be given by telephone or other oral means at any time, provided that the convener shall provide an explanation at the meeting.	**Article 12**	To hold a board meeting, the board office**, in principle,** shall give **notice in writing** to all **directors, the general manager, the secretary to the board of directors** and other **participants by fax or email** on a timely basis. For those who are not served notices directly by the board office, confirmation should be sought by telephone, and record should be made accordingly. In the event of an emergency where an extraordinary board meeting is required to be convened as soon as practicable, the notice of the meeting may be given by telephone or other oral means at any time, provided that the convener shall provide an explanation at the meeting.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 11	The written meeting notice of the board of directors shall at least include the following items: (1) date and venue of the meeting; (2) duration of the meeting; (3) reasons of the meeting and proposals to be considered; (4) date of the notice; (5) form of the meeting; ~~(6) convener and presider of the meeting, proposer of the extraordinary meeting and his/her written proposal;~~ ~~(7) necessary meeting materials for directors' voting;~~ ~~(8) the requirement that directors shall attend the meeting in person or entrust other directors to attend on their behalf;~~ ~~(9) contact person and contact information.~~ The oral meeting notice shall at least include the above-mentioned contents in (1) and (5) and a description of the necessity of convening an extraordinary board meeting as soon as practicable due to the emergency.	**Article 14**	The written meeting notice of the board of directors shall at least include the following items: (1) date and venue of the meeting; (2) duration of the meeting; (3) reasons of the meeting and proposals to be considered; (4) date of the notice; (5) form of the meeting. The oral meeting notice shall at least include the above-mentioned contents in (1) and (5) and a description of the necessity of convening an extraordinary board meeting as soon as practicable due to the emergency.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 12	After the written notice of the regular meeting is issued, if the meeting date, venue or any other item needs to be changed, or the meeting proposal needs to be supplemented, modified or cancelled, prior approval from all attending directors shall be obtained and corresponding records shall be made, and a change notice shall be given in writing 3 days prior to the originally scheduled meeting date to specify the situation and the contents of the new proposal as well as the relevant materials. If the change notice is given within 3 days prior to the originally scheduled meeting date, the meeting date shall be postponed accordingly or convened on schedule upon the approval of all directors who will attend the meeting.	**Article 15**	After the written notice of the regular meeting is issued, if the meeting date, venue or any other item needs to be changed, or the meeting proposal needs to be supplemented, modified or cancelled, prior approval from all attending directors shall be obtained and corresponding records shall be made, and a change notice shall be given in writing **three** days prior to the originally scheduled meeting date to specify the situation and the contents of the new proposal as well as the relevant materials. If the change notice is given within **three** days prior to the originally scheduled meeting date, the meeting date shall be postponed accordingly or convened on schedule upon the approval of all directors who will attend the meeting.
Article 13	The board meeting shall be convened with attendance of over one half of Directors. If relevant directors fail or refuse to attend the meeting, which results in the number of participating directors falling below the quorum, the chairman and secretary to the board shall report to the general meeting and the regulatory authorities in time. ~~Supervisors and~~ the secretary to the discipline inspection committee are entitle to attend the board meeting as non-voting participants. The general manager and secretary to the board shall attend the board meeting as non-voting participants. The convener can notify other relevant persons to attend the board meeting if he/she thinks necessary.	**Article 16**	The board meeting shall be convened with attendance of over one half of Directors. If relevant directors fail or refuse to attend the meeting, which results in the number of participating directors falling below the quorum, the chairman and secretary to the board shall report to the **general meeting** and the **securities** regulatory authorities in time. **The secretary to the discipline inspection committee is** entitle to attend the board meeting as a non-voting participant. The general manager and secretary to the board shall attend the board meeting as non-voting participants. The convener can notify other relevant persons to attend the board meeting if he/she thinks necessary. **Provided that the matters under consideration by the board of directors involve legal compliance issues, the general counsel shall attend the meeting as a non-voting attendees and provide legal compliance opinions.**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 14	In principle, the directors shall attend meetings of the board of directors in person. Where a director is unable to attend a meeting for any reason, he/she shall read the meeting documents in advance to form clear opinions, and appoint another director in writing to attend the meeting on his/her behalf. A power of attorney shall indicate: (1) the names ~~and identification numbers~~ of the principal and his/her proxy; (2) ~~reasons of the principal failing to attend the meeting;~~ (3) the matter ~~and validity~~ of proxy; (4) ~~Brief opinions on every proposal made by the principal~~; (5) the ~~scope of authorization of~~ the principal ~~and his/her~~ instructions on voting intention in respect of the proposals; (6) the signature of the principal and his/her proxy and the date, etc. ~~Where any director appoints a proxy to sign the regular reports on his/her behalf, the said director shall specify such authorization in the power of attorney.~~	**Article 17**	In principle, the directors shall attend meetings of the board of directors in person. Where a director is unable to attend a meeting for any reason, he/she shall read the meeting documents in advance to form clear opinions, and appoint another director in writing to attend the meeting on his/her behalf. A power of attorney shall indicate: (1) the names of the principal and his/her proxy; (2) the matter of proxy; (3) **the scope of authorization and validity;** (4) the instructions of the principal on voting intention in respect of the proposals (**specifying opinions on voting for, voting against or being abstain from voting**); (5) the signature**, sealing** of the principal and his/her proxy and the date, etc. **The appointed director shall submit the power of attorney in writing to the convener and explain the attendance on behalf of others on the attendance list of the meeting.** **The responsibility of a director in connection with his/her voting on resolutions cannot be waived by attending the meeting by a proxy.**

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	Newly added	Article 20	Where a director fails to attend the board meeting in person or appoint any other director as proxy to attend the meeting on his/her behalf for twice consecutively, it shall be deemed that he/she cannot perform his/her duties, and the board shall advise the general meeting to remove such director. Where an independent non-executive director fails to attend a board meeting in person and does not appoint another independent non-executive director as proxy to attend on his/her behalf for twice consecutively, the board shall propose to convene a general meeting to remove such independent non-executive director within 30 days from the date of such fact.
Article 17	Board meetings shall generally be held onsite. ~~If a substantial shareholder or a director is deemed to have material conflict of interests in the matter to be considered by the board of directors, the matter shall be reviewed at a board meeting held onsite rather than by a written resolution. Regular board meetings cannot make resolutions by circulating written proposals.~~ ~~Extraordinary meeting of the board may be held and~~ resolutions may be made~~ by means of telecommunication such as~~ telephone conference and video conference~~, if necessary, on the basis of ensuring each director attending the meeting in person and fully expressing his/her opinions and with the consent of the convener (but the convener has to reasonably refuse to agree)~~.	Article 21	Except in cases of force majeure, regular board meetings shall be held onsite. Extraordinary board meetings shall be, in principle, held onsite. However, in case of contingency and directors have sufficient information to make informed decisions, resolutions may be made by means of telephone conference and video conference, or written documentation for separate review.
	Newly added	Article 22	The board of directors may, when necessary, engage relevant experts or consulting agencies to provide professional advice to the board of directors, at the expense of the Company.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	Newly added	**Article 23**	**Where the board of directors considers that a proposal requires further study or significant modification, it shall review the proposal after modification and improvement, and the time and manner of review shall be decided at the board meeting.**
Article 18	The chairperson shall call upon the attending directors to express their formal opinions on each proposal. ~~With respect to proposals that are required to be approved in advance by independent non-executive directors in accordance with the provisions, the chairperson shall read out the written confirmation provided by the independent non-executive directors prior to the discussion of such proposals.~~ In the event of any circumstance that may disrupt the orderly conduct of the meeting or unduly affect other directors' remarks, the chairperson shall intervene promptly to address the situation. Except as approved unanimously by all attending directors, the board meeting shall not vote on any proposal not included in the meeting notice. Directors entrusted by other directors to attend the meeting shall not vote on the proposal not included in the meeting notice on their behalf.	**Article 24**	The chairperson shall call upon the attending directors to express their formal opinions on each proposal. In the event of any circumstance that may disrupt the orderly conduct of the meeting or unduly affect other directors' remarks, the chairperson shall intervene promptly to address the situation. Except as approved unanimously by all attending directors, the board meeting shall not vote on any proposal not included in the meeting notice. Directors entrusted by other directors to attend the meeting shall not vote on the proposal not included in the meeting notice on their behalf.
Article 20	After each proposal has been fully discussed, the chairperson shall call for a vote of the attending directors one by one. Each director shall have one vote, and vote shall be cast by open ballot and in writing. ~~Provided that the number of affirmative votes equals the number of dissenting votes, the chairperson is entitled to cast an additional vote.~~	**Article 26**	After each proposal has been fully discussed, the chairperson shall call for a vote of the attending directors one by one. Each director shall have one vote, and vote shall be cast by **open ballot** and in writing.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 22	If more than ~~one half~~ of the attending directors or more than two independent non-executive directors deem ~~any proposal unclear and unspecified~~, or unable to make a judgment on the matter due to other reasons such as insufficient meeting materials, they may jointly propose to postpone the board meeting or delay the discussion of certain matters to be resolved at the board meeting, and the board of directors shall adopt their proposal. The director proposing a stay of voting shall make requirements on the conditions to be met for the proposal to be submitted for reconsideration.	**Article 28**	If more than **one-third** of the attending directors or more than two independent non-executive directors **have significant disagreements regarding a matter to be submitted to the board for consideration, such matter shall generally be postponed;** if they are unable to make a judgment on the matter due to other reasons such as **incomplete** meeting materials **or insufficient discussion**, they may jointly propose **in writing** to postpone the board meeting or delay the discussion of certain matters to be resolved at the board meeting, and the board of directors shall adopt their proposal. The director proposing a stay of voting shall make requirements on the conditions to be met for the proposal to be submitted for reconsideration**, and the proposals for delay the discussion of the same proposal shall not exceed twice**.
Article 27	In any of the following circumstances, the directors shall abstain from voting on the relevant resolutions: (1) ~~listing~~ rules of the place(s) where the shares of the Company are listed provides that the relevant directors shall abstain from voting; (2) where the director himself/herself considers he/she should abstain from voting; (3) other circumstances required by the Articles of Association to abstain from voting by reason of such director being connected to or has significant interests in the enterprises mentioned in the proposed resolution. In case that the directors abstain from voting, directors shall abstain from voting on such resolution for himself or on behalf of any other director. Such board meeting may be convened with attendance of more than half of non-connected directors, and resolutions shall be passed by more than half of non-connected directors at the board meeting. If the number of non-connected directors attending	**Article 33**	In any of the following circumstances, the directors shall abstain from voting on the relevant resolutions: (1) **securities regulatory** rules of the place(s) where the shares of the Company are listed provides that the relevant directors shall abstain from voting; (2) where the director himself/herself considers he/she should abstain from voting; (3) other circumstances required by the Articles of Association to abstain from voting by reason of such director being connected to or has significant interests in the enterprises **or individuals** mentioned in the proposed resolution. In case that the directors abstain from voting, directors shall abstain from voting on such resolution for himself or on behalf of any other director. Such board meeting may be convened with attendance of more than half of non-connected directors, and resolutions shall be passed by more than half of non-connected directors at the board meeting. If the number of non-connected directors attending

No. of original articles	Content of original article	No. of amended articles	Content of amended article
	the Board meetings is less than ~~3~~, relevant proposals shall not be voted, and such matters shall be submitted to the general meeting for consideration.		the board meetings is less than **three**, relevant proposals shall not be voted, and such matters shall be submitted to the **general meeting** for consideration.
Article 28	The board of directors shall act strictly according to the authorization of the general meeting and the Articles of Association, and must not make a resolution beyond its authority.	**Article 34**	The board of directors shall act strictly according to the authorization of the **general meeting** and the Articles of Association, and must not make a resolution beyond its authority.
Article 34	Where a meeting of the board is held off-site, the secretary of the board shall be responsible for organizing the board office to finalize the minutes of the meeting and form the resolutions of the meeting within ~~3~~ days after the meeting, and to deliver the minutes and resolutions to the directors present at the meeting. The directors shall sign the minutes and resolutions after receiving them and send them to the secretary of the board within ~~3~~ days.	**Article 39**	Where a meeting of the board is held off-site, the secretary of the board shall be responsible for organizing the board office to finalize the minutes of the meeting and form the resolutions of the meeting within **three** days after the meeting, and to deliver the minutes and resolutions to the directors present at the meeting. The directors shall sign the minutes and resolutions after receiving them and send them to the secretary of the board within **three** days.
Article 36	The directors shall be liable for the resolutions of the board of directors. If a resolution of the board of directors violates the laws, regulations or the Articles of Association and results in the Company sustaining serious losses, the directors participating in the resolution shall be liable to compensate the Company. However, if it can be proved that a director expressly objected to the resolution when the resolution was voted on, and that such objection is recorded in the minutes of the meeting, such director may be released from such liability. Abstention from voting does not exempt the relevant director from his/her responsibility to the resolution of the board. If any director does not attend a board meeting either in person or by proxy or lodge a written objection to the matters to be discussed on or before the day on which the meeting is held, the said director shall be deemed as having abstained from voting and shall not be exempt from liability.	**Article 40**	The directors shall be liable for the resolutions of the board of directors. If a resolution of the board of directors violates the laws, regulations or the Articles of Association or resolutions of the **general meeting** and results in the Company sustaining serious losses, the directors participating in the resolution shall be liable to compensate the Company. However, if it can be proved that a director expressly objected to the resolution when the resolution was voted on, and that such objection is recorded in the minutes of the meeting, such director may be released from such liability. Abstention from voting does not exempt the relevant director from his/her responsibility to the resolution of the board. If any director does not attend a board meeting either in person or by proxy or lodge a written objection to the matters to be discussed on or before the day on which the meeting is held, the said director shall be deemed as having abstained from voting and shall not be exempt from liability.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 37	The secretary to the board shall organize board office to prepare and deliver the minutes of the board meeting according to the resolutions of the board meeting to the directors, ~~the board of supervisors,~~ the secretary to the Board and relevant departments and units of the Company.	**Article 41**	The secretary to the board shall organize board office to prepare and deliver the minutes of the board meeting according to the resolutions of the board meeting to the directors, the secretary to the board and relevant departments and units of the Company.
Article 38	Announcements of board resolutions shall be handled by the secretary to the board in accordance with the relevant provisions of the ~~listing~~ rules of the place(s) where the shares of the Company are listed. Prior to the disclosure of such announcements, all attendees, participants, recorders, and service personnel of the meeting shall bear the obligation to keep the content of the resolutions confidential.	**Article 42**	Announcements of board resolutions shall be handled by the secretary to the board in accordance with the relevant provisions of the **securities regulatory** rules of the place(s) where the shares of the Company are listed. Prior to the disclosure of such announcements, all attendees, participants, recorders, and service personnel of the meeting shall bear the obligation to keep the content of the resolutions confidential.
Article 32	The secretary to the board shall arrange the personnel of the board office to prepare minutes for the board meeting. The minutes shall be signed by all attending directors, secretary to the board and the recorder. The minutes shall consist of the following: (1) the manner, date and venue for the convention of meeting and name of the convener; (2) the names of the attending directors and the directors (proxies) attending the meeting on behalf of others; (3) the agenda; (4) the chief comments of the directors (including any doubts or objections raised by the directors); (5) the voting method and result for each resolution (the voting result shall set out the numbers of pros, cons and abstentions and names of voters). ~~Minutes of the meeting should be open for inspection at any reasonable time on reasonable notice by any director.~~	**Article 46**	**The board of directors shall prepare minutes of the matters discussed at the meeting.** The secretary to the board shall arrange the personnel of the board office to prepare minutes for the board meeting. **The minutes shall be complete and accurate.** The minutes shall be signed by all attending directors, secretary to the board and the recorder. The minutes **of the board meeting** shall consist of the following: (1) the manner, date and venue for the convention of meeting and name of the convener; (2) the names of the attending directors and the directors (proxies) attending the meeting on behalf of others; (3) the agenda; (4) the chief comments of the directors (including any doubts or objections raised by the directors); (5) the voting method and result for each resolution (the voting result shall set out the numbers of pros, cons and abstentions and names of voters).

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 35	If a director has any comments or objections on the minutes and resolutions, he/she may not sign the minutes but should send his/her written comments to the secretary of the board within ~~3~~ days. If necessary, the directors shall report to the supervisory authorities in a timely manner and may also make a public statement. If it is determined that the error or omission in the recording was made by the staff of the board office, the recording staff shall make an amendment and the director shall sign the amended minutes and resolutions. Where any director neither signs to confirm the minutes and resolutions in accordance with the preceding two paragraphs nor provides a written explanation of his/her dissenting opinion, nor reports to the regulatory authorities or issues a public statement, such director shall be deemed to have fully agreed to the content of the minutes and resolutions.	**Article 47**	If a director has any comments or objections on the minutes and resolutions, he/she may not sign the minutes but should send his/her written comments to the secretary of the board within **three** days. If necessary, the directors shall report to the supervisory authorities in a timely manner and may also make a public statement. If it is determined that the error or omission in the recording was made by the staff of the board office, the recording staff shall make an amendment and the director shall sign the amended minutes and resolutions. Where any director neither signs to confirm the minutes and resolutions in accordance with the preceding two paragraphs nor provides a written explanation of his/her dissenting opinion, nor reports to the regulatory authorities or issues a public statement, such director shall be deemed to have fully agreed to the content of the minutes and resolutions.
Article 42	Board meeting records, including meeting notices and materials, attendance registers, authorized letter of proxy for directors attending on behalf of others, voting ballots, meeting minutes signed and confirmed by attending directors, meeting resolutions, as well as meeting summaries and meeting announcements, shall be preserved by the secretary to the board. Upon reasonable notice from any director, such meeting records shall be made available for inspection within a reasonable timeframe. Board meeting records shall be retained for a period of ~~at least 10~~ years.	**Article 48**	Board meeting records, including meeting notices and materials, attendance registers, authorized letter of proxy for directors attending on behalf of others, voting ballots, meeting minutes signed and confirmed by attending directors, meeting resolutions, as well as meeting summaries and meeting announcements, shall be preserved by the secretary to the board. Upon reasonable notice from any director, such meeting records shall be made available for inspection within a reasonable timeframe. Board meeting records shall be retained for a period of **ten** years.

No. of original articles	Content of original article	No. of amended articles	Content of amended article
Article 47	Any matters not covered in these Rules or any conflicts between these Rules and laws, regulations, and regulatory documents, the ~~listing~~ rules of the place(s) where the Company's shares are listed or the Articles of Association that promulgated or amended after the effective date of these Rules, shall be dealt with in accordance with such laws, regulations, and regulatory documents, the ~~listing~~ rules of the place(s) where the Company's shares are listed and the Articles of Association.	**Article 53**	Any matters not covered in these Rules or any conflicts between these Rules and laws, regulations, and regulatory documents, the **securities regulatory** rules of the place(s) where the Company's shares are listed or the Articles of Association that promulgated or amended after the effective date of these Rules, shall be dealt with in accordance with such laws, regulations, and regulatory documents, the **securities regulatory** rules of the place(s) where the Company's shares are listed and the Articles of Association.
Article 48	These Rules, ~~which shall be appended to~~ the Articles of Association, and upon approval at the general meeting, ~~shall be implemented from the date on which A shares of the Company are listed on the main board of the Shanghai Stock Exchange.~~	**Article 54**	These Rules **are formulated in accordance with** the Articles of Association and **shall take effect and be implemented** upon approval at the general meeting. **Upon the effective date of these Rules, the original Rules of Procedures for Board Meetings of the Company shall automatically become invalid.**

In case of any inconsistency between the Chinese version and English version, the Chinese version shall prevail.

中國能源建設股份有限公司
CHINA ENERGY ENGINEERING CORPORATION LIMITED*

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

(Stock Code: 3996)

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2025

NOTICE IS HEREBY GIVEN that the second extraordinary general meeting of 2025 (the "**EGM**") of China Energy Engineering Corporation Limited (the "**Company**") will be held at Room 2702, Building 1, No. 26A West Dawang Road, Chaoyang District, Beijing, the PRC on Tuesday, 23 December 2025 at 9:00 a.m. to consider and, if thought fit, to pass the following resolutions. Unless the context otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 4 December 2025:

AS SPECIAL RESOLUTION

1. The resolution on amendments to the Articles of Association of China Energy Engineering Corporation Limited and dissolution of the Board of Supervisors;

AS ORDINARY RESOLUTION

2. The resolution on the extension of time-limited matters of non-competition commitments by the controlling shareholder of the Company.

Particulars of the resolutions referred to in this notice are set out in the circular of the Company dated 4 December 2025.

By order of the Board
CHINA ENERGY ENGINEERING CORPORATION LIMITED*
Ni Zhen
Chairman

Beijing, the PRC
4 December 2025

As at the date of this notice, the executive Director of the Company is Mr. Ni Zhen; the employee Director is Mr. Huang Pu; the non-executive Directors are Mr. Liu Xueshi and Mr. Si Xinbo; and the independent non-executive Directors are Mr. Cheng Niangao, Dr. Ngai Wai Fung, Ms. Niu Xiangchun and Mr. Pei Zhenjiang.

* *For identification purpose only*

Notes:

1. The H Shareholders of the Company whose names appear on the register of members of the Company on Tuesday, 23 December 2025 are entitled to attend and vote at the EGM. The register of members of H Shares of the Company will be closed from Thursday, 18 December 2025 to Tuesday, 23 December 2025 (both days inclusive), during which no transfer of H Shares can be registered. All H Share transfer documents together with the relevant share certificates must be lodged with the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Wednesday, 17 December 2025.

2. H Shareholders who intend to attend the EGM in person or by proxy should complete and sign the reply slip accompanying the notice of the EGM and return it by hand, by post or by fax to the address of the Company's H Share registrar (as mentioned below) (for H Shareholders) on or before Friday, 19 December 2025. Completion and return of the reply slip do not affect the right of a Shareholder to attend the EGM.

3. Any Shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote at the meeting on his/her behalf. A proxy needs not be a Shareholder of the Company.

4. A proxy shall be appointed by an instrument in writing (including the proxy form). Such instrument shall be signed by the appointer or his/her attorney duly authorized in writing. If the appointer is a legal person, then the instrument shall be signed under a legal person's seal or signed by its director or an attorney duly authorized in writing. The instrument appointing the proxy shall be deposited at the address of the Company's H Share registrar (for H Shareholders) by 9:00 a.m. on Monday, 22 December 2025. If the instrument appointing the proxy is signed by a person authorized by the appointer, the power of attorney or other document of authority under which the instrument is signed shall be notarized. The notarized power of attorney or other document of authority shall be deposited together and at the same time with the instrument appointing the proxy at the address of the Company's H Share registrar (for H Shareholders).

5. Shareholders or their proxies are required to produce their identification documents when attending the EGM.

6. Miscellaneous

   i. It is expected that the EGM will last for half a day. All attending Shareholders shall arrange for their transportation and accommodation and shall bear all their own expenses in connection with their attendance.

   ii. The address of the Company's H Share registrar:
   Computershare Hong Kong Investor Services Limited
   Shops 1712-1716, 17th Floor, Hopewell Centre
   183 Queen's Road East
   Wanchai, Hong Kong
   (For lodging share transfer documents)

   17M Floor, Hopewell Centre
   183 Queen's Road East
   Wanchai, Hong Kong
   (For deposit of reply slip or proxy form)

   Tel: +852 2862 8555
   Fax: +852 2865 0990

中國能源建設股份有限公司
CHINA ENERGY ENGINEERING CORPORATION LIMITED*

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

(Stock Code: 3996)

NOTICE OF THE SECOND H SHAREHOLDERS' CLASS MEETING OF 2025

NOTICE IS HEREBY GIVEN that the second H Shareholders' class meeting of 2025 (the "**H Shareholders' Class Meeting**") of China Energy Engineering Corporation Limited (the "**Company**") will be held at Room 2702, Building 1, No. 26A West Dawang Road, Chaoyang District, Beijing, the PRC immediately after the conclusion of the second A shareholders' class meeting of 2025 or any adjournment thereof on Tuesday, 23 December 2025 to consider and, if thought fit, to pass the following resolution. Unless the context otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 4 December 2025:

AS SPECIAL RESOLUTION

1. The resolution on amendments to the Articles of Association of China Energy Engineering Corporation Limited and dissolution of the Board of Supervisors.

Particulars of the resolution referred to in this notice are set out in the circular of the Company dated 4 December 2025.

By order of the Board
CHINA ENERGY ENGINEERING CORPORATION LIMITED*
Ni Zhen
Chairman

Beijing, the PRC
4 December 2025

As at the date of this notice, the executive Director of the Company is Mr. Ni Zhen; the employee Director is Mr. Huang Pu; the non-executive Directors are Mr. Liu Xueshi and Mr. Si Xinbo; and the independent non-executive Directors are Mr. Cheng Niangao, Dr. Ngai Wai Fung, Ms. Niu Xiangchun and Mr. Pei Zhenjiang.

* *For identification purpose only*

Notes:

1. The H Shareholders whose names appear on the register of members of the Company on Tuesday, 23 December 2025 are entitled to attend and vote at the H Shareholders' Class Meeting. The register of members of H Shares of the Company will be closed from Thursday, 18 December 2025 to Tuesday, 23 December 2025 (both days inclusive), during which no transfer of H Shares can be registered. All H Share transfer documents together with the relevant share certificates must be lodged with the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Wednesday, 17 December 2025.

2. H Shareholders who intend to attend the H Shareholders' Class Meeting in person or by proxy should complete and sign the reply slip accompanying the notice of the H Shareholders' Class Meeting and return it by hand, by post or by fax to the address of the Company's H Share registrar (as mentioned below) on or before Friday, 19 December 2025. Completion and return of the reply slip do not affect the right of a Shareholder to attend the H Shareholders' Class Meeting.

3. Any Shareholder of the Company entitled to attend and vote at the H Shareholders' Class Meeting is entitled to appoint one or more proxies to attend and vote at the meeting on his/her behalf. A proxy needs not be a Shareholder of the Company.

4. A proxy shall be appointed by an instrument in writing (including the proxy form). Such instrument shall be signed by the appointer or his/her attorney duly authorized in writing. If the appointer is a legal person, then the instrument shall be signed under a legal person's seal or signed by its director or an attorney duly authorized in writing. The instrument appointing the proxy shall be deposited at the address of the Company's H Share registrar by 9:00 a.m. on Monday, 22 December 2025. If the instrument appointing the proxy is signed by a person authorized by the appointer, the power of attorney or other document of authority under which the instrument is signed shall be notarized. The notarized power of attorney or other document of authority shall be deposited together and at the same time with the instrument appointing the proxy at the address of the Company's H Share registrar.

5. Shareholders or their proxies are required to produce their identification documents when attending the H Shareholders' Class Meeting.

6. Miscellaneous

   i. It is expected that the H Shareholders' Class Meeting will last for half a day. All attending Shareholders shall arrange for their transportation and accommodation and shall bear all their own expenses in connection with their attendance.

   ii. The address of the Company's H Share registrar:
   Computershare Hong Kong Investor Services Limited
   Shops 1712-1716, 17th Floor, Hopewell Centre
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