THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in China Development Bank Financial Leasing Co., Ltd. (國銀金融租賃股份有限公司), you should at once hand this circular and the proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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国银金租
CHINA DEVELOPMENT BANK LEASING

國銀金融租賃股份有限公司*

CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD.*

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

(Stock Code: 1606)

PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE SHAREHOLDERS' MEETING OF CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD., PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS OF CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD., PROPOSED AMENDMENTS TO THE EQUITY MANAGEMENT MEASURES OF CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD. AND NOTICE OF THE THIRD EXTRAORDINARY SHAREHOLDERS' MEETING OF 2025

The ESM will be held at 10:00 a.m. on Wednesday, 31 December 2025 at the Conference Room, CDB Financial Center, No. 2003 Fuzhong Third Road, Futian District, Shenzhen, Guangdong Province, the PRC.

A proxy form for use at the ESM is enclosed and is also published on the website of the Stock Exchange (http://www.hkexnews.hk) and the website of the Company (http://www.cdb-leasing.com). If you intend to appoint a proxy to attend such meeting, you are reminded to complete and return the proxy form in accordance with the instructions printed thereon as soon as possible but in any event not less than 24 hours before the time fixed for holding such meeting (i.e. 10:00 a.m. on Tuesday, 30 December 2025) or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending such meeting and voting in person if you so wish.

9 December 2025

* *China Development Bank Financial Leasing Co., Ltd. is (a) not an authorised institution within the meaning of the Banking Ordinance; (b) not authorised to carry on banking/deposit-taking business in Hong Kong; and (c) not subject to the supervision of the Hong Kong Monetary Authority.*

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Unless the context otherwise requires, the following expressions in this circular shall have the following meanings:

"Board" or "Board of Directors"	the board of directors of the Company
"Company"	China Development Bank Financial Leasing Co., Ltd. (國銀金融租賃股份有限公司), a company established in the PRC in 1984 and converted into a joint stock limited company on 28 September 2015, the H Shares of which are listed on the Stock Exchange with stock code of 1606
"Director(s)"	director(s) of the Company
"Domestic Share(s)"	ordinary share(s) in the Company's share capital, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi
"ESM"	the third extraordinary shareholders' meeting of 2025 of the Company to be held at 10:00 a.m. on Wednesday, 31 December 2025 at the Conference Room, CDB Financial Center, No. 2003 Fuzhong Third Road, Futian District, Shenzhen, Guangdong Province, the PRC
"Group"	the Company and its subsidiaries
"H Share(s)"	overseas listed foreign share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Stock Exchange and traded in Hong Kong dollars
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"PRC"	the People's Republic of China
"PRC Company Law"	the Company Law of the People's Republic of China
"RMB"	Renminbi, the lawful currency of the PRC

"Share(s)"	ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company, including H Share(s) and Domestic Share(s)
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary(ies)"	has the meaning ascribed to it under the Listing Rules
"%"	per cent.



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CHINA DEVELOPMENT BANK LEASING

國銀金融租賃股份有限公司*

CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD.*

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

(Stock Code: 1606)

Executive Directors:
Ms. MA Hong *(Chairman)*
Mr. JIN Tao *(Vice Chairman)*

Non-executive Directors:
Mr. ZHANG Kesheng
Mr. ZHANG Chuanhong

Independent Non-executive Directors:
Mr. LIU Ming
Mr. WANG Guiguo
Ms. LIU Siqin

Registered Office:
CDB Financial Center
No. 2003 Fuzhong Third Road
Futian District, Shenzhen
Guangdong Province
the PRC

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

9 December 2025

To the Shareholders

Dear Sir or Madam,

PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE SHAREHOLDERS' MEETING OF CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD., PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS OF CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD., PROPOSED AMENDMENTS TO THE EQUITY MANAGEMENT MEASURES OF CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD. AND NOTICE OF THE THIRD EXTRAORDINARY SHAREHOLDERS' MEETING OF 2025

INTRODUCTION

The purpose of this circular is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the ESM as described below.

At the ESM, ordinary resolutions will be proposed to (i) consider and approve the proposed amendments to the Rules of Procedures for the Shareholders' Meeting of China Development Bank Financial Leasing Co., Ltd.; (ii) consider and approve the proposed amendments to the Rules of Procedures for the Board of Directors of China Development Bank Financial Leasing Co., Ltd.; and (iii) consider and approve the proposed amendments to the Equity Management Measures of China Development Bank Financial Leasing Co., Ltd..

PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE SHAREHOLDERS' MEETING OF CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD.

An ordinary resolution will be proposed at the ESM to approve the proposed amendments to the Rules of Procedures for the Shareholders' Meeting of China Development Bank Financial Leasing Co., Ltd..

In order to implement the guidelines of the Ministry of Finance of the People's Republic of China and the National Financial Regulatory Administration on abolition of the board of supervisors and supervisors, the Company has made a comprehensive review of the Rules of Procedures for the Shareholders' Meeting, intended to amend and improve relevant articles based on the amendments to the PRC Company Law and in light of the latest regulatory requirements of the China Securities Regulatory Commission and the Stock Exchange. The proposed amendments have been considered and approved by the Board of Directors and are subject to the approval at the ESM by way of ordinary resolution.

Please refer to Appendix I of this circular for details of the proposed amendments to the Rules of Procedures for the Shareholders' Meeting.

PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS OF CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD.

An ordinary resolution will be proposed at the ESM to approve the proposed amendments to the Rules of Procedures for the Board of Directors of China Development Bank Financial Leasing Co., Ltd..

With a view to improving the modern financial enterprise system and enhancing the quality and efficiency of corporate governance, the Company intends to make a comprehensive review of the Rules of Procedures for the Board of Directors, amend and improve relevant articles based on the PRC Company Law and the latest regulatory requirements of banking regulatory authorities. The proposed amendments have been considered and approved by the Board of Directors and are subject to the approval at the ESM by way of ordinary resolution.

Please refer to Appendix II of this circular for details of the proposed amendments to the Rules of Procedures for the Board of Directors.

PROPOSED AMENDMENTS TO THE EQUITY MANAGEMENT MEASURES OF CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD.

An ordinary resolution will be proposed at the ESM to approve the proposed amendments to the Equity Management Measures of China Development Bank Financial Leasing Co., Ltd..

In order to further strengthen the equity management, regulate the behaviours of the Shareholders and safeguard the legitimate rights and interests of Shareholders, the Company intends to make a comprehensive review of the Equity Management Measures, amend and improve relevant articles in compliance with the requirements of documents including the PRC Company Law, the Law of the People's Republic of China on Regulation of and Supervision over the Banking Industry, the Interim Measures for the Equity Management of Commercial Banks, the Measures for the Supervision of the Behaviour of Major Shareholders of Banking and Insurance Institutions (Trial), the Implementation Measures for Administrative Licensing Matters of Non-bank Financial Institutions, the Corporate Governance Standards for Banking and Insurance Institutions and the Administrative Measures on Financial Leasing Companies based on the actual conditions. The proposed amendments have been considered and approved by the Board of Directors and are subject to the approval at the ESM by way of ordinary resolution.

Please refer to Appendix III of this circular for details of the proposed amendments to the Equity Management Measures.

ESM

The ESM will be held at 10:00 a.m. on Wednesday, 31 December 2025 at the Conference Room, CDB Financial Center, No. 2003 Fuzhong Third Road, Futian District, Shenzhen, Guangdong Province, the PRC. The notice convening the ESM is set out on pages 106 to 107 of this circular.

For determining the entitlement of the Shareholders to attend the ESM, the register of members will be closed from Wednesday, 24 December 2025 to Wednesday, 31 December 2025 (both days inclusive). Shareholders whose names appear on the register of members of the Company on Wednesday, 31 December 2025 are entitled to attend and vote at the ESM. Shareholders who wish to attend the ESM but have not registered the transfer documents should deposit the transfer documents together with the relevant share certificates at 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 (for holders of H Shares), or the Company's registered office at CDB Financial Center, No. 2003 Fuzhong Third Road, Futian District, Shenzhen, Guangdong Province, the PRC (for holders of Domestic Shares) by no later than 4:30 p.m. on Tuesday, 23 December 2025.

PROCEDURES FOR VOTING AT THE ESM

According to Rule 13.39(4) of the Listing Rules, the votes of Shareholders at the ESM will be taken by poll.

RECOMMENDATION

The Directors are of the view that the resolutions set out in the notice of the ESM for the consideration and approval of the Shareholders are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders vote in favor of the resolutions to be proposed at the ESM.

Your attention is also drawn to the additional information set out in the appendices to this circular.

By order of the Board
CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD.
MA Hong
Chairman

Comparison Table of Amendments to the Rules of Procedures for the Shareholders' Meeting of China Development Bank Financial Leasing Co., Ltd.

Original Article	Revised Article
Article 1 In order to protect the shareholders to exercise their rights in accordance with the law, ensure the efficient and regular operation and scientific decision-making of the shareholders' general meeting, and improve the corporate governance structure, these Rules have been formulated by China Development Bank Financial Leasing Co., Ltd. (the "Company") in accordance with the Company Law of the People's Republic of China (the "Company Law"), Securities Law of the People's Republic of China, Law of the People's Republic of China on Regulation of and Supervision over the Banking Industry, Administrative Measures on Financial Leasing Companies, Implementation Measures for Administrative Licensing Matters of Non- banking Financial Institutions, Corporate Governance Standards for Banking and Insurance Institutions (the "Governance Standards"), Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and relevant requirements of other laws, administrative regulations, departmental rules, the listing rules of the place where the shares of the Company are listed, Articles of Association of China Development Bank Financial Leasing Co., Ltd. (the "Articles of Association"), with reference to Guidelines for the Articles of Association of the Listed Companies and the Rules Governing Shareholders' General Meetings of Listed Companies (revised in 2022) and in the light of the actual situation of the Company.	**Article 1** In order to protect the shareholders to exercise their ~~rights~~**powers and functions** in accordance with the law, ensure the efficient and regular operation and scientific decision-making of the ~~shareholders' general meetings~~**shareholders' meeting**, and improve the corporate governance structure, these Rules have been formulated by China Development Bank Financial Leasing Co., Ltd. (the "Company") in accordance with the Company Law of the People's Republic of China (the "Company Law"), Securities Law of the People's Republic of China, Law of the People's Republic of China on Regulation of and Supervision over the Banking Industry, Administrative Measures on Financial Leasing Companies, Implementation Measures for Administrative Licensing Matters of Non- banking Financial Institutions, Corporate Governance Standards for Banking and Insurance Institutions (the "Governance Standards"), Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and ~~relevant requirements of other laws, administrative regulations, departmental rules, the listing rules of the place where the shares of the Company are listed,~~ Articles of Association of China Development Bank Financial Leasing Co., Ltd. (the "Articles of Association"), with reference to Guidelines for the Articles of Association of the Listed Companies **(revised in 2025)** and the Rules Governing ~~Shareholders' General Meetings~~ **Shareholders' Meetings** of Listed Companies (~~revised in 2022~~**revised in 2025**) and in the light of the actual situation of the Company.
Article 2 The Rules shall be binding upon the Company and its shareholders, the directors, supervisors, senior management personnel and other non-voting attendees present at the shareholders' general meeting.	**Article 2** The Rules shall be binding upon the Company and its shareholders, the directors, ~~supervisors,~~ senior management personnel and other non-voting attendees present at the **shareholders' meeting**~~shareholders' general meeting~~.

Original Article	Revised Article
Article 5 Any people holding shares of the Company shall be entitled to attend in person or entrust a proxy to attend the shareholders' general meeting, and enjoy the right of information, right to speak, right of inquiry, right of voting, and other shareholder, rights pursuant to the laws, administrative regulations, departmental rules, the listing rules of the place where the shares of the Company are listed, the Articles of Association or the Rules hereof. Where the banking regulatory authority or the Company imposes restrictions on shareholders' rights in accordance with laws and regulations, such restrictions shall be enforced in accordance with the relevant provisions. Shareholders and proxies attending the shareholders' general meeting shall observe relevant laws, administrative regulations, departmental rules, the Articles of Association and the Rules hereof, and shall keep order in earnest, and shall not infringe upon other shareholders' legitimate rights and interests.	**Article 5 All ordinary shareholders registered on the registration date of equity interest** ~~Any people holding shares of the Company~~ shall be entitled to attend in person or entrust a proxy to attend the **shareholders' meeting**~~shareholders' general meeting~~, and enjoy **various**~~the right of information, right to speak, right of inquiry, right of voting, and other~~ shareholder**s'**~~,~~ rights pursuant to the laws, administrative regulations, departmental rules, the listing rules of the place where the shares of the Company are listed, the Articles of Association or the Rules hereof. Where the banking regulatory authority or the Company imposes restrictions on shareholders' rights in accordance with laws and regulations, such restrictions shall be enforced in accordance with the relevant provisions. Shareholders and proxies attending the **shareholders' meeting**~~shareholders' general meeting~~ shall observe relevant laws, administrative regulations, departmental rules, **the listing rules of the place where the shares of the Company are listed,** the Articles of Association and the Rules hereof, and shall keep order in earnest, and shall not infringe upon **the legitimate rights and interests of the Company and** other shareholders'~~legitimate rights and interests~~.
Article 6 The shareholders' general meeting consists of all shareholders and is the organ of authority of the Company. The shareholders' general meeting shall exercise the following duties and powers within the scope prescribed by laws, administrative regulations and the Articles of Association: (1) deciding on the business policies, strategic development plan and investment plans of the Company; (2) electing and replacing directors who are non-employee representatives and deciding on matters concerning their remuneration; (3) electing and replacing supervisors who are non-employee representatives, and deciding on matters concerning their remuneration;	**Article 6** The **shareholders' meeting**~~shareholders' general meeting~~ consists of all shareholders and is the organ of authority of the Company. The **shareholders' meeting**~~shareholders' general meeting~~ shall exercise the following duties and powers within the scope prescribed by laws, administrative regulations and the Articles of Association: ~~(1) deciding on the business policies, strategic development plan and investment plans of the Company;~~ (**1**~~2~~) electing and replacing directors who are non-employee representatives and deciding on matters concerning their remuneration; ~~(3) electing and replacing supervisors who are non-employee representatives, and deciding on matters concerning their remuneration;~~

Original Article	Revised Article
(4) examining and approving work report of the board of directors;	(**2**~~4~~) examining and approving work report of the board of directors;
(5) examining and approving work report of the board of supervisors;	~~(5) examining and approving work report of the board of supervisors;~~
(6) examining and approving the Company's annual financial budget and final account proposals;	(**3**~~6~~) examining and approving the Company's annual financial budget and final account proposals;
(7) examining and approving the Company's plans for profit distribution and loss recovery plan;	(**4**~~7~~) examining and approving the Company's plans for profit distribution and loss recovery plan;
(8) adopting resolutions concerning the increase or reduction of the Company's registered capital;	(**5**~~8~~) adopting resolutions concerning the increase or reduction of the Company's registered capital;
(9) adopting resolutions on merger, division, dissolution, liquidation or change of corporate form of the Company;	(**6**~~9~~) adopting resolutions on merger, division, dissolution, liquidation or change of corporate form of the Company;
(10) adopting resolutions on the annual plans for issuance of corporate bonds;	(**7**~~10~~) adopting resolutions on the annual plans for issuance of corporate bonds;
(11) adopting resolutions on the engagement, dismissal or non-reappointment of accounting firms who conduct regular statutory audit on the financial reports of the Company and their remuneration;	(**8**~~11~~) adopting resolutions on the engagement, dismissal or non-reappointment of accounting firms who conduct regular statutory audit on the financial reports of the Company and their remuneration;
(12) amending the Articles of Association; and examining and approving the procedural rules for the shareholders' general meeting, the board of directors and the board of supervisors;	(**9**~~12~~) amending the Articles of Association; and examining and approving the procedural rules for the **shareholders' meeting and**~~shareholders' general meeting,~~ the board of directors~~ and the board of supervisors~~;
(13) examining the material equity investment, bond investment, asset acquisition, asset disposal, asset write-off, external guarantee and other trading matters that shall be approved by the shareholders' general meeting as stipulated by laws, regulations and the listing rules of the place where the shares of the Company are listed;	(**10**~~13~~) examining the material equity investment, bond investment, asset acquisition, asset disposal, asset write-off, external guarantee and other trading matters that shall be approved by the **shareholders' meeting**~~shareholders' general meeting~~ as stipulated by laws, regulations and the listing rules of the place where the shares of the Company are listed;
(14) examining and approving the equity incentive scheme;	(**11**~~14~~) examining and approving the equity incentive scheme;
(15) adopting resolutions on acquisition of the shares of the Company in accordance with laws and regulations;	(**12**~~15~~) adopting resolutions on acquisition of the shares of the Company in accordance with laws and regulations;
(16) adopting resolutions on the listing of the Company;	(**13**~~16~~) adopting resolutions on the listing of the Company;

Original Article	Revised Article
(17) examining the proposals raised by the shareholders who hold 5% or more of the voting shares of the Company; (18) other issues that shall be approved by the shareholders' general meeting as stipulated by laws, administrative regulations, departmental rules, the listing rules of the place where the shares of the Company are listed, regulatory requirements or the Articles of Association.	(**14**~~17~~) examining the proposals **submitted by shareholders individually or jointly holding 1% or more of the shares of the Company**~~raised by the shareholders who hold 5% or more of the voting shares of the Company~~; (**15**~~18~~) other issues that shall be approved by the **shareholders' meeting**~~shareholders' general meeting~~ as stipulated by laws, administrative regulations, departmental rules, the listing rules of the place where the shares of the Company are listed, regulatory requirements or the Articles of Association.
Article 7 The above matters within the scope of powers of the shareholders' general meeting shall be discussed and decided by the shareholders' general meeting to safeguard the shareholders of the Company's decision-making power in respect of such matter. The shareholders' general meeting may authorize the board of directors to decide or delegate to the board of directors such matters that are related to those to be resolved but cannot or need not be resolved promptly at the shareholders' general meeting under circumstances that are necessary, reasonable, legal and compliant. The content of authorization or delegation shall be clear and specific. For the authorization to the board of directors by the shareholders' general meeting, if matters authorized are those that shall be adopted by the shareholders' general meeting by means of general resolution as specified in the Articles of Association, they shall be adopted by more than half of the voting rights held by the shareholders (including shareholder proxies) present at the meeting. If matters authorized are those that shall be adopted by the shareholders' general meeting by means of special resolution as specified in the Articles of Association, they shall be adopted by more than two-thirds of the voting rights held by the shareholders (including shareholder proxies) present at the meeting.	**Article 7** The ~~above~~ matters within the scope of powers of the **shareholders' meeting as specified in Article 6 hereof**~~shareholders' general meeting~~ shall be discussed and decided by the **shareholders' meeting**~~shareholders' general meeting~~ to safeguard the shareholders of the Company's decision-making power in respect of such matter. The **shareholders' meeting**~~shareholders' general meeting~~ may authorise the board of directors to decide or delegate to the board of directors such matters that are related to those to be resolved but cannot or need not be resolved promptly at the **shareholders' meeting**~~shareholders' general meeting~~ under circumstances that are necessary, reasonable, legal and compliant. The content of authorisation or delegation shall be clear and specific. For the authorisation to the board of directors by the **shareholders' meeting**~~shareholders' general meeting~~, if matters authorised are those that shall be adopted by the **shareholders' meeting**~~shareholders' general meeting~~ by means of general resolution as specified in the Articles of Association, they shall be adopted by more than half of the voting rights held by the shareholders (including shareholder proxies) present at the meeting. If matters authorised are those that shall be adopted by the **shareholders' meeting**~~shareholders' general meeting~~ by means of special resolution as specified in the Articles of Association, they shall be adopted by more than two-thirds of the voting rights held by the shareholders (including shareholder proxies) present at the meeting.
Article 9 Shareholders' general meetings include annual general meetings and extraordinary general meetings.	**Article 9** **Shareholders' meetings** ~~Shareholders' general meetings~~ include annual **shareholders' meetings**~~general meetings~~ and extraordinary **shareholders' meetings**~~general meetings~~.

Original Article	Revised Article
Article 10 Annual general meetings shall be held once each year and within six months from the close of each accounting year.	**Article 10** Annual **shareholders' meetings**~~general meetings~~ shall be held once each year and within six months from the close of **previous**~~each~~ accounting year.
Article 11 The Company shall convene an extraordinary general meeting within two months from the date of occurrence of any of the following events: (1) the number of directors is less than the number stipulated in the Company Law or two- thirds of the number specified in the Articles of Association; (2) the uncovered losses of the Company reach one-third of the Company's total share capital; (3) shareholders who individually or jointly hold 10% or more of the issued and outstanding voting shares of the Company (the "convening shareholders") request to convene the extraordinary general meeting in writing; (4) no less than one-half of all independent directors and no less than two independent directors so propose; (5) the board of directors deems it necessary or the board of supervisors so proposes; (6) any other circumstances stipulated by laws, regulations and regulatory documents, the Articles of Association and the Rules hereof. The number of shares held by the shareholders specified in item (3) shall be the number of shares held on the date when the shareholders submit the written request.	**Article 11** The Company shall convene an extraordinary **shareholders' meeting**~~general meeting~~ within two months from the date of occurrence of any of the following events: (1) the number of directors is less than the number stipulated in the Company Law or two-thirds of the number specified in the Articles of Association; (2) the uncovered losses of the Company reach one-third of the Company's total share capital; (3) shareholders who individually or jointly hold 10% or more of the ~~issued and outstanding voting~~ shares of the Company (the "convening shareholders") request to convene the extraordinary **shareholders' meeting**~~general meeting~~ in writing; (4) no less than one-half of all independent directors and no less than two independent directors so propose; (5) the board of directors deems it necessary or the **audit committee**~~board of supervisors~~ so proposes; (6) any other circumstances stipulated by laws, **administrative** regulations**, departmental rules**~~and regulatory documents~~, **the listing rules of the place where the shares of the Company are listed,** the Articles of Association and the Rules hereof. ~~The number of shares held by the shareholders specified in item (3) shall be the number of shares held on the date when the shareholders submit the written request.~~
Article 12 In the event that an annual general meeting or an extraordinary general meeting is not convened within the aforesaid time limit, a written report shall be made to the regulatory authorities and the stock exchange on which the Company's shares are listed and traded (hereinafter referred to as the stock exchange) stating the reasons and making an announcement thereof.	**Article 12** In the event that an annual **shareholders' meeting**~~general meeting~~ or an extraordinary **shareholders' meeting** ~~general meeting~~ is not convened within the aforesaid time limit, a written report shall be made to the regulatory authorities and the stock exchange on which the Company's shares are listed and traded (hereinafter referred to as the stock exchange) stating the reasons and making an announcement thereof. **The Company shall engage a lawyer to issue legal opinions when convening the shareholders' meeting.**

Original Article	Revised Article
Article 14 Where any shareholders, the board of supervisors or independent directors request for the convention of an extraordinary general meeting or a class meeting, the following procedures shall be followed: (1) Shareholders who individually or jointly hold more than ten percent of the Company's voting shares shall have the right to request the board of directors in writing to convene the extraordinary general meeting. Two or more shareholders that jointly hold ten percent or more of the Company's voting shares in such a meeting shall have the right to sign a copy or more of the request in writing in the same form and content with the proposals to be discussed and request the board of directors to convene an extraordinary general meeting or a class meeting. The board of directors shall convene the extraordinary general meeting or class meeting as soon as possible after it receives the request. If the board of directors fails to give a notice to convene the meeting within 30 days after it receives the aforesaid request, the shareholders who request to convene such a meeting may convene the meeting at its own discretion within four months after the board of directors receives the request, and the meeting may be conducted in a manner which is as similar as possible to that of shareholders' general meetings convened by the board of directors. (2) The board of supervisors shall have the right to propose to the board of directors to convene an extraordinary general meeting and the proposal should be made in writing. The board of directors shall, in accordance with the requirements of the laws, regulations and these articles, give a written response on whether or not it agrees to convene such meeting within 30 days after receipt of the proposal. If the board of directors agrees to convene an extraordinary general meeting, it will issue a notice to convene such meeting within 5 days after it has so resolved. The consent of the board of supervisors shall be obtained if any change is to be made to the original proposal in the notice. If the board of directors does not agree to convene such meeting, or fails to give a response within 30 days after receipt of the proposal, it shall be deemed to be unable to or have failed to perform its duty of convening shareholders' general meeting, and the board of supervisors may itself convene and preside over such meeting.	**Article 14** Where any shareholders, the **audit committee**~~board of supervisors~~ or independent directors request for the convention of an extraordinary **shareholders' meeting**~~general meeting~~ or a class meeting, the following procedures shall be followed: (1) Shareholders who individually or jointly hold more than ten percent of the Company's voting shares shall have the right to request the board of directors in writing to convene the extraordinary **shareholders' meeting**~~general meeting~~. Two or more shareholders that jointly hold ten percent or more of the Company's voting shares in **the proposed**~~such a~~ meeting shall have the right to sign a copy or more of the request in writing in the same form and content with the proposals to be discussed and request the board of directors to convene an extraordinary **shareholders' meeting** ~~general meeting~~ or a class meeting. The board of directors shall convene the extraordinary **shareholders' meeting** ~~general meeting~~ or class meeting as soon as possible after it receives the request. ~~If the board of directors fails to give a notice to convene the meeting within 30 days after it receives the aforesaid request, the shareholders who request to convene such a meeting may convene the meeting at its own discretion within four months after the board of directors receives the request, and the meeting may be conducted in a manner which is as similar as possible to that of shareholders' general meetings convened by the board of directors.~~**The board of directors shall, within ten days after it receives the aforesaid request, decide whether to convene an extraordinary shareholders' meeting or a class meeting and provide a response in writing to the shareholders. If the board of directors decides to convene an extraordinary shareholders' meeting or a class meeting, it shall convene the extraordinary shareholders' meeting or class meeting as soon as possible. The numbers of shares held by the shareholders shall be counted on the date of the request in writing. If the board of directors disagrees to convene a meeting or fails to respond within ten days after it receives the aforesaid written request, it shall be deemed that the board of directors is unable or fails to fulfil its duty to convene a shareholders' meeting. Shareholders who individually or jointly hold more than 10% of the Company's shares may propose in writing to the audit committee to convene an extraordinary shareholders' meeting. If the audit committee agrees to convene an extraordinary shareholders' meeting, it shall issue a notice to convene the meeting within five days after it receives the request. If the audit committee fails to convene and preside over the meeting, or fails to respond within ten days after it receives the shareholders' request, shareholders who individually or jointly hold 10% or more of the Company's shares for a continuous period of more than ninety days may convene and preside over the meeting at their discretion, and the meeting may be conducted in a manner which is as similar as possible to that of shareholders' meetings convened by the board of directors.**

Original Article	Revised Article
(3) Half or more and not less than two of the independent directors have the right to propose to the board of directors to convene an extraordinary general meeting and such proposal shall be in writing. In response to such a proposal from independent directors requesting to convene an extraordinary general meeting, the board of directors shall, in accordance with the laws, the regulations and the Articles of Association, adopt resolution and issue a notice to convene such meeting within 30 days after receipt of the proposal and convene an extraordinary general meeting within two months of receiving the proposal. Changes made to the original proposal in the notice shall be approved by the independent directors. Any reasonable expenses incurred by the shareholders or the board of supervisors concerned by reason of failure by the board of directors to convene a meeting according to the foregoing requirements shall be repaid by the Company and any sum so repaid shall be set-off against sums owed by the Company to the defaulting directors.	(2) The **audit committee**~~board of supervisors~~ shall have the right to propose to the board of directors to convene an extraordinary **shareholders' meeting**~~general meeting~~ and the proposal should be made in writing. The board of directors shall, in accordance with the requirements of the laws, **administrative** regulations and these articles, give a written response on whether or not it agrees to convene such meeting within **10**~~30~~ days after receipt of the proposal. If the board of directors agrees to convene an extraordinary **shareholders' meeting**~~general meeting~~, it will issue a notice to convene such meeting within 5 days after it has so resolved. The consent of the **audit committee**~~board of supervisors~~ shall be obtained if any change is to be made to the original proposal in the notice. If the board of directors does not agree to convene such meeting, or fails to give a response within **10**~~30~~ days after receipt of the proposal, it shall be deemed to be unable to or have failed to perform its duty of convening **shareholders' meeting**~~shareholders' general meeting~~, and the **audit committee**~~board of supervisors~~ may itself convene and preside over such meeting. (3) Half or more and not less than two of the independent directors have the right to propose to the board of directors to convene an extraordinary **shareholders' meeting**~~general meeting~~ and such proposal shall be in writing. In response to such a proposal from independent directors requesting to convene an extraordinary **shareholders' meeting**~~general meeting~~, the board of directors shall, in accordance with the laws, **administrative**~~the~~ regulations and the Articles of Association, adopt resolution ~~and issue a notice to convene such meeting~~ within **10**~~30~~ days after receipt of the proposal **and issue a notice convening such meeting within 5 days after adoption of the resolution,** and convene an extraordinary **shareholders' meeting**~~general meeting~~ within two months of receiving the proposal. Changes made to the original proposal in the notice shall be approved by the independent directors. ~~Any reasonable expenses incurred by the shareholders or the board of supervisors concerned by reason of failure by the board of directors to convene a meeting according to the foregoing requirements shall be repaid by the Company and any sum so repaid shall be set-off against sums owed by the Company to the defaulting directors.~~**If the audit committee or shareholders decide to convene a shareholders' meeting at their discretion, the Company shall bear the necessary expenses for the meeting.**

Original Article	Revised Article
Article 15 When the board of supervisors or the convening shareholders decide to convene an extraordinary general meeting of shareholders by themselves, they shall notify the board of directors in writing, and issue a notice convening the extraordinary general meeting. The content of the notice shall comply with the following requirement and the provision in Article 23 hereof: (1) no new proposal shall be added, otherwise, the convening shareholders or the board of supervisors shall make a new request to the board of directors for convening of the extraordinary general meeting according to the aforesaid procedures; (2) the place of meeting shall be the Company's domicile or such other place as may be notified by the convener of the meeting. When the board of supervisors or the convening shareholders decide to convene an extraordinary general meeting by themselves, the shareholding of the convening shareholders shall be no less than 10% before a resolution passed at the shareholders' general meeting is announced.	**Article 15** When the **audit committee**~~board of supervisors~~ or the convening shareholders decide to convene an extraordinary **shareholders' meeting**~~general meeting of shareholders~~ by themselves, they shall notify the board of directors in writing, and issue a notice convening the extraordinary **shareholders' meeting after filing with the stock exchange and banking regulatory authority**~~general meeting~~. The content of the notice shall comply with the following requirement and the provision in Article 23 hereof: (1) **the convening shareholders or the audit committee shall not alter the original request proposed to the board of directors,**~~no new proposal shall be added,~~ otherwise, the convening shareholders or the **audit committee**~~board of supervisors~~ shall make a new request to the board of directors for convening of the extraordinary **shareholders' meeting**~~general meeting~~ according to the **Articles of Association and Article 14 hereof**~~aforesaid procedures~~; (2) the place of meeting shall be the Company's domicile or such other place as may be notified by the convener of the meeting. When the **audit committee**~~board of supervisors~~ or the convening shareholders decide to convene an extraordinary **shareholders' meeting**~~general meeting~~ by themselves, the shareholding of the convening shareholders shall be no less than 10% before a resolution passed at the **shareholders' meeting**~~shareholders' general meeting~~ is announced. **The audit committee or the convening shareholders shall submit relevant supporting documents to the stock exchange and banking regulatory authority upon issuing the notice and publishing the announcement on resolution of the shareholders' meeting.**

Original Article	Revised Article
Article 16 The board of directors and the secretary of the board of directors shall actively assist the board of supervisors or the convening shareholders in holding extraordinary general meetings of shareholders by themselves. The board of directors shall provide the register of shareholders on the record date. The register shall not be used for any purpose other than the holding of the shareholders' general meeting.	**Article 16** The board of directors and the secretary of the board of directors shall actively assist the **audit committee**~~board of supervisors~~ or the convening shareholders in holding extraordinary **shareholders' meetings**~~general meetings of shareholders~~ by themselves. The board of directors shall provide the register of shareholders on 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 the access to such register by presenting relevant notice convening the shareholders' meeting.** The register shall not be used for any purpose other than the holding of the **shareholders' meeting**~~shareholders' general meeting~~.
Article 17 Proposals (proposals) shall be specified for the subject matters to be discussed at a shareholders' general meeting, and the meeting shall make resolutions on specific proposals.	**Article 17** Proposals (proposals) shall be specified for the subject matters to be discussed at a **shareholders' meeting**~~shareholders' general meeting~~, and the meeting shall make resolutions on specific proposals **in accordance with the Articles of Association and the Rules hereof**.
Article 18 The contents of proposals shall belong to the scope of authority of the shareholders' general meeting, and shall have pronounced subject matters and detailed agenda items, and shall comply with laws, administrative regulations, departmental rules and the Articles of Association. The proposals shall be submitted or sent to the board of directors in writing.	**Article 18** The contents of proposals shall belong to the scope of authority of the **shareholders' meeting**~~shareholders' general meeting~~, and shall have definite subjects for discussion and specific matters to be resolved, and shall comply with laws, administrative regulations~~, departmental rules~~ and the Articles of Association. The proposals shall be submitted or sent to the board of directors in writing.
Article 19 The board of directors, the board of supervisors and the shareholders independently or jointly holding more than 3% of shares of the Company shall have the right to submit proposals at the shareholders' general meeting held by the Company.	**Article 19** The board of directors, the **audit committee**~~board of supervisors~~ and the shareholders independently or jointly holding more than **1**~~3~~% of shares of the Company shall have the right to submit proposals at the **shareholders' meeting**~~shareholders' general meeting~~ held by the Company.

Original Article	Revised Article
Article 20 Shareholders independently or jointly holding more than 3% of shares of the Company may submit ad hoc proposal in written to the board of directors 10 days before holding of a shareholders' general meeting. The board of directors shall notify other shareholders within two days upon receipt of the proposals, and submit such ad hoc proposal to the shareholders' general meeting for consideration. Ad hoc resolutions proposed by shareholders shall meet the following requirements: (1) the content of the resolutions shall fall within the business scope of the Company and the functions and powers of the shareholders' general meeting without violating any laws, regulations or Articles of Association; (2) contain definite subjects for discussion and specific matters to be resolved; (3) shall be delivered or served on the board of directors in writing 10 days prior to the date of the shareholders' general meeting.	**Article 20** Shareholders independently or jointly holding more than **1**~~3~~% of shares of the Company may submit ad hoc proposal in writing to the board of directors 10 days before holding of a **shareholders' meeting**~~shareholders' general meeting~~. The board of directors shall notify other shareholders within two days upon receipt of the proposals, and submit such ad hoc proposal to the **shareholders' meeting**~~shareholders' general meeting~~ for consideration. Ad hoc resolutions proposed by shareholders shall meet the following requirements: (1) the content of the resolutions shall fall within the business scope of the Company and the functions and powers of the **shareholders' meeting**~~shareholders' general meeting~~ without violating any laws, **administrative** regulations or Articles of Association; (2) contain definite subjects for discussion and specific matters to be resolved; (3) shall be delivered or served on the board of directors in writing 10 days prior to the date of the **shareholders' meeting**~~shareholders' general meeting~~.
Article 21 In the event that a proposal is amended, withdrawn or cancelled pursuant to a proper reason, the board of directors shall notify the other shareholders of such amendment, withdrawal or cancellation by way of a supplemental circular or announcement published not less than 10 business days prior to the date of the shareholders' general meeting. Apart from the aforesaid circumstances of amendment, withdrawal or cancellation of proposals based on justifiable reasons and cases of addition of new proposals in accordance with Article 20 hereof, the Company shall neither amend, withdraw or cancel the proposals nor add new proposals in the notice of the shareholders' general meeting after issue of the notice. Proposals that are not set out in the notice of the shareholders' general meeting or that do not comply with the provisions of Articles 18 to 20 hereof shall not be voted on and resolved at the shareholders' general meeting.	**Article 21** In the event that a proposal is amended, withdrawn or cancelled pursuant to a proper reason, the board of directors shall notify other shareholders of such amendment, withdrawal or cancellation by way of a supplemental circular or announcement published not less than **ten**~~10 business~~ days prior to the date of the **shareholders' meeting**~~shareholders' general meeting~~. Apart from the aforesaid circumstances of amendment, withdrawal or cancellation of proposals based on justifiable reasons and cases of addition of new proposals in accordance with Article 20 hereof, the Company shall neither amend, withdraw or cancel the proposals nor add new proposals in the notice of the **shareholders' meeting**~~shareholders' general meeting~~ after issue of the notice. Proposals that are not set out in the notice of the **shareholders' meeting**~~shareholders' general meeting~~ or that do not comply with the provisions of Articles 18 to 20 hereof shall not be voted on and resolved at the **shareholders' meeting**~~shareholders' general meeting~~.

Original Article	Revised Article
Article 22 When the Company convenes an annual general meeting, a notice of the meeting shall be given twenty business days before the date of the meeting and no later than ten business days or fifteen days (whichever is longer) before the date of the extraordinary general meeting to notify all shareholders in the share register of the matters to be considered, the date and place of the meeting. When calculating the days of notice, the date of the meeting and the date of the notices sent should not be included.	**Article 22** When the Company convenes an annual **shareholders' meeting**~~general meeting~~, a notice of the meeting shall be given twenty ~~business~~ days before the date of the meeting and no later than ~~ten business days or~~ fifteen days ~~(whichever is longer)~~ before the date of the extraordinary **shareholders' meeting**~~general meeting~~ to notify all shareholders **in writing**~~in the share register~~ of **the time and place of the meeting and** the matters to be considered~~, the date and place of the meeting~~. When calculating the days of notice, the date of the meeting and the date of the notices sent should not be included.
Article 23 A notice of shareholders' general meeting of the Company shall be in compliance with the following requirements: (1) it shall be made in writing; (2) it shall specify the place, date and time of the meeting; (3) it shall describe the matters to be discussed at the meeting; (4) it shall record the registration date of equity interest for eligible shareholders for attending the meeting; (5) it shall provide to the shareholders the information and explanation necessary for them to make a wise decision on the matters to be discussed. This principle shall apply (but not limit) when the Company proposes a merger, share repurchases, reorganization of share capital or other restructuring, it shall provide the specific conditions and contract (if any) of the transaction under discussions and earnestly explain the cause and result of the transaction; (6) it shall disclose the nature and extent of conflict of interests, if any, of any director, supervisor, President and other senior management in any matter to be discussed; and provide an explanation of the difference, if any, between the way in which the matter to be discussed would affect such director, supervisor, President and other senior management in his capacity as shareholder and the way in which such matter would affect other shareholders of the same category;	**Article 23** A notice of **shareholders' meeting**~~shareholders' general meeting~~ of the Company shall be **made in writing and contain**~~in compliance with~~ the following **contents**~~requirements~~: ~~(1) it shall be made in writing;~~ (**1**~~2~~) ~~it shall specify~~ the place, date and time of the meeting; (**2**~~3~~) **matters and proposals submitted for consideration at the meeting**~~it shall describe the matters to be discussed at the meeting~~; (**3**~~4~~) ~~it shall record~~ the registration date of equity interest for ~~eligible~~ shareholders **eligible to attend**~~for attending~~ the meeting; ~~(5) it shall provide to the shareholders the information and explanation necessary for them to make a wise decision on the matters to be discussed. This principle shall apply (but not limit) when the Company proposes a merger, share repurchases, reorganization of share capital or other restructuring, it shall provide the specific conditions and contract (if any) of the transaction under discussions and earnestly explain the cause and result of the transaction;~~

Original Article	Revised Article
(7) it shall contain the full text of any special resolution proposed to be adopted at the meeting; (8) it shall contain a conspicuous statement that shareholders entitled to attend and vote have the right to entrust one or more proxies to attend and vote on their behalf and that such proxy need not be a shareholder; (9) it shall state the time and place for the delivery of the meeting's proxy's letter of authorization; (10) the name, telephone number and the email address of the standing contact person of the meeting.	~~(6) it shall disclose the nature and extent of conflict of interests, if any, of any director, supervisor, President and other senior management in any matter to be discussed; and provide an explanation of the difference, if any, between the way in which the matter to be discussed would affect such director, supervisor, President and other senior management in his capacity as shareholder and the way in which such matter would affect other shareholders of the same category;~~ ~~(7) it shall contain the full text of any special resolution proposed to be adopted at the meeting;~~ (**4**~~8~~) ~~it shall contain~~ a conspicuous statement **specifying** that shareholders entitled to attend and vote have the right to entrust **in writing** one or more proxies to attend and vote on their behalf and that such proxy need not be a shareholder; ~~(9) it shall state the time and place for the delivery of the meeting's proxy's letter of authorization;~~ (**5**~~10~~) the name, telephone number and the email address of the standing contact person of the meeting**;**~~.~~ **(6) the voting time and voting procedures of the shareholders' meeting; and** **(7) other contents required by laws, administrative regulations, regulatory requirements and the listing rules of the place where the shares of the Company are listed.** **The Company shall also issue a circular of the shareholders' meeting in accordance with the listing rules of the place where the shares of the Company are listed, fully and completely disclosing the specific details of all proposals, along with all information or explanations necessary for shareholders to make a reasonable judgment on the matters to be discussed.**

Original Article	Revised Article
Article 24 Notice of shareholders' general meetings shall be served to shareholder (whether or not entitled to vote at the meetings), by personal delivery or prepaid mail to their addresses as shown in the register of shareholders. Notice of shareholders' general meetings may also be given by public notice (including the notice on the website of the Company and the disclosure website of the place where the Company's shares are listed) subject to prior written or implied consent of the shareholders in accordance with relevant laws and regulations as well as the amended Hong Kong Listing Rules. The public notice for holders of Domestic Shares shall be published in one or more newspapers designated by the securities regulatory authority of the State Council and on the website of the Company. Upon the publication of such notice, all the holders of Domestic Shares shall be deemed to have received the notice of the relevant shareholders' general meeting.	**Article 24** Notice **and circular** of **shareholders' meetings**~~shareholders' general meetings~~ shall be **published by way of announcement on the websites of the Hong Kong Stock Exchange and the Company**~~served to shareholder (whether or not entitled to vote at the meetings), by personal delivery or prepaid mail to their addresses as shown in the register of shareholders. Notice of shareholders' general meetings may also be given by public notice (including the notice on the website of the Company and the disclosure website of the place where the Company's shares are listed) subject to prior written or implied consent of the shareholders in accordance with relevant laws and regulations as well as the amended Hong Kong Listing Rules~~. The public notice **and circular** for holders of Domestic Shares shall **also be sent to shareholders specifically by email**~~be published in one or more newspapers designated by the securities regulatory authority of the State Council and on the website of the Company. Upon the publication of such notice, all the holders of Domestic Shares shall be deemed to have received the notice of the relevant shareholders' general meeting~~.
Article 27 If the election of directors and supervisors is to be discussed at the shareholders' general meeting, the notice of the shareholders' general meeting shall fully disclose the detailed information of the candidates for directors and supervisors, which shall at least include the following contents: (1) Educational background, work experience, part-time jobs, and other personal data; (2) Whether they are related parties of the Company or its controlling shareholder and actual controller; (3) Their shares in the Company; (4) Whether they have been penalized by the CSRC and other relevant authorities, and the stock exchange.	**Article 27** If the election of directors ~~and supervisors~~ is to be discussed at the **shareholders' meeting**~~shareholders' general meeting~~, the notice of the **shareholders' meeting**~~shareholders' general meeting~~ shall fully disclose the detailed information of the candidates for directors~~ and supervisors~~, which shall at least include the following contents: (1) Educational background, work experience, part-time jobs, and other personal data; (2) Whether they are related parties of the Company or its controlling shareholder and actual controller; (3) Number of shares held in the Company; (4) Whether they have been penalised by the **securities regulatory authority**~~CSRC~~ and other relevant authorities, and the stock exchange. **Each of the candidates for directors shall be proposed in a separate motion.**

Original Article	Revised Article
Article 30 Any shareholder entitled to attend a shareholders' general meeting of the Company shall be entitled to speak at the meeting. Any shareholder entitled to attend and vote at a shareholders' general meeting of the Company shall be entitled to appoint one or more other persons (whether a shareholder or not) as his/her/its proxy to attend and vote on his/her/its 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 the authority to demand or join in demanding a poll; and (3) have the right to vote on a show of hands or on a poll, unless as required by applicable listing rules or other security laws and regulations, but when more than one proxy has been appointed, the proxies only have the right to vote on a poll. If the shareholder is a HKSCC, the HKSCC is entitled to appoint one or more persons it thinks fit as its proxies to attend on its behalf at any shareholders' general meeting, any class meeting or any creditor meeting; but, if one or more persons have such authorization, the letter of authorization shall contain the number and class of the shares under authorization with respect to each of such persons and shall be signed by the persons authorized by the HKSCC. Such authorized person can attend the meeting (without presenting the proof of shareholding, notarially certified authorization and/or further proofs to verify that he/she is duly authorized) and exercise the right on behalf of the HKSCC as if he/she is a shareholder of the Company, and shall be entitled to the statutory rights same as those of other shareholders, including the right to speak and vote.	**Article 30** Any shareholder entitled to attend a **shareholders' meeting** ~~shareholders' general meeting~~ of the Company shall be entitled to speak at the meeting. Any shareholder entitled to attend and vote at a **shareholders' meeting** ~~shareholders' general meeting~~ of the Company **may attend and vote at the meeting in person or** ~~shall be entitled to~~ appoint one or more other persons (whether a shareholder or not) as his/her/its proxy to attend and vote on his/her/its 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 the authority to demand or join in demanding a poll; and~~ ~~(3) have the right to vote on a show of hands or on a poll, unless as required by applicable listing rules or other security laws and regulations, but when more than one proxy has been appointed, the proxies only have the right to vote on a poll.~~ If the shareholder is a HKSCC, **as defined by relevant rules applicable from time to time in Hong Kong,** the HKSCC is entitled to appoint one or more persons it thinks fit as its proxies to attend on its behalf at any **shareholders' meeting**~~shareholders' general meeting~~, any class meeting or any creditor meeting; but, if one or more persons have such authorisation, the letter of authorisation shall contain the number and class of the shares under authorisation with respect to each of such persons and shall be signed by the persons authorised by the HKSCC. Such authorised person can attend the meeting (without presenting the proof of shareholding, notarially certified authorisation and/or further proofs to verify that he/she is duly authorised) and exercise the right on behalf of the HKSCC as if he/she is a shareholder of the Company, and shall be entitled to the statutory rights same as those of other shareholders, including the right to speak and vote.

Original Article	Revised Article
Article 31 Shareholders shall appoint a proxy in writing which is signed by the appointer or his/her/its proxy so authorized in writing, or if the appointer is a legal person, sealed by the stamp of the legal person or signed by its directors, or proxies duly appointed. The letter of authorization shall contain the number of the shares represented by the proxy. If several persons are authorized as the proxies of the shareholder, the letter of authorization shall specify the number of the shares represented by each proxy. The proxy letter issued by a shareholder to entrust a proxy to attend shareholders' general meeting shall contain the following contents: (1) name of the proxy; (2) proxy's voting right; (3) instructions on each item to be discussed on the agenda of the shareholders' general meeting, stating whether the shareholder agrees to, objects to or abstains from voting on the resolution; (4) issuing date of the proxy letter and its effective period; and (5) signature (or seal) of the appointer. If the shareholder is a legal entity or other institution, its legal representative or the people authorized by its board of directors or by the decision-making organ may attend the shareholders' general meeting of the Company on behalf of the legal entity.	**Article 31** Shareholders **who entrust a proxy to attend a shareholders' meeting** shall **issue a proxy authorisation letter**~~appoint a proxy~~ in writing. ~~which is signed by the appointer or his/her/its proxy so authorized in writing, or if the appointer is a legal person, sealed by the stamp of the legal person or signed by its directors, or proxies duly appointed. The letter of authorization shall contain the number of the shares represented by the proxy. If several persons are authorized as the proxies of the shareholder, the letter of authorization shall specify the number of the shares represented by each proxy.~~ The proxy letter issued by a shareholder to entrust a proxy to attend ~~shareholders' general meetings~~**shareholders' meeting** shall contain the following contents: (1) **name or designation of the appointer, and the class and number of shares in the Company held by him/her;** **(2)** name of the proxy; ~~(2) proxy's voting right;~~ (3) **specific instructions from the shareholder, including** instructions on each item to be discussed on the agenda of the ~~shareholders' general meetings~~**shareholders' meeting**, stating whether the shareholder agrees to, objects to or abstains from voting on the resolution**, etc.**; (4) issuing date of the proxy letter and its effective period; and (5) signature (or seal) of the appointer**; where the appointer is a shareholder which is a legal entity, it shall be stamped with the seal of legal entity or signed by its director or duly authorised representative**. ~~If the shareholder is a legal entity or other institution, its legal representative or the people authorized by its board of directors or by the decision-making organ may attend the shareholders' general meeting of the Company on behalf of the legal entity.~~

Original Article	Revised Article
Article 32 The proxy letter shall be deposited at the residence of the Company or at such a place as specified in the notice convening the meeting not less than twenty-four hours before the time of the meeting at which the proxy proposes to vote or the time appointed for voting. If the proxy letter is signed by other person authorized by the appointer, the power of attorney or other authorization document shall be notarially certified. The notarially certified power of attorney or other authorization document, together with the proxy letter, shall be deposited at the residence of the Company or at such a place as specified in the notice convening the meeting.	**Article 32** ~~The proxy letter shall be deposited at the residence of the Company or at such a place as specified in the notice convening the meeting not less than twenty-four hours before the time of the meeting at which the proxy proposes to vote or the time appointed for voting. If the proxy letter is signed by other person authorized by the appointer, the power of attorney or other authorization document shall be notarially certified. The notarially certified power of attorney or other authorization document, together with the proxy letter, shall be deposited at the residence of the Company or at such a place as specified in the notice convening the meeting.~~**Individual shareholders attending the meeting in person shall present their ID cards or other valid documents or certificates that can prove their identities. Proxies attending the meeting on behalf of shareholders shall present their valid identity documents and the shareholder's proxy authorisation letter.** **If the shareholder is a legal entity or other institution, its legal representative, responsible person or such person as is authorised by resolution of its board of directors or other governing bodies may attend any shareholders' meeting as a representative of the appointer (all deemed to be shareholders present in person). A legal representative or responsible person who attends the meeting shall present his/her ID card and valid proof of his/her status as legal representative or responsible person. A proxy who attends the meeting shall present his/her own ID card and the written proxy authorisation letter issued by the legal entity or other institution.** **If a shareholder is unable to attend in person and unable to sign the proxy authorisation letter in person, he/she may authorise other person to sign on his/her behalf. The power of attorney or other authorisation documents authorising other person to sign must be notarised. Notarised power of attorney or documents shall be deposited at the Company's residence or at other place specified in the notice convening the shareholders' meeting, together with the proxy authorisation letter.**

Original Article	Revised Article
Article 37 The Company has the right to request a proxy who attends a shareholders' meeting on behalf of shareholders to provide passport or ID card as the evidence of his/her/its identity. If a shareholder which is a legal person (unless otherwise as a Recognized Clearing House or its attorney) appoints its legal representative to attend a meeting on its behalf, the Company has the right to request such legal representative to provide evidence of his/her or other authorized organization identity and a notarially certified copy of the resolutions or the power of attorney of such shareholder's board of directors in respect of the appointment of the proxy which has the capacity to appoint the proxy.	Deleted
Article 41 When a shareholders' general meeting is held, all the directors, supervisors and secretary of the board of directors should attend the meeting. The President and other senior management should be present at the meeting unless there is a proper reason.	**Article 40** When a ~~shareholders' general meeting~~**shareholders' meeting** is held, ~~all~~ the directors~~, supervisors and secretary of the board of directors~~ **and senior management of the Company** should attend the meeting**, and answer and give explanation to the inquiries and proposals raised by shareholders**~~. The President and other senior management should be present at the meeting~~ unless there is a proper reason.
Article 42 Shareholders' general meeting shall be convened by the board of directors and presided over by the chairman of the board of directors. If the chairman of the board of directors is unable or fails to perform his/her duties, the meeting shall be presided over by the vice chairman of the board of directors. If the vice chairman of the board of directors is unable or fails to perform duties, a director of the Company shall be elected by no less than half of the directors to preside over the meeting. If the shareholders' general meeting is convened by the board of supervisors on its own discretion, the chairman of the board of supervisors shall serve as the chairman to preside over the meeting; if the chairman of the board of supervisors is unable to or fails to perform his/her responsibilities, a supervisor shall be elected by no less than half of the supervisors to preside over the meeting.	**Article 41** ~~Shareholders' general meeting~~**Shareholders' meeting** shall be convened by the board of directors and presided over by the chairman of the board of directors. If the chairman of the board of directors is unable or fails to perform his/her duties, the meeting shall be presided over by the vice chairman of the board of directors. If the vice chairman of the board of directors is unable or fails to perform duties, a director of the Company shall be elected by no less than half of the directors to preside over the meeting. ~~If the shareholders' general meeting is convened by the board of supervisors on its own discretion, the chairman of the board of supervisors shall serve as the chairman to preside over the meeting; if the chairman of the board of supervisors is unable to or fails to perform his/her responsibilities, a supervisor shall be elected by no less than half of the supervisors to preside over the meeting.~~

Original Article	Revised Article
The shareholders' general meeting convened by shareholders at their discretion shall be presided over by the representative recommended by the convener. If a shareholders' general meeting in process is discontinued by virtue of violation of the Rules hereof by the chairman of the meeting, the meeting may elect a chairman to continue it upon approval of the shareholders present with more than half of the voting shares.	**A shareholders' meeting convened by the audit committee shall be presided over by the chairman of the audit committee. Where the chairman of the audit committee is unable or fails to perform his/her duties, the meeting shall be presided over by a member jointly elected by more than half of the members of the audit committee.** The ~~shareholders' general meetings~~**shareholders' meeting** convened by shareholders at their discretion shall be presided over by the **convener or** representative recommended by the convener. If a ~~shareholders' general meetings~~**shareholders' meeting** in process is discontinued by virtue of violation of the Rules hereof by the chairman of the meeting, the meeting may elect a chairman to continue it upon approval of the shareholders present with more than half of the voting shares.
Article 43 The conductor of the meeting should, before discussing the resolutions, announce the following: (1) the formal commencement of the meeting; (2) the number of shareholders and their proxies present at the meeting, the number of shares they held with voting rights, and whether statutory requirements have been met; (3) the meeting agenda stated in the notice.	**Article 42** The ~~conductor~~**chairman** of the meeting should, before discussing the resolutions, announce the following: (1) the formal commencement of the meeting; (2) the number of shareholders and their proxies present at the meeting, the number of shares they held with voting rights, and whether statutory requirements have been met; (3) the meeting agenda stated in the notice.
Article 44 At the annual general meeting, the board of directors and the board of supervisors shall report to the meeting on its work performance over the past one year.	**Article 43** At the ~~annual general meeting~~**annual shareholders' meeting**, the board of directors ~~and the board of supervisors~~ shall report to the meeting on its work performance over the past one year.
Article 45 The chairman of the meeting shall instruct relevant members of the board of directors, the board of supervisors or senior management to respond to or make explanations on the inquiries and suggestions raised by shareholders, except the Company's business secrets that are forbidden to be disclosed at the meeting are involved.	**Article 44** The chairman of the meeting shall instruct relevant members of the board of directors~~, the board of supervisors~~ or senior management to respond to or make explanations on the inquiries and suggestions raised by shareholders, except the Company's business secrets that are forbidden to be disclosed at the **shareholders'** meeting are involved.

Original Article	Revised Article
Article 46 The shareholders (or their proxies) present at the shareholders' general meeting shall have the right to speak. The speech of the shareholders (or their proxies) shall observe the following regulations: The shareholders requesting to deliver speeches shall register before or at the meeting and before the voting. The sequence of speech shall be consistent with that of the registration. The chairman of the meeting may decide on the number of spokesmen and the time of their speeches in line with the conditions of the meeting. If shareholders (or their proxies) breach the above regulations, the chairman of the meeting may reject or stop their speeches. In review of a proposal, the directors, supervisors, President and other senior management present and any other person with the approval of the chairman of the meeting may speak at the meeting.	**Article 45** The shareholders (or their proxies) present at the ~~shareholders' general meeting~~**shareholders' meeting** shall have the right to speak. The speech of the shareholders (or their proxies) shall observe the following regulations: The shareholders requesting to deliver speeches shall register before or at the meeting and before the voting. The sequence of speech shall be consistent with that of the registration. The chairman of the meeting may decide on the number of spokesmen and the time of their speeches in line with the conditions of the meeting. If shareholders (or their proxies) breach the above regulations, the chairman of the meeting may reject or stop their speeches. In review of a proposal, the directors, ~~supervisors,~~ President and other senior management present and any other person with the approval of the chairman of the meeting may speak at the meeting.
Article 48 The following matters shall be resolved by an ordinary resolution of a shareholders' general meeting: (1) work reports of the board of directors and the board of supervisors; (2) profit distribution plans and loss make-up plans proposed by the board of directors; (3) election, dismissal of non-employee directors and external supervisors and shareholder representative supervisors, their remuneration and manner of payment; (4) annual budgets and final account reports, balance sheets, profit statements and other financial statements of the Company;	**Article 47** The following matters shall be resolved by an ordinary resolution of a ~~shareholders' general meeting~~**shareholders' meeting**: (1) work reports of the board of directors ~~and the board of supervisors~~; (2) profit distribution plans and loss make-up plans ~~proposed~~**prepared** by the board of directors; (3) **election of non-employee directors and their remuneration and manner of payment, dismissal of directors other than employee directors and independent directors;**~~election, dismissal of non-employee directors and external supervisors and shareholder representative supervisors, their remuneration and manner of payment;~~

Original Article	Revised Article
(5) matters other than those which are required by the laws, administrative regulations, the listing rules of the stock exchange on which the Company's Shares are listed or the Articles of Association to be adopted by special resolutions.	(4) annual budgets and final account reports~~, balance sheets, profit statements and other financial statements~~ of the Company; **(5) appointment, removal or non-reappointment of the accounting firm that conducts regular statutory audits of the Company's financial reports, as well as matters related to its remuneration; and** (~~5~~**6**) matters other than those which are required by the laws, administrative regulations, the listing rules of the **place where the shares of**~~stock exchange on which~~ the Company~~'s Shares~~ are listed or the Articles of Association to be adopted by special resolutions.
Article 49 The following matters shall be resolved by a special resolution of a shareholders' general meeting: (1) increase or reduction of the Company's share capital, repurchase of shares of the Company and issuance of any category of shares, warrants or other similar securities; (2) issuance of corporate bonds or the listing of the Company; (3) division, merger, dissolution, liquidation and change of the form of the Company; (4) amendment of the Articles of Association; (5) removal of independent director(s); (6) consideration and approval of proposal for equity incentive plan; (7) any other matters that, as required by provisions in laws, regulations, regulatory documents, departmental rules, the securities regulatory authority in the place where the Company's shares are listed or the Articles of Association, or as resolved by way of an ordinary resolution of the shareholders' general meeting, may have a significant impact on the Company and require adoption by a special resolution.	**Article 48** The following matters shall be resolved by a special resolution of a ~~shareholders' general meeting~~**shareholders' meeting**: (1) increase or reduction of the Company's share capital, repurchase of shares of the Company and issuance of any category of shares, warrants or other similar securities; (2) issuance of corporate bonds or the listing of the Company; (3) division, merger, dissolution, liquidation and change of the form of the Company; (4) amendment of the Articles of Association; (5) removal of independent director(s); (6) consideration and approval of proposal for equity incentive plan; (7) any other matters that, as required by provisions in laws, **administrative** regulations, regulatory documents, departmental rules, the ~~securities regulatory authority in~~**listing rules of** the place where **the shares of** the Company~~'s shares~~ are listed or the Articles of Association~~, or~~ **and** as resolved by way of an ordinary resolution of the ~~shareholders' general meeting~~**shareholders' meeting**, may have a significant impact on the Company and require adoption by a special resolution.

Original Article	Revised Article
Article 51 Shareholders (including their proxies) are entitled to exercise such voting rights as are attached to the voting shares which he represents at shareholders' general meeting. Each share shall have one voting right. Shares of the Company held by the Company shall not carry voting rights and shall not be included in the total number of voting shares present at the shareholders' general meeting. The same voting right shall only select any one of the voting methods, namely voting on-site, voting online or other voting methods. Only the first voting result is viewed as valid for any multiple voting of the same voting right.	**Article 50** Shareholders (including their proxies) are entitled to exercise such voting rights as are attached to the voting shares which he represents at ~~shareholders' general meetings~~**shareholders' meeting**. Each share shall have one voting right. Shares of the Company held by the Company shall not carry voting rights and shall not be included in the total number of voting shares present at the ~~shareholders' general meetings~~**shareholders' meeting**. The same voting right shall only select any one of the voting methods, namely voting on-site, voting online or other voting methods. Only the first voting result is viewed as valid for any multiple voting of the same voting right.
Article 52 Unless otherwise provided in listing rules or other laws and regulations relating to securities that are applicable, the resolutions of the shareholders' general meeting shall be decided on a show of hands, unless a poll is demanded by the following persons (before or after announcing voting on a show of hands): (1) the chairman of the meeting; (2) at least two shareholders present in person or by proxy with voting rights; or (3) one or more shareholders (including proxies) who individually or jointly hold 10% or more of the shares with voting rights at the meeting. Unless provided in listing rules or other laws and regulations relating to securities that are applicable or demanded by the persons aforesaid, the chairman may declare that a resolution has been passed on a show of hands and the record of such in the minutes of the meeting shall be conclusive evidence of the fact that such resolution has been passed. There is no need to provide evidence of the number or proportion of votes in favor of or against such resolution. The demand for a poll may be withdrawn by the person who demands the same.	**Article 51** ~~Unless otherwise provided in listing rules or other laws and regulations relating to securities that are applicable, the resolutions of the shareholders' general meeting shall be decided on a show of hands, unless a poll is demanded by the following persons (before or after announcing voting on a show of hands):~~ ~~(1) the chairman of the meeting;~~ ~~(2) at least two shareholders present in person or by proxy with voting rights; or~~ ~~(3) one or more shareholders (including proxies) who individually or jointly hold 10% or more of the shares with voting rights at the meeting.~~ ~~Unless provided in listing rules or other laws and regulations relating to securities that are applicable or demanded by the persons aforesaid, the chairman may declare that a resolution has been passed on a show of hands and the record of such in the minutes of the meeting shall be conclusive evidence of the fact that such resolution has been passed. There is no need to provide evidence of the number or proportion of votes in favor of or against such resolution. The demand for a poll may be withdrawn by the person who demands the same.~~**Any vote of shareholders at a shareholders' meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.**

Original Article	Revised Article
Article 53 A poll demanded on the election of the chairman or adjournment of the meeting shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting decides and the meeting may proceed to discuss any other matters. The result of the poll shall be deemed as a resolution adopted at the meeting at which the poll is demanded.	Deleted
Article 54 On a poll, a shareholder (including their proxies) who is entitled to have two or more votes need not cast all of his/her/its votes for or against a resolution or abstain from voting. When the number of votes for and against a resolution is equal, whether the vote is taken by raising hands or by ballot, the chairman of the meeting shall be entitled to one additional vote.	**Article 52** On a poll, a shareholder (including their proxies) who is entitled to have two or more votes need not cast all of his/her/its votes for or against a resolution or abstain from voting. ~~When the number of votes for and against a resolution is equal, whether the vote is taken by raising hands or by ballot, the chairman of the meeting shall be entitled to one additional vote.~~
Article 59 Votes on each matter proposed to be examined at the meeting shall be counted on the spot and the voting result shall be announced on the spot as well.	**Article 57** ~~Votes on each matter proposed to be examined at the meeting shall be counted on the spot and the voting result shall be announced on the spot as well.~~**The chairman of the meeting shall announce the voting results of each proposal at the meeting and declare whether the proposal is adopted based on the voting results.**
Article 60 The resolutions of a shareholders' general meeting shall be in writing. The chairman of the meeting shall be responsible for announcing resolutions of the meeting according to the Articles of Association and the voting result, which shall be recorded into the meeting minutes.	Deleted
Article 62 Minutes of a shareholders general meeting shall be kept. Such meeting minutes should set out the following: (1) the date and venue for convening the meeting, meeting agenda and the name of the convenor; (2) the name of the chairman of the meeting as well as those of the directors, supervisors, President and other senior management who attend the meeting as attendees and non-voting attendees;	**Article 59** Minutes of a ~~shareholders' general meetings~~**shareholders' meeting** shall be kept **by the secretary to the board of directors**. Such meeting minutes should set out the following: (1) the date and venue for convening the meeting, meeting agenda and the name of the convenor; (2) the name of the chairman of the meeting as well as those of the directors **and**~~, supervisors, President and other~~ senior management who attend the meeting as attendees and non-voting attendees;

Original Article	Revised Article
(3) the number of shareholders and proxies attending the meeting, the total number of voting shares represented by the shareholders who are entitled to vote; the proportion of the number of voting shares represented by the shareholders who are entitled to vote out of the total number of shares of the Company; (4) a description of the considerations taken for each proposal, the main points put forward by each speaker relating thereto and the voting results thereof; (5) details of queries and recommendations of the shareholders and the corresponding response or explanation in relation thereto; (6) the names of the persons responsible for counting the votes and for supervising the counting process; (7) other contents which should be recorded in the minutes as provided for in the laws, administrative regulations, departmental rules and Articles of Association.	(3) the number of shareholders and proxies attending the meeting, the total number of voting shares represented by the shareholders who are entitled to vote; the proportion of the number of voting shares represented by the shareholders who are entitled to vote out of the total number of shares of the Company; (4) a description of the considerations taken for each proposal, the main points put forward by each speaker relating thereto and the voting results thereof; (5) details of queries and recommendations of the shareholders and the corresponding response or explanation in relation thereto; (6) the names of **the lawyers and** the persons responsible for counting the votes and for supervising the counting process; (7) other contents which should be recorded in the minutes as provided for in the laws, administrative regulations, departmental rules and Articles of Association.
Article 63 The minutes of shareholders' general meetings shall be signed by the chairman of the meeting, the board secretary and the recorder. The minutes, shareholders' attendance lists and proxy forms shall be kept at the Company's place of residence permanently.	**Article 60** The minutes of ~~shareholders' general meetings~~**shareholders' meeting** shall be signed by the chairman of the meeting, the board secretary and the recorder. The minutes **shall be kept as corporate records together with the**~~, shareholders'~~ attendance lists **of the shareholders present at the meeting** and proxy **authorisation letter**~~forms shall be kept at the Company's place of residence~~ permanently.
Article 65 Copies of the minutes of any shareholders' general meeting shall, during business hours of the Company, be open for inspection by any shareholder without charge. If a shareholder requests for a copy of such minutes from the Company, the Company shall send a copy of such minutes to him/her within seven days after receipt of reasonable fees therefor.	Deleted

Original Article	Revised Article
Article 66 If the re solution of a shareholders' general meeting violates laws or administrative regulations, it shall be deemed as invalid. If the procedure for convening or the method of voting at a shareholders' general meeting violates any laws, administrative regulations or the Articles of Association, or if the contents of a resolution breach the Articles of Association, a shareholder may file a petition with the People's Court to revoke the resolution within 60 days from the date on which the resolution is passed, except for those that have only minor flaws and have no substantial impact on resolutions. Shareholders who have not been notified to participate in the shareholders' general meeting may file a petition with the People's Court to revoke the resolution within 60 days from the date when they know or should know that the resolution is made; if they do not exercise the right to revoke within one year from the date of the resolution, the revoke right shall be extinguished. If the resolution of the shareholders' general meeting of the Company is declared invalid, revoked or confirmed to be invalid by the People's Court, the Company shall apply to the company registration authority to cancel the registration that has been processed based on the resolution. If the resolutions of the shareholders' general meeting or the meeting of the board of directors are declared invalid, revoked or confirmed to be invalid by the People's Court, the civil legal relationship formed between the Company and its bona fide counterparties based on the resolution will not be affected.	**Article 62** If the resolution of a ~~shareholders' general meetings~~**shareholders' meeting** violates laws or administrative regulations, it shall be deemed as invalid. If the procedure for convening or the method of voting at a ~~shareholders' general meetings~~**shareholders' meeting** violates any laws, administrative regulations or the Articles of Association, or if the contents of a resolution breach the Articles of Association, a shareholder may file a petition with the People's Court to revoke the resolution within 60 days from the date on which the resolution is passed, except for those that have only minor flaws and have no substantial impact on resolutions. Shareholders who have not been notified to participate in the ~~shareholders' general meetings~~**shareholders' meeting** may file a petition with the People's Court to revoke the resolution within 60 days from the date when they know or should know that the resolution is made; if they do not exercise the right to revoke within one year from the date of the resolution, the revoke right shall be extinguished. If the resolution of the ~~shareholders' general meetings~~**shareholders' meeting** of the Company is declared invalid, revoked or confirmed to be invalid by the People's Court, the Company shall apply to the company registration authority to cancel the registration that has been processed based on the resolution. If the resolutions of the shareholders' meeting or the meeting of the board of directors are declared invalid, revoked or confirmed to be invalid by the People's Court, the civil legal relationship formed between the Company and its bona fide counterparties based on the resolution will not be affected.
Article 67 Except shareholders of other types of shares, shareholders holding domestic shares and shareholders holding overseas listed shares are considered as shareholders of different classes.	**Article 63** Except shareholders of other types of shares, shareholders holding domestic shares and shareholders holding ~~overseas listed shares~~**H shares** are considered as shareholders of different classes.

Original Article	Revised Article
Article 68 Rights conferred on any class of shareholders in the capacity of shareholders may not be varied or abrogated, unless approved by a special resolution of shareholders' general meeting and by holders of that affected class of shares at a separate class meeting by a special resolution in accordance with Articles 70 to 72 hereof.	**Article 64** Rights conferred on any class of shareholders in the capacity of shareholders may not be varied or abrogated, unless approved by a special resolution of ~~shareholders' general meetings~~**shareholders' meeting** and by holders of that affected class of shares at a separate class meeting by a special resolution in accordance with Articles ~~70~~**66** to ~~72~~**68** hereof.
Article 70 Shareholders of the affected class, whether or not otherwise having the right to vote at shareholders' general meetings, shall nevertheless have the right to vote at class meetings in respect of matters concerning sub-paragraphs (2) to (8), (11) and (12) of Article 69 hereof, but interested shareholder(s) shall not be entitled to vote at such class meetings. "Interested shareholder(s)", as such term is used in the preceding paragraph shall have the same meaning with the reference in the Articles of Association of the Company.	**Article 66** Shareholders of the affected class, whether or not otherwise having the right to vote at ~~shareholders' general meetings~~**shareholders' meeting**, shall nevertheless have the right to vote at class meetings in respect of matters concerning sub-paragraphs (2) to (8), (11) and (12) of Article ~~69~~**65** hereof, but interested shareholder(s) shall not be entitled to vote at such class meetings. "Interested shareholder(s)", as such term is used in the preceding paragraph shall have the same meaning with the reference in the Articles of Association of the Company.
Article 71 Resolutions of a class meeting shall be passed by votes representing more than two-thirds of the voting rights held by the shareholders of that class presented at the relevant meeting who, according to Article 70 hereof, are entitled to vote thereat.	**Article 67** Resolutions of a class meeting shall be passed by ~~votes representing~~ more than two-thirds of the voting rights held by the shareholders of that class presented at the relevant meeting who, according to Article ~~70~~**66** hereof, are entitled to vote thereat.
Article 72 The special voting procedures at a class meeting shall not apply in the following circumstances: (1) where the Company issues Domestic Shares and Overseas Listed Shares, either separately or concurrently, once every twelve months, with not more than 20% of each of its existing issued Domestic Shares and Overseas Listed Shares pursuant to approval by a special resolution at a shareholders' general meeting; (2) where the Company issues Domestic Shares and Overseas Listed Shares under a plan adopted at the time of its establishment within fifteen months from the date of approval of the securities regulatory authority of the State Council.	Deleted

Original Article	Revised Article
Article 73 The convener shall ensure that a shareholders' general meeting is being held smoothly without being interrupted until the final resolution is agreed upon. In case the shareholders' general meeting is suspended or prevented from making the final resolution due to special reasons include force majeure, the convener shall take necessary measures to resume shareholders' general meeting as soon as possible or to directly terminate the meeting, and publish a timely announcement.	**Article 68** The convener shall ensure that a ~~shareholders' general meeting~~**shareholders' meeting** is being held smoothly without being interrupted until the final resolution is agreed upon. In case the ~~shareholders' general meeting~~**shareholders' meeting** is suspended or prevented from making the final resolution due to special reasons include force majeure, the convener shall take necessary measures to resume ~~shareholders' general meeting~~**shareholders' meeting** as soon as possible or to directly terminate the meeting, and publish a timely announcement. **Furthermore, the convener shall report to the regulatory authority and the stock exchange on which the Company's shares are listed.**
Article 74 If during a shareholders' general meeting, conflicts arising among the shareholders present (including shareholder proxies) on the identity of shareholders and the counting result, cannot be resolved on the spot, for which reason the meeting is disturbed and interrupted, the chairman of the meeting shall announce the adjournment for the time being. After the above-mentioned situation disappears, the meeting chairmen shall send a notice of resumption to each of the shareholders.	**Article 69** If during a ~~shareholders' general meeting~~**shareholders' meeting**, conflicts arising among the shareholders present (including shareholder proxies) on the identity of shareholders and the counting result, cannot be resolved on the spot, for which reason the meeting is disturbed and interrupted, the chairman of the meeting shall announce the adjournment for the time being. After the above-mentioned situation disappears, the meeting chairmen shall send a notice of resumption to each of the shareholders.
Article 78 Written materials of a shareholders' general meeting such as the attendance sheet, power of attorney, counting results of votes, minutes, and legal opinions from the lawyers as witness shall be kept in accordance with the Company's archive management system.	**Article 73** Written materials of a ~~shareholders' general meeting~~**shareholders' meeting** such as the attendance sheet, power of attorney, counting results of votes, minutes, and legal opinions from the lawyers as witness shall be kept in accordance with the Company's archive management system.

Original Article	Revised Article
Article 80 The board of directors is responsible for implementing the resolution passed at a shareholders' general meeting and instructing the senior management to handle the specific implementation according to the content of the resolution and allocation of responsibilities; the board of supervisors shall organize the implementation of the matters required to be implemented by the board of supervisors under the resolution of the shareholders' general meeting.	**Article 75** The board of directors is responsible for implementing the resolution passed at a ~~shareholders' general meeting~~**shareholders' meeting** and instructing the senior management to handle the specific implementation according to the content of the resolution and allocation of responsibilities~~; the board of supervisors shall organize the implementation of the matters required to be implemented by the board of supervisors under the resolution of the shareholders' general meeting~~.
Article 82 These Rules shall be prepared and amended by the board of directors, and become effective after being adopted at the shareholders' general meeting as evidenced by an ordinary resolution.	**Article 77** These Rules shall be ~~prepared~~**formulated** and amended by the board of directors, and become effective after being adopted at the ~~shareholders' general meeting~~**shareholders' meeting** as evidenced by an ordinary resolution.
Article 84 Unless otherwise stipulated in the Rules, the references "more than", "within", "at least" and "before" hereunder shall all include the number immediately following them; the references "more than", "less than", "below" and "majority" shall exclude the number immediately following them.	**Article 79** Unless otherwise stipulated in the Rules, the references "more than", "within", "at least" and "before" hereunder shall all include the number immediately following them; the references "more than", **"beyond",** "less than", "below" and "majority" shall exclude the number immediately following them.

Comparison Table of Amendments to the Rules of Procedures for the Board of Directors of China Development Bank Financial Leasing Co., Ltd.

Original Articles	Revised Articles
Chapter I General Provisions	No change
Article 1 In order to ensure that the board of directors (the "Board") of China Development Bank Financial Leasing Co., Ltd. (the "Company") exercises its powers and functions independently, regularly and effectively in accordance with the law, ensure the efficient and regular operation and scientific decision-making of the Board, and improve the Company's governance structure, these Rules have been formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), Securities Law of the People's Republic of China, Law of the People's Republic of China on Regulation of and Supervision over the Banking Industry, Administrative Measures on Financial Leasing Companies, Implementation Measures for Administrative Licensing Matters of Non-banking Financial Institutions, Corporate Governance Standards for Banking and Insurance Institutions, Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and relevant requirements of other laws, administrative regulations, departmental rules, the listing rules of the place where the shares of the Company are listed, Articles of Association of China Development Bank Financial Leasing Co., Ltd. (the "Articles of Association"), with reference to Guidelines for the Articles of Association of the Listed Companies and in the light of the actual situation of the Company.	**Article 1** In order to ensure that the board of directors (the "Board") of China Development Bank Financial Leasing Co., Ltd. (the "Company") exercises its powers and functions independently, regularly and effectively in accordance with the law, ensure the **work efficiency and**~~efficient and regular operation and~~ scientific decision-making of the Board, and improve the Company's governance structure, these Rules have been formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), ~~Securities Law of the People's Republic of China,~~ Law of the People's Republic of China on Regulation of and Supervision over the Banking Industry, Administrative Measures on Financial Leasing Companies, Implementation Measures for Administrative Licensing Matters of Non-banking Financial Institutions, Corporate Governance Standards for Banking and Insurance Institutions, Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") **and Articles of Association of China Development Bank Financial Leasing Co., Ltd. (the "Articles of Association")**~~and relevant requirements of other laws, administrative regulations, departmental rules, the listing rules of the place where the shares of the Company are listed, Articles of Association of China Development Bank Financial Leasing Co., Ltd. (the "Articles of Association")~~, with reference to Guidelines for the Articles of Association of the Listed Companies **(revised in 2025)** and in the light of the actual situation of the Company.
Article 2 The Company shall have the Board. Meetings of the Board are the main form of the discussion of the Board. Attending the meetings of the Board as required is a primary way for directors to perform their duties.	No change

Original Articles	Revised Articles
Chapter II Composition and Powers of the Board	No change
Section I Composition of the Board	No change
Article 3 The Board shall consist of nine directors, including one chairman, one vice chairman and three independent directors. External directors (including independent directors and other directors who are not employees of the Company) shall constitute a majority of the Board. The Board may establish employee directors who are employee representatives. The President, Vice President and other senior management may concurrently serve as directors, provided that the total number of directors who concurrently serve as the President, Vice President and other senior management and the total number of directors who are served by employee representatives shall not exceed half of the total directors of the Company. Before taking office, the qualifications of directors shall be approved by the banking regulatory authorities.	**Article 3** The Board shall consist of **eight to** nine directors, including one chairman~~,~~ **and** one vice chairman**, with the chairman and vice chairman as executive directors, and three independent directors, who are non-executive directors. The Board shall consist of one employee director who is an employee representative.** **The Company's eight-member Board consists of two executive directors, five non-executive directors (including three independent directors) and one employee director; the nine-member Board consists of two executive directors, six non-executive directors (including three independent directors) and one employee director.** ~~and three independent directors. External directors (including independent directors and other directors who are not employees of the Company) shall constitute a majority of the Board. The Board may establish employee directors who are employee representatives.~~ ~~The President, Vice President and other senior management may concurrently serve as directors, provided that the total number of directors who concurrently serve as the President, Vice President and other senior management and the total number of directors who are served by employee representatives shall not exceed half of the total directors of the Company.~~ Before taking office, the qualifications of directors shall be approved by the banking regulatory authorities.

Original Articles	Revised Articles
Article 4 Non-employee directors shall be elected at the shareholders' general meeting and employee directors shall be elected or removed democratically by the staff of the Company through the staff representative meeting, general staff meeting or otherwise. The term of office of a director is three years and is eligible for re-election upon expiry of his/her term of office. The term of office of any re-elected non-employee directors shall commence from the date of election at the shareholders' general meeting. The term of office of any person who fills the casual vacancy on, or as an addition to the Board shall expire at the end of the term of the current session of the Board.	**Article 4 The nominating means and procedures of ~~N~~n**on-employee directors **are as follows:** **(1) the nomination committee of the Board or the shareholders who individually or jointly hold more than three percent of the Company's total shares with voting rights may nominate the candidates for non-independent directors to the Board. In principle, directors nominated by the same shareholder and his/her/its related parties shall not be more than one-third of the total number of board members, if the number of substantial shareholders of the Company (the same shareholder and his/her/its related parties are considered as one shareholder) does not exceed five, the number of directors nominated by the same shareholder and his/her/its related parties may be more than one-third of the total number of board members. At the same time, the proportion of directors nominated by each party shall be reasonably determined in accordance with the principle of appropriate dispersion;** **(2) the nomination committee of the Board shall avoid being influenced by shareholders, and independently and prudently exercise the right to nominate directors. The nomination committee of the Board shall conduct preliminary review of the qualifications and conditions of the candidates for the directors, and propose competent candidates to the Board for consideration; upon consideration and approval of the Board, the Board shall submit the candidates for the directors to the shareholders' meeting by means of written proposal;** **(3) the candidates for the directors shall, prior to the shareholders' meeting, make written commitments agreeing to accept the nomination, undertaking that the information publicly disclosed is true and complete, and undertaking to duly perform the duties of a director once elected;**

Original Articles	Revised Articles
	(4) the Board shall, prior to convening the shareholders' meeting, disclose detailed information of the candidates to shareholders according to laws, regulations and the Articles of Association in order to ensure that shareholders could have sufficient knowledge of the candidates during voting; **(5) each candidate shall be voted one by one in the shareholders' meeting; and** **(6) if required to fill a casual vacancy, the nomination committee of the Board or the shareholders satisfying conditions for nomination shall submit the proposal to the Board for consideration. The election or replacement shall be conducted in the shareholders' meeting.**~~shall be elected at the shareholders' general meeting and employee directors shall be elected or removed democratically by the staff of the Company through the staff representative meeting, general staff meeting or otherwise. The term of office of a director is three years and is eligible for re-election upon expiry of his/her term of office. The term of office of any re-elected non-employee directors shall commence from the date of election at the shareholders' general meeting. The term of office of any person who fills the casual vacancy on, or as an addition to the Board shall expire at the end of the term of the current session of the Board.~~
The addition of new article	**Article 5 Employee directors shall be elected and removed democratically by the staff of the Company through the staff representative meeting, general staff meeting or otherwise. The senior management of the Company may not serve as an employee director.**
The addition of new article	**Article 6 The term of office of a director is three years and is eligible for re-election upon expiry of his/her term of office. The term of office of any re-elected directors shall commence from the date of election by a competent authority such as the shareholders' meeting or the staff representative meeting. The term of office of any person who fills the casual vacancy on, or as an addition to the Board shall expire at the end of the term of the current session of the Board and shall be eligible for re-election. The accumulated term of office of independent directors shall not exceed six years.**

Original Articles	Revised Articles
Article 5 The shareholders' general meeting may remove any non-independent directors, other than employee directors, whose terms of office have not yet expired by way of an ordinary resolution subject to the provisions of relevant laws and administrative regulations, and independent directors whose terms of office have not yet expired by way of a special resolution (provided that claims which may be made by the removed director pursuant to any contract shall not be affected thereby). Directors shall attend in person no less than two-thirds of the on-site meetings of the Board every year. Where a director fails to attend meetings of the Board and has not appointed a representative to attend the meetings on his/her behalf for two consecutive times, he/she shall be deemed as incapable to perform his/her duty. The Board shall propose at the shareholders' general meeting to remove the director.	**Article 7** The ~~shareholders' general meetings~~**shareholders' meeting** may remove any non-independent directors, other than employee directors, whose terms of office have not yet expired by way of an ordinary resolution subject to the provisions of relevant laws and administrative regulations, and independent directors whose terms of office have not yet expired by way of a special resolution (provided that claims which may be made by the removed director pursuant to any contract shall not be affected thereby). Directors shall attend in person no less than two-thirds of the on-site meetings of the Board every year. Where a director fails to attend meetings of the Board and has not appointed a representative to attend the meetings on his/her behalf for two consecutive times, he/she shall be deemed as incapable to perform his/her duty. The Board shall propose at the **shareholders' meeting**~~shareholders' general meeting~~ to remove the director. **An independent director may entrust another independent director to attend the meetings of the Board on his/her behalf, and shall not entrust a non-independent director to attend on his/her behalf. However, if he/she fails to attend the meetings of the Board in person for three consecutive times, he/she shall be deemed to have failed to perform his/her duties, and the Company shall hold a shareholders' meeting within three months to remove him/her from his/her position and elect a new independent director.**

Original Articles	Revised Articles
Article 6 A director may resign before expiration of his/her term. The resigning director shall submit a resignation report in writing to the Board. In case that the number of directors falls below the quorum required by the Company Law or two-thirds of the number specified in the Articles of Association as a result of resignation of directors, the leaving director shall, prior to a new director taking his/her office, continue to perform his/her duties as a director in accordance with laws, administrative regulations, departmental rules and the Articles of Association. The directors of the Company who are dealing with major risks shall not resign without the approval by the regulatory authorities. Except as specified in the preceding paragraph of this Article, the director's resignation shall be effective from the day when the written resignation report is served to the Board. When a director is removed by the shareholders' general meeting, dies, or an independent director loses his/her independence and resigns, or there are other circumstances where he/she cannot perform the duties of a director, resulting in the number of board members being lower than the quorum required by the Company Law or the quorum required for the Board to vote, the powers of the Board shall be exercised by the shareholders' general meeting until the number of board members meets the requirements.	**Article 8** A director may resign before expiration of his/her term. The resigning director shall submit a resignation report in writing to the Board. In case that the number of directors falls below the quorum required by the Company Law or two-thirds of the number specified in the Articles of Association as a result of resignation of directors, the leaving director shall, prior to a new director taking his/her office, continue to perform his/her duties as a director in accordance with laws, administrative regulations, departmental rules and the Articles of Association. The directors of the Company who are dealing with major risks shall not resign without the approval by the regulatory authorities. Except as specified in the preceding paragraph of this Article, the director's resignation shall be effective from the day when the written resignation report is served to the Board. When a director is removed by the ~~shareholders' general meetings~~**shareholders' meeting**, dies, or an independent director loses his/her independence and resigns, or there are other circumstances where he/she cannot perform the duties of a director, resulting in the number of board members being lower than the quorum required by the Company Law or the quorum required for the Board to vote, the powers of the Board shall be exercised by the ~~shareholders' general meetings~~**shareholders' meeting** until the number of board members meets the requirements.
Article 7 A director shall complete all of the handover procedures with the Board when a director's resignation takes effect or his/her term of service expires.	No change (the number is amended to Article 9)
Article 8 The chairman and the vice chairman of the Board shall be elected and dismissed by the majority of all the Directors. Their tenure of office is of three years, which is renewable upon expiry and eligible for re-election.	**Article 10** The chairman and the vice chairman of the Board shall be elected and dismissed by the majority of all the Directors. Their tenure of office is three years, which is renewable ~~upon expiry~~ and eligible for re-election.

Original Articles	Revised Articles
Article 9 The chairman of the Board shall exercise the following powers:	**Article 11** The chairman of the Board shall exercise the following powers:
(1) to preside over shareholders' general meetings and to convene and preside over meetings of the Board;	(1) to preside over ~~shareholders' general meetings~~**shareholders' meetings** and to convene and preside over meetings of the Board;
(2) to urge and check on the implementation of resolutions passed by the Board at directors' meetings and to be briefed on relevant reports;	(2) to urge and check on the implementation of resolutions passed by the Board at directors' meetings and to be briefed on relevant reports;
(3) to urge and organize to formulate the rules for the operation of the Board and to coordinate the operation of the Board;	(3) to urge and organise to formulate the rules for the operation of the Board and to coordinate the operation of the Board;
(4) to sign the securities certificates issued by the Company;	(4) to sign the securities certificates issued by the Company;
(5) to sign the significant documents of the Board;	(5) to sign the significant documents of the Board;
(6) to sign the significant documents with legal effectiveness on behalf of the Company;	(6) to sign the significant documents with legal effectiveness on behalf of the Company;
(7) where there is emergency of force majeure such as serious natural disasters, to exercise the special right of disposal of the Company in accordance with the laws and for the interest of the Company, and report to the Board and shareholders' general meeting afterwards;	(7) where there is emergency of force majeure such as serious natural disasters, to exercise the special right of disposal of the Company in accordance with the laws and for the interest of the Company, and report to the Board and ~~shareholders' general meetings~~**shareholders' meeting** afterwards;
(8) to exercise other powers specified in laws, regulations or the Articles of Association and conferred by the Board.	(8) to exercise other powers specified in laws, regulations or the Articles of Association and conferred by the Board.
When the chairman is unable to perform his/her duties, the chairman may designate the vice chairman to perform the duties on his/her behalf.	When the chairman is unable to perform his/her duties, the chairman may designate the vice chairman to perform the duties on his/her behalf.
When the chairman is unable to perform his/her duties and fails to designate a vice chairman to perform the duties on his/her behalf or fails to perform his/her duties, the vice chairman shall perform the duties on his/her behalf (if the Company has two or more vice chairmen, then these duties will be carried out by the vice chairman nominated by more than half of the directors); if the vice chairman is unable or fails to perform his/her duties, more than half of the directors may nominate a director to perform the duties.	**The vice chairman of the Company assists the chairman of the Board.** When the chairman is unable to perform his/her duties and fails to designate a vice chairman to perform the duties on his/her behalf or fails to perform his/her duties, the vice chairman shall perform the duties on his/her behalf ~~(if the Company has two or more vice chairmen, then these duties will be carried out by the vice chairman nominated by more than half of the directors)~~; if the vice chairman is unable or fails to perform his/her duties, more than half of the directors may nominate a director to perform the duties.

Original Articles	Revised Articles
Article 10 The board office under the Board established by the Company is responsible for organizing, preparing documents for and keeping minutes of shareholders' general meetings, meetings of the Board and meetings of the special committees under the Board, information disclosure, investor relations and other general affairs of the Board and the special committees under the Board. The staff employed to work in the office of the Board shall have relevant professional knowledge, so as to sufficiently ensure their assistance to the Board in fulfilling its duties.	**Article 12** The board office under the Board established by the Company is responsible for organising, preparing documents for and keeping minutes of ~~shareholders' general meetings~~**shareholders' meetings**, meetings of the Board and meetings of the special committees under the Board, information disclosure, investor relations and other general affairs of the Board and the special committees under the Board. The staff employed to work in the office of the Board shall have relevant professional knowledge, so as to sufficiently ensure their assistance to the Board in fulfilling its duties.
Section II Functions and Authorizations of the Board	No change
Article 11 The Board is accountable to the shareholders' general meeting and exercises the following functions and powers in accordance with laws: (1) to convene shareholders' general meetings and to report its work to the shareholders' general meeting; (2) to implement the resolutions of the shareholders' general meeting; (3) to formulate the Company's development strategic plans and supervise the implementation of such strategies; to determine the operation plans, investment proposals and detailed annual business objectives of the Company; (4) to formulate the Company's annual financial budgets plan and final accounts plan; (5) to formulate the Company's profit distribution plan and loss recovery plan; (6) to formulate proposals for the increase or reduction of the Company's registered capital and to formulate and approve the detailed plans for the issue of the bonds under the annual plan for the issue of the bonds approved at the shareholders' general meeting, among others, the asset-backed securitization launched by the Company;	**Article 13** The Board~~ is accountable to the shareholders' general meeting and~~ exercises the following functions and powers in accordance with laws: (1) to convene ~~shareholders' general meetings~~**shareholders' meetings** and to report its work to the ~~shareholders' general meetings~~**shareholders' meeting**; (2) to implement the resolutions of the ~~shareholders' general meetings~~**shareholders' meeting**; (3) to formulate the Company's **medium-to-long term** development strategic plans and supervise the implementation of such strategies; to determine the operation plans~~,~~ **and** investment proposals~~ and detailed annual business objectives~~ of the Company; (4) to formulate the Company's annual financial budgets plan and final accounts plan; (5) to formulate the Company's profit distribution plan and loss recovery plan; (6) to formulate proposals for the increase or reduction of the Company's registered capital and to formulate and approve the detailed plans for the issue of the bonds under the annual plan for the issue of the bonds approved at the ~~shareholders' general meeting~~**shareholders' meeting**, among others, the asset-backed securitisation launched by the Company;

Original Articles	Revised Articles
(7) to prepare plans for the material acquisition, repurchase of the Company's shares or merger, division, dissolution or change of corporate form of the Company;	(7) to ~~prepare~~**formulate** plans for the material acquisition, repurchase of the Company's shares or merger, division, dissolution or change of corporate form of the Company;
(8) to determine the structure of internal management departments of the Company and the establishment or revocation of the Company's branches and other sub-branches;	(8) to determine the structure of internal management departments of the Company and **plans regarding** the establishment**, merger, transfer, division, restructuring, dissolution, bankruptcy, or change of corporate form**~~or revocation~~ of the Company's branches and **major subsidiaries,**~~other sub-branches~~ **except for those that shall be submitted to the shareholders' meeting for approval in accordance with the provisions of the Articles of Association**;
(9) to elect the chairman and vice chairman of the Board of the Company;	(9) to elect the chairman and vice chairman of the Board of the Company;
(10) to appoint or dismiss the President and secretary of the Board of the Company, to appoint or dismiss chairmen of all special committees under the Board;	(10) to appoint or dismiss the President and secretary of the Board of the Company, **and to determine their remuneration, rewards and penalties;** to appoint or dismiss chairmen of all special committees under the Board;
(11) pursuant to the President's nominations to appoint or dismiss the Vice President, chief financial officers and other senior management, to decide on their remuneration, incentive and punishment and to supervise the performance of duties by the senior management;	(11) pursuant to the President's nominations to appoint or dismiss the Vice President, chief financial officers and other senior management, to decide on their remuneration, incentive and punishment and to supervise the performance of duties by the senior management;
(12) to formulate the Company's basic management system and terms of reference of all special committees under the Board;	(12) to formulate the Company's basic management system and terms of reference of all special committees under the Board;
(13) to propose plans for amendments to the Articles of Association, Rules of Procedures for the General Meeting of Shareholders and Rules of Procedures for the board of directors;	(13) to formulate~~propose~~ plans for amendments to the Articles of Association, Rules of Procedures for the **Shareholders' Meetings**~~General Meeting of Shareholders~~ and Rules of Procedures for the **B**~~b~~oard of **D**~~d~~irectors;
(14) to formulate the Company's equity incentive scheme;	(14) to formulate the Company's equity incentive scheme;
(15) to be responsible for the information disclosure of the Company and to assume the ultimate responsibility for the authenticity, accuracy, completeness and timeliness of accounting and financial reporting;	(15) to be responsible for the information disclosure of the Company and to assume the ultimate responsibility for the authenticity, accuracy, completeness and timeliness of accounting and financial reporting;

Original Articles	Revised Articles
(16) to determine the establishment of special committees and to elect their members;	(16) to determine the establishment of special committees and to elect their members;
(17) to determine the Company's risk management system which includes risk assessments, financial control, internal audit and legal risk control and monitor its implementation, to formulate the Company's policies on the risk tolerance, risk management and internal control and to assume the ultimate responsibility for overall risk management;	(17) to determine the Company's risk management system which includes **risk appetite,** risk assessments, financial control, internal audit and legal risk control and monitor its implementation, to formulate the Company's policies on the risk tolerance, risk management and internal control and to assume the ultimate responsibility for overall risk management;
(18) to propose the appointment or dismissal of the accounting firm for periodic statutory audits of the Company's financial reports to the shareholders' general meeting;	(18) to propose the appointment**, re-appointment** or dismissal of the accounting firm for periodic statutory audits of the Company's financial reports to the ~~shareholders' general meeting~~**shareholders' meeting**;
(19) to listen to the regular or non-regular work reports from the Company's President or the senior management which is entrusted by the President, and to approve the President's work report;	(19) to listen to the regular or non-regular work reports from the Company's President or **other**~~the senior~~ management **members who are**~~which is~~ entrusted by the President~~, and to approve the President's work report~~;
(20) to consider and approve the external donation that is more than RMB three million;	(20) to consider and approve the external donation that is more than RMB three million;
(21) to consider and approve the major financial accounting policies and accounting estimates changes;	(21) to consider and approve the major financial accounting policies and accounting estimates changes;
(22) to determine the staff establishment, compensation plan and performance appraisal of the senior management;	(22) to determine the staff establishment, remuneration plan and performance appraisal of the senior management;
(23) to consider the material equity investments, bond investments, acquisition of assets, disposition of assets, write off of assets and external guarantee except for those which shall be approved by the shareholders' general meetings in accordance with the Articles of Association;	(23) to consider the material equity investments, bond investments, acquisition of assets, disposition of assets, write off of assets**, mortgage of assets** and external guarantee except for those which shall be approved by the ~~shareholders' general meetings~~**shareholders' meeting** in accordance with the Articles of Association;
(24) to formulate the capital plans of the Company and to assume the ultimate responsibility for capital or solvency management;	(24) to formulate the capital plans of the Company and to assume the ultimate responsibility for capital or solvency management;

Original Articles	Revised Articles
(25) to consider the material related party transactions which shall be approved by the Board pursuant to the laws, regulations and listing rules of the place on which the Company's securities are listed, and to assume the ultimate responsibility for the management of related party transactions;	(25) to consider the material related party transactions which shall be approved by the Board pursuant to the laws, regulations and listing rules of the place **where the shares of** ~~on which~~ the Company~~'s securities~~ are listed, and to assume the ultimate responsibility for the management of related party transactions;
(26) to regularly evaluate and improve corporate governance, to safeguard the legitimate rights and interests of financial consumers and other stakeholders, and to establish a mechanism for identifying, reviewing and managing conflicts of interest between the Company and shareholders, especially substantial shareholders; to assume the ultimate responsibility for consumer rights protection work;	(26) to regularly evaluate and improve corporate governance, to safeguard the legitimate rights and interests of financial consumers and other stakeholders, and to establish a mechanism for identifying, reviewing and managing conflicts of interest between the Company and shareholders, especially substantial shareholders; to assume the ultimate responsibility for consumer rights protection work;
(27) to assume responsibility for the management of shareholder's affairs;	(27) to assume responsibility for the management of shareholder's affairs;
(28) to formulate data strategies, to approve or authorize the approval of major matters related to data governance, to urge senior management to improve the effectiveness of data governance, and to assume the ultimate responsibility for data governance;	(28) to formulate data strategies, to approve or authorise the approval of major matters related to data governance, to urge senior management to improve the effectiveness of data governance, and to assume the ultimate responsibility for data governance;
(29) to exercise other functions and powers conferred by laws, regulations, listing rules of the stock exchange on which the Company's shares are listed, the shareholders' general meetings and the Articles of Association.	(29) to exercise other functions and powers conferred by laws, regulations, listing rules of the stock exchange on which the Company's shares are listed, the **shareholders' meeting or**~~shareholders' general meetings and~~ the Articles of Association.
For resolutions relating to the matters above, with the exception of sub-paragraphs (5), (6), (7), (10), (11), (13), (22), (23), (24), (25) and those matters which must be agreed upon by more than two-thirds of the directors as stipulated in the laws, regulations, regulatory documents, listing rules of the stock exchange on which the Company's shares are listed and the Articles of Association, the remaining shall require the consent of a majority of the directors. The Board shall carry out its duties in accordance with the PRC laws, administrative regulations, the Articles of Association and resolutions of the shareholders.	For resolutions relating to the matters above, with the exception of sub-paragraphs (5), (6), (7), (10), (11), (13), (22), (23), (24), (25) and those matters which must be agreed upon by more than two-thirds of the directors as stipulated in the laws, regulations, regulatory documents, listing rules of the stock exchange on which the Company's shares are listed and the Articles of Association, the remaining shall require the consent of a majority of the directors. The Board shall carry out its duties in accordance with the PRC laws, administrative regulations, the Articles of Association and resolutions of the shareholders.

Original Articles	Revised Articles
The Board of the Company should explain to the shareholders' general meeting in respect of auditors' report with a qualified opinion issued by the certified public accountants regarding the financial report of the Company. The functions and powers of the Board are exercised collectively by the Board. In principle, the functions and powers of the Board stipulated in the Company Law shall not be delegated to the chairman of the Board, directors, other institutions or individuals. If authorization is indeed necessary for certain specific decision-making matters, it shall be carried out in accordance with the law through resolutions of the Board. Authorization shall be delegated for one matter at a time, and the functions and powers of the Board shall not be overall or permanently delegated to other institutions or individuals. The matters for delegation shall be approved either by a majority or two-thirds of the directors if the matters are so provided under the Articles of Association. The content of the delegation by the Board shall be specific, and the terms and conditions of the delegation shall be determined in writing.	The Board of the Company should explain to the ~~shareholders' general meeting~~**shareholders' meeting** in respect of auditors' report with a qualified opinion issued by the certified public accountants regarding the financial report of the Company. The functions and powers of the Board are exercised collectively by the Board. In principle, the functions and powers of the Board stipulated in the Company Law shall not be delegated to the chairman of the Board, directors, other institutions or individuals. If authorisation is indeed necessary for certain specific decision-making matters, it shall be carried out in accordance with the law through resolutions of the Board. Authorisation shall be delegated for one matter at a time, and the functions and powers of the Board shall not be overall or permanently delegated to other institutions or individuals. The matters for delegation shall be approved either by a majority or two-thirds of the directors if the matters are so provided under the Articles of Association. The content of the delegation by the Board shall be specific, and the terms and conditions of the delegation shall be determined in writing.
Article 12 The Board shall not, without the prior approval of shareholders' general meeting, dispose or agree to dispose of any fixed assets of the Company where the aggregate amount of the expected value of the proposed disposition and the total value of all the dispositions of fixed assets of the Company that have been completed in the period of four months immediately preceding the proposed disposition, exceeds thirty-three percent of the value of the Company's fixed assets as shown in the latest balance sheet reviewed by the Shareholders' general meeting. For the purposes of this Article, a disposition of fixed assets includes an act involving the transfer of an interest in assets but does not include the usage of fixed assets for the provision of security. The validity of a disposition of fixed assets by the Company shall not be affected by any breach of the first paragraph of this Article.	Deleted

Original Articles	Revised Articles
Article 13 Directors are entitled to the right to access all operational and financial information of the various businesses of the Company and to supervise the performance of the senior management in accordance with the law and regulations. The management of the Company shall provide the members of the Board with the monthly updates on operational, financial or market data so as to enable the directors to sufficiently fulfil their duties. The Company shall take measures to protect the directors' right of information, provide adequate information in a timely manner to ensure that the directors are adequately informed and have the basis to make appropriate decisions on matters submitted to the Board for consideration and approval. The Company shall take measures to safeguard the right of directors to attend meetings of the Board and provide directors with necessary support for the performance of their duties. When directors exercise their powers, relevant personnel of the Company shall proactively cooperate and shall not refuse, hinder or conceal, or intervene in their exercise of powers. Directors shall exercise their powers to the extent as permitted by the laws, regulations, regulatory documents and the Articles of Association and shall not interfere in an ultra vires manner with the operation and management activities of senior management out of their scope of powers in violation of the decision-making system and procedures of the Company.	No change (the number is amended to Article 14)

Original Articles	Revised Articles
Article 14 The Board shall be able to access all relevant information to make judgement and decision on their own instead of relying on the judgement of shareholders or the senior management. Directors shall faithfully perform their obligations to the Company and should take measures to avoid any conflict between their own interests and the interests of the Company, and should not use their powers to gain an improper advantage. Directors owe a duty of diligence to the Company and shall exercise the reasonable care normally expected of a manager in the best interests of the Company in the performance of their duties. Under appropriate circumstances, directors may need independent professional opinions to perform their duties to the Company, with the expenses being borne by the Company. Relevant requirements shall be submitted to the Board or special committees of the Board. The Company shall follow procedures to seek professional advice from appropriate persons or organizations for the directors.	No change (the number is amended to Article 15)
Chapter III Special Committees Under the Board	No change
Article 15 The Board shall set up certain special committees including the strategic decision committee, risk management and internal control committee, related party transaction control committee, audit committee, remuneration committee and nomination committee. Under the leadership of the Board, the special committees are responsible for assisting the Board in exercising their powers or advising or consulting on decisions of the Board.	**Article 16** The Board shall set up certain special committees including the strategic decision committee, risk management and internal control committee, related party transaction control committee, audit committee, remuneration committee ~~and~~**,** nomination committee **and social responsibility and consumer rights protection committee**. Under the leadership of the Board, the special committees are responsible for assisting the Board in exercising their powers or advising or consulting on decisions of the Board. **The organisation, specific duties and terms of reference of the committees shall be formulated by the Board in accordance with laws, regulations and regulatory requirements.**

Original Articles	Revised Articles
Article 16 The members of the special committees shall be composed of directors and shall have the professional knowledge or work experience commensurate with the duties of the special committees. In principle, the proportion of independent directors in the audit, nomination, remuneration, risk management and internal control, and related party transaction control committees shall not be less than one-third or the higher percentage requirements stipulated in the Hong Kong Listing Rules. The audit, nomination, remuneration, and related party transaction control committees shall be chaired or headed by an independent director. Members of the audit committee shall have professional knowledge and work experience in one aspect of finance, auditing, accounting or law, and shall also meet appropriate professional qualifications or expertise as stipulated in the Hong Kong Listing Rules. The chairman of each of the risk management and internal control committee, the audit committee, and the related party transaction control committee of the Board shall work at the Company for no less than 20 working days each year.	**Article 17** The members of the special committees shall be composed of directors and shall have the professional knowledge or work experience commensurate with the duties of the special committees. ~~In principle, t~~**T**he proportion of independent directors in the ~~audit,~~ nomination~~,~~ **and** remuneration~~, risk management and internal control, and related party transaction control~~ committees shall not be less than ~~one-third or~~ the ~~higher~~ percentage requirements stipulated in the Hong Kong Listing Rules. The audit, nomination, remuneration, and related party transaction control committees shall be chaired or headed by an independent director. Members of the audit committee shall **be more than three, the majority of which shall be independent directors, and they shall** have professional knowledge and work experience in one aspect of finance, auditing, accounting or law, and shall also meet appropriate professional qualifications or expertise as stipulated in the Hong Kong Listing Rules. **At the same time, the Company shall adopt effective internal management measures to prevent issues such as one shareholder dominating or major shareholders exercising control.** The chairman of each of the risk management and internal control committee, the audit committee, and the related party transaction control committee of the Board shall work at the Company for no less than ~~20~~**twenty** working days each year.
Article 17 The terms of reference of each special committee of the Board shall be stipulated by the Board. Measures should be adopted to ensure the performance of each special committee.	**Article 18** ~~The terms of reference of each special committee of the Board shall be stipulated by the Board.~~ Measures should be adopted to ensure the performance of each special committee.

Original Articles	Revised Articles
Article 18 The primary duties of the strategic decision committee are as follows: (1) to research on the Company's long-term development plan, business objectives and development policies, and make suggestions; (2) to research on the Company's development strategy and make suggestions; (3) to study the internal and external development environment of the Company and make suggestions; (4) to make suggestions on the adjustment and change of the Company's business scope and main businesses; (5) to research on major investment and financing plans that must be approved by the Board as stipulated in the Articles of Association, and make suggestions; (6) to research on major capital operations and asset operation projects that must be approved by the Board as stipulated in the Articles of Association, and make suggestions; (7) to research on other major issues affecting the Company's development and make suggestions; (8) to supervise and inspect the implementation of sub-paragraphs (1) to (7); (9) other functions and powers prescribed by laws, regulations, the Hong Kong Listing Rules, the Articles of Association or granted by the Board.	**Article 19** The primary duties of the strategic decision committee are as follows: (1) to research on the Company's **medium-to-long term**~~long-term~~ **strategic** development plan, business **schemes and investment proposals, and make review suggestions**~~objectives and development policies, and make suggestions~~; ~~(2) to research on the Company's development strategy and make suggestions;~~ (**2**~~3~~) **to listen to reports assessing risk factors that may affect the implementation of the Company's strategic development plan regularly, and make suggestions**~~to study the internal and external development environment of the Company and make suggestions~~; (**3**~~4~~) to make suggestions on the adjustment and change of the Company's business scope and main businesses; (**4**~~5~~) to research on major investment and financing plans that must be approved by the Board as stipulated in the Articles of Association, and make suggestions; (**5**~~6~~) to research on major capital operations and asset operation projects that must be approved by the Board as stipulated in the Articles of Association, and make suggestions; (**6**~~7~~) to research on other major issues affecting the Company's development and make suggestions; (**7**~~8~~) to supervise and inspect the implementation of sub-paragraphs (1) to (**6**~~7~~); (**8**~~9~~) **other matters prescribed by laws, administrative regulations, regulatory requirements, listing rules of the place where the shares of the Company are listed, the Articles of Association or as authorised by the Board.**~~other functions and powers prescribed by laws, regulations, the Hong Kong Listing Rules, the Articles of Association or granted by the Board.~~

Original Articles	Revised Articles
Article 19 The primary duties of the risk management and internal control committee are as follows: (1) to supervise the establishment, improvement and effective implementation of the comprehensive risk management system of the senior management, and to consider the overall objectives, basic policies and important systems of the Company's risk management and internal control; (2) to supervise the Company's senior management's risk control in credit risk, liquidity risk, market risk, operational risk, compliance risk, information technology risk, reputational risk, leasehold value risk, concentration risk, country risk, money laundering and sanction compliance risk and strategic risk; (3) to review the operation of the Company's risk management and internal control system and propose improvement opinions, check the effectiveness and adequacy of the risk management and internal control system and the internal audit function at least once a year; and conduct regular assessment of the Company's risk policy, management status and risk tolerance; (4) to report to the Board of the Company on major matters of risk management and internal control, consider risk assessment of major decisions and solutions to major risks, and provide professional advice and recommendations; (5) to consider the Company's risk appetite based on the external environment and the Company's risk profile, combining with the Company's operation strategy and risk tolerance capacity, propose policy adjustments to the risk appetite and report to the Board in a timely manner; (6) other matters required by laws, regulations, regulatory documents, the rules of the securities regulatory authorities of the place where the shares of the Company are listed and the requirements of the Articles of Association, and as authorized by the Board.	**Article 20** The primary duties of the risk management and internal control committee are as follows: (1) to supervise the establishment, improvement and effective implementation of the comprehensive risk management system of the senior management, and to consider the overall objectives, basic policies and important systems of the Company's risk management and internal control; (2) to supervise the Company's senior management's risk control in credit risk, liquidity risk, market risk, operational risk, compliance risk, information technology risk, reputational risk, leasehold value risk, concentration risk, country risk, money laundering and sanction compliance risk and strategic risk; (3) to review the operation of the Company's risk management and internal control system and propose improvement opinions, check the effectiveness and adequacy of the risk management and internal control system and the internal audit function at least once a year; and conduct regular assessment of the Company's risk policy, management status and risk tolerance; (4) to report to the Board of the Company on major matters of risk management and internal control, **conduct risk assessments for major decisions,** consider ~~risk assessment of major decisions and~~ solutions to major risks, and provide professional advice and recommendations; (5) to consider the Company's risk appetite based on the external environment and the Company's risk profile, combining with the Company's operation strategy and risk tolerance capacity, ~~propose policy adjustments~~**make suggestions for major adjustments** to the risk appetite and report to the Board in a timely manner; (6) **other matters prescribed by laws, administrative regulations, regulatory requirements, listing rules of the place where the shares of the Company are listed and the Articles of Association or as authorised by the Board**~~other matters required by laws, regulations, regulatory documents, the rules of the securities regulatory authorities of the place where the shares of the Company are listed and the requirements of the Articles of Association, and as authorized by the Board~~.

Original Articles	Revised Articles
Article 20 The primary duties of the related party transaction control committee are as follows:	**Article 21** The primary duties of the related party transaction control committee are as follows:
(1) to review the list of related parties, and to listen or to review reports on the accountability of failure to report related parties in accordance with the requirements and irregularities in carrying out related party transactions;	(1) to review the list of related parties, and to listen or to review reports on ~~the~~ accountability **for matters such as**~~of~~ failure to report related parties in accordance with the requirements and irregularities in carrying out related party transactions;
(2) to be responsible for the management of related party transactions, to review and improve the Company's related party transaction management system, and to supervise the establishment, improvement and effective implementation of the related party transaction management system;	(2) to be responsible for the management of related party transactions, to review and improve the Company's related party transaction management system, and to supervise the establishment, improvement and effective implementation of the related party transaction management system;
(3) to review matters requiring consideration by the Board, such as major related party transactions, continuing connected transactions and unified transaction agreements, so as to form resolutions and recommendations, and to submit them to the Board for approval in a timely manner, or the Board submitting them to the general meeting of shareholders for approval;	(3) to review matters requiring consideration by the Board, such as major related party transactions, continuing connected transactions and unified transaction agreements, so as to form resolutions and recommendations, and to submit them to the Board for approval in a timely manner, or the Board submitting them to the **shareholders' meeting** ~~general meeting of shareholders~~ for approval;
(4) to focus on the compliance, fairness and necessity of major or special related party transactions, and to manage and control to prevent the predictable risks of related party transactions;	(4) to focus on the compliance, fairness and necessity of major or special related party transactions, and to ~~manage and control to~~ prevent **and control** the predictable risks of related party transactions;
(5) to fill and monitor of general related party transactions that have been approved in accordance with the Company's related party transaction management system and authorization procedures;	(5) to fill and monitor of general related party transactions that have been approved in accordance with the Company's related party transaction management system and authorisation procedures;
(6) to consider reports on related party transactions and make recommendations to the Board in relation thereto;	(6) to consider reports on related party transactions and make recommendations to the Board in relation thereto;
(7) other matters required by laws, regulations, regulatory documents, the rules of the securities regulatory authorities of the place where the shares of the Company are listed and the requirements of the Articles of Association, and as authorized by the Board.	(7) **other matters prescribed by laws, administrative regulations, regulatory requirements, listing rules of the place where the shares of the Company are listed and the Articles of Association or as authorised by the Board**~~other matters required by laws, regulations, regulatory documents, the rules of the securities regulatory authorities of the place where the shares of the Company are listed and the requirements of the Articles of Association, and as authorized by the Board~~.

Original Articles	Revised Articles
Article 21 The primary duties of the audit committee are as follows: (1) to review significant financial policies of the Company and their implementation, and supervise financial activities of the Company; (2) to review the financial information and relevant disclosure of the Company; (3) to consider and approve the internal control evaluation proposal of the Company, and supervise and evaluate the internal control of the Company; (4) to consider and approve the audit budget, remuneration of staff and appointment and removal of major officers of the Company, supervise and evaluate the internal audit work of the Company and formulate medium-to-long term audit plan, annual working plan and internal audit system setting plan of the Company in accordance with the authorization of the Board, and make reports to the Board; (5) to propose the appointment or dismissal of the external accounting firm, to supervise the work of the external accounting firm and to review the report of the external accounting firm to ensure that the external accounting firm undertakes the audit responsibilities; (6) to facilitate communications and monitor relationship between the internal audit department of the Company and the external accounting firm; (7) to monitor the non-compliance of the Company in respect of financial reports and internal control; (8) other matters required by laws, regulations, regulatory documents, the rules of the securities regulatory authorities of the place where the shares of the Company are listed and the requirements of the Articles of Association, and as authorized by the Board.	**Article 22** The primary duties of the audit committee are as follows: **(1) to check the Company's finance;** **(2) to supervise the conduct of directors and senior management in the performance of their duties, and to propose the dismissal of any director or senior manager who violates laws, administrative regulations, the Articles of Association, or resolutions of the shareholders' meeting;** **(3) to require directors and senior management to rectify their conduct when such conduct harms the interests of the Company;** **(4) to propose convening an extraordinary shareholders' meeting, and to convene and preside over the shareholders' meeting when the Board fails to perform its duties of convening and presiding over the shareholders' meeting;** **(5) to submit proposals to the shareholders' meeting;** **(6) to propose convening an extraordinary meeting of the Board;** **(7) to initiate proceedings against directors not being members of the audit committee and senior management in accordance with Article 46 of the Articles of Association;**~~(1) to review significant financial policies of the Company and their implementation, and supervise financial activities of the Company;~~ ~~(2) to review the financial information and relevant disclosure of the Company;~~ (**8**~~3~~) to consider and approve the internal control evaluation proposal of the Company, and supervise and evaluate the internal control of the Company;

Original Articles	Revised Articles
	(9) to ensure that internal audit work is supported with sufficient resources and holds an appropriate status; to, as authorised by the Board, review important internal audit policies and reports, approve medium-to-long term audit plans and annual audit plans, supervise and evaluate the internal audit work of the Company, and report to the Board; **(10) to propose the appointment or dismissal of the accounting firm responsible for conducting periodic statutory audits of the Company's financial reports, to supervise the work of the accounting firm and to review the report of the accounting firm to ensure that the accounting firm assumes the corresponding audit responsibilities;** ~~(4) to consider and approve the audit budget, remuneration of staff and appointment and removal of major officers of the Company, supervise and evaluate the internal audit work of the Company and formulate medium-to-long term audit plan, annual working plan and internal audit system setting plan of the Company in accordance with the authorization of the Board, and make reports to the Board;~~ ~~(5) to propose the appointment or dismissal of the external accounting firm, to supervise the work of the external accounting firm and to review the report of the external accounting firm to ensure that the external accounting firm undertakes the audit responsibilities;~~ (**11**~~6~~) to **coordinate**~~facilitate~~ communications ~~and monitor relationship~~ between the internal audit department of the Company and the **accounting firm, and to supervise the relationship between them**~~external accounting firm~~;

Original Articles	Revised Articles
	(12) other matters prescribed by laws, administrative regulations, regulatory requirements, the listing rules of the place where the shares of the Company are listed, the Articles of Association, the Rules of Procedures for the Shareholders' Meeting, the Rules of Procedures for the Board of Directors and the Terms of Reference of the Audit Committee, or as authorised by the Board.~~(7) to monitor the non-compliance of the Company in respect of financial reports and internal control;~~ ~~(8) other matters required by laws, regulations, regulatory documents, the rules of the securities regulatory authorities of the place where the shares of the Company are listed and the requirements of the Articles of Association, and as authorized by the Board.~~
Article 22 The primary duties of the remuneration committee are as follows: (1) to organize the formulation of remuneration policy and plan of directors and senior management and submit to the Board for approval, and propose remuneration distribution plan according to the performance evaluation of directors and senior management and submit to the Board for approval; (2) other matters required by laws, regulations, regulatory documents, the rules of the securities regulatory authorities of the place where the shares of the Company are listed and the requirements of the Articles of Association, and as authorized by the Board.	**Article 23** The primary duties of the remuneration committee are as follows: (1) to organise the formulation of remuneration policy and plan of directors and senior management and submit to the Board for approval, and propose remuneration distribution plan according to the performance evaluation of directors and senior management and submit to the Board for approval; (2) **other matters prescribed by laws, administrative regulations, regulatory requirements, listing rules of the place where the shares of the Company are listed and the Articles of Association or as authorised by the Board**~~other matters required by laws, regulations, regulatory documents, the rules of the securities regulatory authorities of the place where the shares of the Company are listed and the requirements of the Articles of Association, and as authorized by the Board~~.

Original Articles	Revised Articles
Article 23 The primary duties of the nomination committee are as follows:	**Article 24** The primary duties of the nomination committee are as follows:
(1) to formulate procedures and standards for the election of directors and senior management and make recommendations to the Board;	(1) to formulate procedures and standards for the election of directors and senior management and make recommendations to the Board;
(2) to make recommendations to the Board on the nomination of the candidates for directors, President and board secretary;	(2) to make recommendations to the Board on the nomination of the candidates for directors, President and board secretary;
(3) to preliminarily examine the eligibility of the candidates for directors and senior management;	(3) to preliminarily examine the eligibility of the candidates for directors and senior management;
(4) to make recommendations to the Board on the nomination of candidates for chairmen and members of the special committees of the Board;	(4) to make recommendations to the Board on the nomination of candidates for chairmen and members of the special committees of the Board;
(5) to examine the structure and composition of the Board, and make suggestions to the Board;	(5) to examine the structure and composition of the Board, and make suggestions to the Board;
(6) to review the work performance of the Board;	(6) to review the work performance of the Board;
(7) to review the succession planning of board members and make suggestions to the Board;	(7) to review the succession planning of board members and make suggestions to the Board;
(8) to supervise the implementation of the procedures and standards for the selection and appointment of directors and senior management to ensure that they meet the needs of the Company and satisfy regulatory requirements, and reflect good corporate governance requirements;	(8) to supervise the implementation of the procedures and standards for the selection and appointment of directors and senior management to ensure that they meet the needs of the Company and satisfy regulatory requirements, and reflect good corporate governance requirements;
(9) other matters required by laws, regulations, regulatory documents, the rules of the securities regulatory authorities of the place where the shares of the Company are listed and the requirements of the Articles of Association, and as authorized by the Board.	(9) **other matters prescribed by laws, administrative regulations, regulatory requirements, listing rules of the place where the shares of the Company are listed and the Articles of Association or as authorised by the Board**~~other matters required by laws, regulations, regulatory documents, the rules of the securities regulatory authorities of the place where the shares of the Company are listed and the requirements of the Articles of Association, and as authorized by the Board~~.

Original Articles	Revised Articles
The addition of new article	Article 25 The primary duties of the social responsibility and consumer rights protection committee are as follows: (1) to consider major issues and important policies of the Company in terms of ESG, including the assessment of the importance of ESG-related matters in the process of operation and management, to consider or report to the Board significant ESG-related matters, and to submit to the Board for approval of the annual ESG report; (2) to supervise senior management to establish and promote the concepts of green development characterised by conservation, low-carbon practices, environmental protection, and sustainable development within the Company, to analyse and assess the risks and opportunities related to the environment, and to establish a sustainable development model that achieves mutual benefits with society; (3) to study major issues and important policies on consumer rights protection, guide and supervise the establishment and improvement of the consumer rights protection system, and ensure that the relevant institutional requirements are compatible with corporate governance, corporate culture development and business development strategies; (4) to consider the annual work report on consumer rights protection submitted by the Company's senior management, provide relevant recommendations, and submit the report to the Board for review; supervise the implementation of consumer rights protection requirements and corrective actions; (5) to provide opinions on annual external donation matters that are subject to the consideration and approval of the Board and submit the same to the Board for approval; and (6) to consider other matters stipulated by laws, administrative regulations, regulatory requirements, the listing rules of the place where the shares of the Company are listed and the Articles of Association, or as authorised by the Board.

Original Articles	Revised Articles
Chapter IV Secretary of the Board	No change
Article 24 The Company shall have one secretary of the Board. The secretary of the Board is the Company's senior management, who shall be nominated by the chairman of the Board, appointed and dismissed by the Board and responsible for the Board.	No change (the number is amended to Article 26)
Article 25 The secretary of the Board has an obligation of fidelity and diligence to the Company, and shall perform his/her duties in accordance with relevant laws, regulations, regulatory documents, the Articles of Association and these Rules.	No change (the number is amended to Article 27)
Article 26 The secretary of the Board shall be a natural person who has the requisite professional knowledge and experience. His/her primary duties are as follows: (1) to assist the directors in handling the daily work of the Board, to provide the directors with or, remind them of and ensure that they understand the regulations, policies and requirements of the relevant regulatory authorities in relation to the Company's operation; and to assist the directors and the President in complying with the relevant laws, regulations, regulatory documents, the Articles of Association and other relevant provisions when exercising their powers; (2) to organize and prepare the documents of shareholders' general meetings and meetings of the Board, prepare minutes of the meetings and ensure the decisions of such meetings are in compliance with the statutory procedures, and monitor the execution of the resolution by the Board; (3) to organize and coordinate information disclosure with the aim of enhancing the transparency of the Company, and to ensure that the Company prepares and submits the reports and documents required by the regulatory authorities in accordance with laws;	**Article 28** The secretary of the Board shall be a natural person who has the requisite professional knowledge and experience. His/her primary duties are as follows: (1) to assist the directors in handling the daily work of the Board, to provide the directors with or, remind them of and ensure that they understand the regulations, policies and requirements of the relevant regulatory authorities in relation to the Company's operation; and to assist the directors and the President in complying with the relevant laws, regulations, regulatory documents, the Articles of Association and other relevant provisions when exercising their powers; (2) to organise and prepare the documents of **shareholders' meetings**~~shareholders' general meetings~~ and meetings of the Board, prepare minutes of the meetings and ensure the decisions of such meetings are in compliance with the statutory procedures, and monitor the execution of the resolution by the Board; (3) to organise and coordinate information disclosure with the aim of enhancing the transparency of the Company, and to ensure that the Company prepares and submits the reports and documents required by the regulatory authorities in accordance with laws;

Original Articles	Revised Articles
(4) to be responsible for investor relations, to coordinate the relationship between the Company and the regulatory authorities, intermediaries, media and to coordinate public relations; (5) to assist the Board in preparing and revising documentation for corporate governance of the Company, and to establish a scientific decision-making system and corporate governance procedure; (6) to maintain the registers of the shareholders, directors and senior management and the documents and minutes of the shareholders' general meeting, meetings of the Board and meetings of special committees under the Board, and to ensure the availability of the relevant minutes and documents of the Company for access by people entitled thereto in a timely manner; (7) to perform other duties stipulated in the laws, regulations, regulatory documents and the Articles of Association and authorized by the Board.	(4) to be responsible for investor relations, to coordinate the relationship between the Company and the regulatory authorities, intermediaries, media and to coordinate public relations; (5) to assist the Board in preparing and revising documentation for corporate governance of the Company, and to establish a scientific decision-making system and corporate governance procedure; (6) to **organise to** maintain the registers of the shareholders~~,~~ **and** directors~~ and senior management~~ and the documents and minutes of the **shareholders' meeting**~~shareholders' general meeting~~, meetings of the Board and meetings of special committees under the Board, and to ensure the availability of the relevant minutes and documents of the Company for access by people entitled thereto in a timely manner; (7) to perform other duties stipulated in the laws, regulations, regulatory documents and the Articles of Association and authorised by the Board.
Article 27 The Company shall support the secretary of the Board to perform his/her duties pursuant to the laws, in terms of structural and staff deployment and funding for the fulfillment of his/her duties and the smooth operation of the respective departments.	No change (the number is amended to Article 29)
Article 28 A director or senior management of the Company other than the President and chief accountant may also act as the secretary of the Board. Any accountant from the accounting firm which has been appointed by the Company to act as its auditors shall not act as the secretary of the Board.	No change (the number is amended to Article 30)
Article 29 Where the office of secretary of the Board of the Company is held concurrently by a director, and an act shall be done by a director and a secretary separately, the person who holds the office of director and secretary of the Board shall not perform the act in a dual capacity.	**Article 31** Where the office of secretary of the Board of the Company is held concurrently by a director, and an act shall be done by a director and a secretary separately, the person who holds the office of director and secretary of the Board shall not perform the act in a dual capacity.

Original Articles	Revised Articles
Chapter V Procedures for Convening of Meeting of the Board	No change
Section I Methods for Convening of Meeting	No change
Article 30 The meetings of the Board include regular meetings and extraordinary meetings.	No change (the number is amended to Article 32)
Article 31 Regular meetings shall be held at least four times every year, which shall be convened by the chairman of the Board. Notice of each meeting shall be delivered to all of the directors and supervisors at least fourteen days prior to the date of meeting.	**Article 33** Regular meetings shall be held at least four times every year~~, which shall be convened by the chairman of the Board~~. Notice of each meeting shall be delivered to all of the directors~~ and supervisors~~ at least fourteen days prior to the date of meeting.
Article 32 Meeting of the Board shall be convened by the chairman of the Board. If the chairman of the Board is unable to perform his/her duties of convening a meeting of the Board for certain reasons, the vice chairman of the Board shall perform the duties on his/her behalf. If the vice chairman of the Board is unable or fails to perform his/her duties, a director shall be elected by no less than half of the directors to convene the meeting.	No change (the number is amended to Article 34)
Article 33 The chairman of the Board shall convene an extraordinary meeting of the Board in any of the following circumstances: (1) request of more than one-third of directors; (2) request of the board of supervisors; (3) request of more than two independent directors; (4) the chairman of the Board deems necessary; (5) request in writing by shareholders who hold 10% or more of the shares with voting rights of the Company; (6) request of the President. The notice of extraordinary meeting of the Board shall be given to the directors for three days prior to the date of meeting. In case of an urgent business, such notice is not subject to the time limit, provided that the convener shall make explanations at the meeting.	**Article 35** The chairman of the Board shall convene an extraordinary meeting of the Board in any of the following circumstances: (1) request of more than one-third of directors; (2) request of the **audit committee**~~board of supervisors~~; (3) request of more than two independent directors; (4) the chairman of the Board deems necessary; (5) request in writing by shareholders who hold 10% or more of the shares with voting rights of the Company; (6) request of the President. The notice of extraordinary meeting of the Board shall be given to the directors for three days prior to the date of meeting. In case of an urgent business, such notice is not subject to the time limit, provided that the **convener of the meeting of the Board**~~convener~~ shall make explanations at the meeting.

Original Articles	Revised Articles
Article 34 Notice of regular meetings and extraordinary meetings of the Board shall be delivered by telephone, email or the feasible ways specified in Article 37 of these Rules. The time and place of the meeting may be appointed by the Board in advance and recorded in the minutes. If the minutes have been sent to all of the directors at least fourteen days prior to the date of the next meeting of the Board, there is no need to send another notice to the directors. If a director has attended the meeting and made no statement before or during the meeting that he did not receive the notice of the meeting, he/she is deemed to have received the notice of the meeting.	**Article 36** Notice of regular meetings and extraordinary meetings of the Board shall be delivered by **a dedicated person,** telephone, email or **other electronic means of communication** ~~the feasible ways specified in Article 37 of these Rules~~. The time and place of the meeting may be appointed by the Board in advance and recorded in the minutes. If the minutes have been sent to all of the directors at least fourteen days prior to the date of the next meeting of the Board, there is no need to send another notice to the directors. If a director has attended the meeting and made no statement before or during the meeting that he did not receive the notice of the meeting, he/she is deemed to have received the notice of the meeting.
Article 35 Meetings of the Board may be held on-site (including on-site, via conference call and video conference) or by written resolutions. If the meetings of the Board are telephone conferences or video conferences, it shall be ensured that the participating directors are able to hear clearly other directors' speeches and are able to communicate with each other. Meetings of the Board held on-site shall be recorded or taped. If the meetings of the Board is convened by means of adopting written resolutions, i.e., by delivering the resolution for review in counterparts or by circulating it among the directors in turn, directors or other directors entrusted by them shall write "for", "against" or "abstain" on the vote clearly. Once the number of directors who sign in favor of a resolution reaches the quorum as required by the Articles of Association, the resolution shall be deemed adopted. Matters requiring the consent of more than two-thirds of all directors, including but not limited to profit distribution plan, remuneration plan, major investment, major asset disposal plan, appointment or dismissal of senior management, capital supplement plan and other major matters, shall not be voted by written resolutions.	**Article 37** Meetings of the Board may be held on-site (including on-site, via conference call and video conference) or by written resolutions. If the meetings of the Board are telephone conferences or video conferences, it shall be ensured that the participating directors are able to hear clearly other directors' speeches and are able to communicate with each other. Meetings of the Board held on-site shall be recorded or taped **and minutes shall be prepared**. If the meetings of the Board is convened by means of adopting written resolutions, i.e., by delivering the resolution for review in counterparts or by circulating it among the directors in turn, directors or other directors entrusted by them shall write "for", "against" or "abstain" on the vote clearly. Once the number of directors who sign in favor of a resolution reaches the quorum as required by the Articles of Association, the resolution shall be deemed adopted. Matters requiring the consent of more than two-thirds of all directors, including but not limited to profit distribution plan, remuneration plan, major investment, major asset disposal plan, appointment or dismissal of senior management, capital supplement plan and other major matters, shall not be voted by written resolutions.

Original Articles	Revised Articles
Section II Notice of Meeting and Communication before Meeting	No change
Article 36 A notice of meeting shall be despatched to all directors, supervisors and other attendees in advance before a meeting of the Board is held. Such notice shall generally set out: (1) the venue and time of the meeting and the means by which the meeting will be held; (2) the convener of the meeting; (3) the agenda, subject matter and resolutions of the meeting; (4) the date on which such notice is dispatched; (5) relevant explanation for and the basis of convening the meeting of the Board in the event that the meeting is not convened by the chairman of the Board; (6) request that directors should either attend in person or authorize other directors to attend on their behalf.	**Article 38** A notice of meeting shall be despatched to all directors~~, supervisors~~ and other attendees in advance before a meeting of the Board is held. Such notice shall generally set out: (1) the venue and time of the meeting and the means by which the meeting will be held; (2) the convener of the meeting; (3) the agenda, subject matter and resolutions of the meeting; (4) the date on which such notice is dispatched; (5) relevant explanation for and the basis of convening the meeting of the Board in the event that the meeting is not convened by the chairman of the Board; (6) request that directors should either attend in person or authorise other directors to attend on their behalf.
Article 37 The notice convening a meeting of the Board shall be given in the following ways: (1) a notice convening a regular meeting of the Board shall be given in writing; a notice convening an extraordinary meeting of the Board shall be given in writing, with exception in case of emergency where such notice may be given via telephone or verbal communications and followed by a written notice thereafter; (2) such notice may be given by personal delivery, registered mail, email or other means. In case of notifying by means other than personal delivery, the Company shall confirm by telephone and keep the relevant records; (3) If the notice is served personally, the receiver shall sign (or affix the seal) on the return receipt, and the date of signing shall be the date of service; if the notice is served by registered mail, 48 hours from the date of delivery shall be the date of service; and if the notice is served by email, the date of transmission shall be the date of service.	**Article 39** The notice convening a meeting of the Board shall be given in the following ways: (1) a notice convening a regular meeting of the Board shall be given in writing; a notice convening an extraordinary meeting of the Board shall be given in writing, with exception in case of emergency where such notice may be given via telephone or verbal communications and followed by a written notice thereafter; (2) such notice may be given by personal delivery, ~~registered mail,~~ email or other **electronic** means **of communication**. In case of notifying by means other than personal delivery, the Company shall confirm by telephone and keep the relevant records; (3) If the notice is served personally, the receiver shall sign (or affix the seal) on the return receipt, and the date of signing shall be the date of service; ~~if the notice is served by registered mail, 48 hours from the date of delivery shall be the date of service;~~ and if the notice is served by email, the date of transmission shall be the date of service.

Original Articles	Revised Articles
Article 38 After receiving the meeting notice, the person required to attend the meeting shall notify the office of the Board whether they will participate in the meeting. From the issue of the meeting notice to the holding of the meeting, the office of the Board shall arrange for the communication and liaison with directors. If directors have opinions or suggestions on proposals, the office of the Board shall collect their opinions or suggestions on relevant proposals and convey these opinions or suggestions to related proposers for their improvement of proposals. The office of the Board shall also timely supplement the materials necessary for directors to make decisions on proposals, including relevant background materials on the items of the meeting and other materials that help directors make reasonable, rapid and prudent decisions.	**Article 40** After receiving the meeting notice, the person required to attend the meeting shall notify the office of the Board as soon as possible whether they will participate in the meeting. From the issue of the meeting notice to the holding of the meeting **of the Board**, the office of the Board shall arrange for the communication and liaison **between the Company's departments involved in the proposals and**~~with~~ directors. If directors have opinions or suggestions on proposals, the office of the Board shall ~~collect their~~ **promptly convey** opinions or suggestions ~~on relevant proposals~~**to the relevant departments involved in the proposals for the relevant departments**'~~and convey these opinions or suggestions to related proposers for their~~ improvement of proposals. The office of the Board shall also timely supplement the materials **to the Board** necessary ~~for directors~~ to make decisions on proposals, including **but not limited to:** relevant background materials on the items of the meeting and other materials that help directors make reasonable, rapid and prudent decisions.
Section III Attending the Meeting in Person or by Proxy	No change
Article 39 Meetings of the Board shall be held only if more than a majority of the directors (including those who appoint other directors to attend the meeting on their behalf) are present, unless otherwise provided for considering the related party transaction matters by the Board as provided in Article 40 hereof.	**Article 41** Meetings of the Board shall be held only if more than a majority of the directors (including those who appoint other directors to attend the meeting on their behalf) are present, unless otherwise provided for considering the related party transaction matters by the Board as provided in Article 4**2**~~0~~ hereof.

Original Articles	Revised Articles
Article 40 When a director has an associated relationship with an enterprise (which means the director acts as a director or senior management of the counterparty, or acts as a director or senior management in a legal person entity which can exercise direct or indirect control over the counterparty, or in a legal person entity under direct or indirect control of the counterparty) which is involved with a resolution to be decided at a meeting of the Board, he/she cannot vote on that resolution, and cannot vote on behalf of other directors. The meeting of the Board may be held if not less than two-thirds of all the directors who have no relevant interest in the resolutions attend. Resolutions made by the meeting of the Board shall be passed by no less than two-thirds of the votes of all the directors who have no relevant interest in the resolutions. Where less than three directors who have no material interest in the resolutions attend the meeting of the Board, the Board shall refer such matters to shareholders' general meeting for review.	**Article 42** When a director has an associated relationship with an enterprise (which means the director acts as a director or senior management of the counterparty, or acts as a director or senior management in a legal person entity which can exercise direct or indirect control over the counterparty, or in a legal person entity under direct or indirect control of the counterparty) which is involved with a resolution to be decided at a meeting of the Board, he/she cannot vote on that resolution, and cannot vote on behalf of other directors. The meeting of the Board may be held if not less than two-thirds of all the directors who have no relevant interest in the resolutions attend. Resolutions made by the meeting of the Board shall be passed by no less than two-thirds of the votes of all the directors who have no relevant interest in the resolutions. Where less than three directors who have no material interest in the resolutions attend the meeting of the Board, the Board shall refer such matters to ~~shareholders' general meeting~~**the shareholders' meeting** for review.
Article 41 For the meeting of the Board held by telephone or video, the number of directors who are confirmed to be present during the telephone conference and the directors who are present on the video display shall be counted. For the meeting of the Board held by written signature, the number of directors present at the meeting shall be counted by the effective votes received during the prescribed time limit.	No change (the number is amended to Article 43)
Article 42 Directors shall attend the meetings of the Board in person. Where a director is unable to attend a meeting in person for any reason, he may by a written power of attorney appoint another director to attend the meeting on his behalf. The power of attorney shall set out the scope of the authorization. A director appointed as the representative of another director to attend the meeting shall exercise the rights of a director within the scope of authority conferred by the appointing director. Where a director is unable to attend a meeting of the Board and has not appointed the representative to attend the meeting on his behalf, he shall be deemed to have waived his right to vote at the meeting.	**Article 44** Directors shall attend the meetings of the Board in person. Where a director is unable to attend a meeting in person for any reason, he may by a written power of attorney appoint another director to attend the meeting on his behalf. The power of attorney shall set out the scope of the authorisation. A director appointed as the representative of another director to attend the meeting shall **present the power of attorney before the meeting is convened and** exercise the rights of a director **on behalf of the proxy** within the scope of authority conferred by the appointing director. Where a director is unable to attend a meeting of the Board and has not appointed the representative to attend the meeting on his behalf, he shall be deemed to have waived his right to vote at the meeting.

Original Articles	Revised Articles
Article 43 The power of attorney made by directors appointing others to attend the meetings of the Board on his/her behalf shall include the following details: (1) names of the director and the proxy; (2) scope of authorization (including the right to vote on the interim proposal), instructions on voting in respect of each of the proposals; (3) term of the appointment; (4) signature of the director and date, etc.	No change (the number is amended to Article 45)
Article 44 The appointment of proxy for a meeting of the Board shall comply with the followings: (1) If connected transactions are to be considered, a director who has interest in the transactions shall not appoint or be appointed by another director as proxy to attend the meeting on his/her behalf; (2) An independent director shall not appoint a non-independent director and a non- independent director shall not accept the appointment by an independent director to attend a meeting of the Board on his/her behalf; (3) A director shall not appoint another director to attend a meeting of the Board without stating his opinions and voting instruction and the other director shall not accept such appointment; (4) A director shall not accept appointments by more than two directors. A director shall not appoint another director who has been appointed by two other directors to attend a meeting of the Board.	**Article 46 Directors appointing**~~The appointment of~~ proxy **or appointed** for a meeting of the Board shall comply with the followings: (1) If connected transactions are to be considered, a non-related director may not appoint related director to attend on his/her behalf; a related director may not accept appointment from an non-related director; (2) An independent director shall not appoint a non-independent director and a non- independent director shall not accept the appointment by an independent director to attend a meeting of the Board on his/her behalf; (3) A director shall not appoint another director to attend a meeting of the Board without stating his opinions and voting instruction and the other director shall not accept such appointment; (4) A director shall not accept appointments by more than two directors. A director shall not appoint another director who has been appointed by two other directors to attend a meeting of the Board.
Article 45 If a director needs to leave a meeting of the Board in process, he/she shall explain to the chairman of the meeting and ask for a leave. The director shall entrust in written other director to exercise the right of voting on the remaining proposals. Otherwise, he/she shall be deemed abstention from voting on such proposals.	**Article 47** If a director needs to leave a meeting of the Board in process, he/she shall explain to the chairman of the meeting and ask for a leave. The director shall entrust in writing other director to exercise the right of voting on the remaining proposals **to be voted upon**. Otherwise, he/she shall be deemed abstained from voting on such proposals.

Original Articles	Revised Articles
Article 46 The supervisor, secretary of the Board, the non-director senior management and personnel involving the topics shall attend the meeting of the Board as non-voting delegates. The non-voting delegates have the right to issue opinions about relevant topics but have not voting right.	**Article 48** The ~~supervisor,~~ secretary of the Board, the non-director senior management and personnel involving the topics shall attend the meeting of the Board as non-voting delegates. The non-voting delegates have the right to issue opinions about relevant topics but have not voting right.
Chapter VI Procedural Rules for Meeting of the Board	No change
Section I Proposal and Collection of Topics and Resolutions	No change
Article 47 The following persons or organs may propose a resolution to the Board: (1) Shareholders individually or jointly holding 10% or more of the shares of the Company carrying the right to vote; (2) Chairman of the Board; (3) more than one-third of the directors; (4) more than two independent directors; (5) Special committees under the Board; (6) President; (7) Board of Supervisors.	**Article 49** The following persons or organs may propose a resolution to the Board: (1) Shareholders individually or jointly holding 10% or more of the shares of the Company carrying the right to vote; (2) Chairman of the Board; (3) more than one-third of the directors; (4) more than two independent directors; (5) Special committees under the Board; (6) President **(the senior management)**~~;~~ ~~(7) Board of Supervisors~~.
Article 48 The secretary to the Board is responsible for organizing drafts of the matters discussed at the meeting, and the proposers of the relevant proposals shall submit the proposals and related explanatory materials twenty days before the meeting. After sorting out the relevant materials, the secretary to the Board lists the meeting place, time and agenda of the Board and presents it to the chairman.	**Article 50** The secretary to the Board is responsible for organising drafts of the matters discussed at the meeting, and the proposers ~~of the relevant proposals~~ shall submit the **draft** proposals and ~~related~~**relevant** explanatory materials **at least** twenty**-five business** days before the meeting. After **compiling and** sorting out the relevant materials, the secretary to the Board lists the meeting place, time and agenda of the Board and presents it to the chairman.

Original Articles	Revised Articles
Section II Discussing and Examining the Meeting	No change
Article 49 The meeting of the Board shall be chaired by the chairman. If the chairman is unable to chair the meeting, the chairman of the meeting will be determined according to the procedural rules of the Article 32 hereof.	**Article 51** The meeting of the Board shall be chaired by the chairman. If the chairman is unable to chair the meeting, the chairman of the meeting will be determined according to the procedural rules of the Article 3**4**~~2~~ hereof.
Article 50 The chairman of the meeting shall announce the commencement of the meeting according to the time predetermined by the meeting of the Board. After the meeting commences, the chairman of the meeting shall announce the process first.	No change (the number is amended to Article 52)
Article 51 The meeting will audit every resolution, and the proposer or other persons trusted by the proposer shall give resolution explanations to the Board.	**Article 53** The meeting **of the Board** ~~will~~**shall** consider **and vote on** every resolution, and the proposer or other persons trusted by the proposer shall give resolution explanations to the Board.
Article 52 When the meeting of the Board is considering resolutions or listening to reports, to understand the key points and process in detail, it may request the persons-in-charge of the relevant departments of the Company to attend the meeting as non-voting delegates and hear and query the relevant questions in order to make proper resolutions. During the course of discussion and examination, if it is found that the situation is uncertain or the feasibility is questionable as regards certain topics for discussion, the Board may request relevant departments to give an explanation.	**Article 54** When the meeting of the Board is considering resolutions or listening to reports, to understand the key points and process in detail, it may request the persons-in-charge of the relevant departments of the Company to attend the meeting as non-voting delegates and hear and query the relevant questions in order to make proper, **scientific and rational** resolutions. During the course of discussion and examination, if it is found that the situation **described in a resolution** is uncertain or the feasibility **related to the resolution** is questionable ~~as regards certain topics for discussion~~, the Board may request relevant departments to give a~~n~~ **supplementary** explanation.
Article 53 Directors shall express their opinions on each resolution. The attendees who are requested make speech shall get approval from the chairman of the meeting.	No change (the number is amended to Article 55)

Original Articles	Revised Articles
Article 54 Independent directors shall express object, fair and independent opinions in relation to matters of discussion in the Company's meeting of the Board, especially opinions to the Board in relation to the following matters: (1) major related party transactions; (2) nominating or removing directors and appointing and dismissing senior management personnel; (3) remuneration of the directors and senior management personnel; (4) profit allocation plan; (5) appointing or dismissing auditor firm which conducts periodic statutory audits of the Company's financial report; (6) matters which independent directors consider that the same may have a material impact on the legal interests of the Company, minority shareholders and financial consumers; (7) matters which independent directors consider that the same may damage the loss of the Company; (8) other matters stipulated by the law, administrative regulations, rules, security governance authority where the Company's shares are listed or the Articles of Association.	No change (the number is amended to Article 56)
Article 55 Opinions of the above expressed definitely by independent directors shall include: (1) consent; (2) qualified opinions and their reasons; (3) objections and their reasons; (4) unable to express opinions and the impediments. The opinions expressed by independent directors to the Board shall be included in the meeting minutes of the Board.	No change (the number is amended to Article 57)

Original Articles	Revised Articles
Section III Voting and Resolution of the Meeting	No change
Article 56 Each director shall be entitled to one vote. Other than related party transactions of the meeting of the Board stated in Article 40 of these Rules, the resolutions of the Board shall be passed by more than half or two-thirds of all directors. When the number of negative votes is equal to that of affirmative votes, the chairman of the Board has the right to cast one more vote.	No change (the number is amended to Article 58)
Article 57 The vote of the meeting of the Board may be conducted by open ballot. All attending directors are to vote for or against proposals or abstain from voting. Directors shall vote one of the above resolutions. If directors fail to vote or vote more than two at the same time, it shall be regarded as an abstention. Directors should make prudent vote. Once vote to the resolutions is made, it shall be not revoked.	No change (the number is amended to Article 59)
Article 58 The Board shall not, in principle, review special resolutions that are not included in the notice of the meeting, nor shall it make resolutions on matters that are not included in the agenda. In the event of an emergency that must be agreed upon at the meeting of the Board, the chairman shall vote on whether or not to submit a special resolution for considering at the meeting, and it may be audited only if it is approved by a majority of all the directors. In the event that a resolution is required to be made and the director attending the meeting on behalf of the proxy does not have the proxy's prior authorization to vote on the additional issue, the proxy's vote shall not be considered as a valid vote, unless the proxy has made a similar proxy commitment in the proxy form.	**Article 60** The Board shall not, in principle, review special resolutions that are not included in the notice of the meeting, nor shall it make resolutions on matters that are not included in the agenda. In the event of an emergency that must be agreed upon at the meeting of the Board, the chairman shall vote on whether or not to submit ~~a~~**the** special resolution for considering at the meeting, and it may be **included for consideration**~~audited~~ only if it is approved by a majority of all the directors. In the event that a resolution is required to be made and the director attending the meeting on behalf of the proxy does not have the proxy's prior authorisation to vote on the additional issue, the proxy's vote shall not be considered as a valid vote, unless the proxy has made a similar proxy commitment in the proxy form.
Article 59 A director attending a meeting on behalf of a proxy shall present the power of attorney before the meeting is convened and exercise the rights on behalf of the proxy within the scope of the power of attorney.	Deleted
Article 60 The meeting of the Board shall vote on each resolution one by one.	Deleted

Original Articles	Revised Articles
Article 61 The meeting of the Board is convened by way of on-site meeting (including on-site, teleconference and video conference). If the directors are unable to sign the resolution of the meeting immediately during the teleconference or video conference, they may express their opinions orally first, and the resolution of the meeting of the Board shall take effect from the date of the oral vote, but the directors shall fulfill the written signature procedure as soon as possible, and the written signature must be consistent with the oral opinions expressed at the meeting afterwards. In case of inconsistency between the written signatures and the oral vote, the oral vote shall prevail. The office of the Board shall count the voting results of the meeting of the on-site meeting, and the chairman of the meeting of the Board shall announce the counting results on the spot. Where the meeting of the Board is convened by written summons, the time limit for valid voting shall be specified in the notice of the meeting of the Board. Directors shall express their opinions before the end of the last business day within the prescribed time limit. Directors who have not expressed their opinions by the end of the last business day within the prescribed time limit shall be deemed to have abstained from voting. If the number of directors who have signed the consent has reached the number of directors required to pass the resolution, the contents of the relevant resolutions shall be deemed to have been reviewed and passed by the Board from the time when the voting ballots signed by these directors are delivered to the secretary of the Board. The office of the Board shall immediately report to the chairman of the Board the voting results of the meeting of the Board after the statistic has been completed and reviewed and signed by the secretary of the Board, and shall report the situation back to the directors within five days after the end of the time limit for voting.	**Article 61** The meeting of the Board is convened by way of on-site meeting (including on-site, teleconference and video conference). If the directors are unable to sign the resolution of the meeting immediately during the teleconference or video conference, they may express their opinions orally first, and the resolution of the meeting of the Board shall take effect from the date of the oral vote, but the directors shall fulfil the written signature procedure as soon as possible, and the written signature must be consistent with the oral opinions expressed at the meeting afterwards. In case of inconsistency between the written signatures and the oral vote, the oral vote shall prevail. The office of the Board shall count the voting results of the meeting of the on-site meeting, and the chairman of the meeting of the Board shall announce the counting results on the spot. Where the meeting of the Board is convened by written summons, the time limit for valid voting shall be specified in the notice of the meeting of the Board. Directors shall express their opinions before the end of the last business day~~ within the prescribed time limit~~ **of the time limit for valid voting**. Directors who have not expressed their opinions by the end of the last business day ~~within the prescribed time limit~~**of the time limit for valid voting** shall be deemed to have abstained from voting. If the number of directors who have signed the consent has reached the number of directors required to pass the resolution, the contents of the relevant resolutions shall be deemed to have been reviewed and passed by the Board from the time when the voting ballots signed by these directors are delivered to the ~~secretary~~**office** of the Board. The office of the Board shall immediately report to the chairman of the Board the voting results of the meeting of the Board after the statistic has been completed and reviewed and signed by the secretary of the Board, and shall report the situation back to the directors within five days after the end of the time limit for voting.

Original Articles	Revised Articles
Article 62 If a director or any of his/her associates (as defined in the Hong Kong Listing Rules) has a material interest in a matter to be resolved at a meeting of the Board, he/she shall not exercise his/her right to vote at the meeting of the Board when the Board is reviewing on the relevant matter, nor shall he/she accept the entrustment of any other director to exercise his/her right to vote on his/her behalf, and he/she shall not be counted in the quorum of the meeting unless otherwise provided for in the laws, regulations, regulatory filings and relevant provisions of the securities regulatory authorities in the place where the shares of the Company are listed. Where a director or any of his/her associates has a material interest in a matter to be considered, such director shall make a declaration to the Board in advance. Resolutions made at a meeting of the Board shall be approved by more than half of the directors who have no material interest, and certain material matters shall be approved by more than two-thirds of the directors in accordance with the Articles of Association. If the number of directors with no material interest present at the meeting of the Board is less than three, the Board shall submit the resolution to the general meeting for consideration in a timely manner. The Board shall state the review of the Board on the resolutions when submitting resolutions to the general meeting for review, and shall record the opinions of the directors with no material interests on resolutions. Material interest for the purpose of this Article means a relationship that may result in the transfer of resources, benefits or obligations from the Company to the director or any of his/her associates. Whether a director has a material interest in a proposed matter may be determined by the Board in accordance with the laws, administrative rules and regulations, the relevant provisions of the securities regulatory authorities and stock exchanges in which the Company's shares are listed, and the Company's Articles of Association.	**Article 62** If a director or any of his/her associates (as defined in the Hong Kong Listing Rules) has a material interest in a matter to be resolved at a meeting of the Board, he/she shall not exercise his/her right to vote at the meeting of the Board when the Board is reviewing on the relevant matter, nor shall he/she accept the entrustment of any other director to exercise his/her right to vote on his/her behalf, and he/she shall not be counted in the quorum of the meeting unless otherwise provided for in the laws, regulations, regulatory filings and relevant provisions of the securities regulatory authorities in the place where the shares of the Company are listed. Where a director or any of his/her associates has a material interest in a matter to be considered, such director shall make a declaration to the Board in advance. Resolutions made at a meeting of the Board shall be approved by more than half of the directors who have no material interest, and certain material matters shall be approved by more than two-thirds of the directors in accordance with the Articles of Association. If the number of directors with no material interest present at the meeting of the Board is less than three, the Board shall submit the resolution to the ~~general meetings~~**shareholders' meeting** for consideration in a timely manner. The Board shall state the review of the Board on the resolutions when submitting resolutions to the ~~general meetings~~**shareholders' meeting** for review, and shall record the opinions of the directors with no material interests on resolutions. Material interest for the purpose of this Article means a relationship that may result in the transfer of resources, benefits or obligations from the Company to the director or any of his/her associates. Whether a director has a material interest in a proposed matter may be determined by the Board in accordance with the laws, administrative rules and regulations, the relevant provisions of the securities regulatory authorities and stock exchanges in which the Company's shares are listed, and the Company's Articles of Association.

Original Articles	Revised Articles
Article 63 A resolution of the Board of the Company shall be null and void if the contents of the resolution are in violation of laws or administrative regulations. Where the procedure for convening a meeting of the Board or the manner of voting is in violation of laws or administrative regulations or the Articles of Association, or where the contents of a resolution are in violation of the Articles of Association, the shareholders may request the People's Court to revoke the resolution within 60 days from the date of its issuance, however, except for minor defects in the procedures for convening meetings of the Board or in the manner of voting, which do not materially affect the resolution. The directors shall be liable for the resolutions of the Board. If a resolution of the meeting of the Board violates laws, regulations, regulatory documents, the Articles of Association or the resolution of the general meeting, resulting in the Company to suffer losses, the directors who participated in the resolution shall be liable to the Company for compensation; however, if it is proved that they have expressed dissenting views at the time of the resolution and such dissenting views are recorded in the minutes of the meeting, such directors may be exempted from liability.	**Article 63** A resolution of the Board of the Company shall be null and void if the contents of the resolution are in violation of laws or administrative regulations. Where the procedure for convening a meeting of the Board or the manner of voting is in violation of laws or administrative regulations or the Articles of Association, or where the contents of a resolution are in violation of the Articles of Association, the shareholders may request the People's Court to revoke the resolution within 60 days from the date of its issuance, however, except for minor defects in the procedures for convening meetings of the Board or in the manner of voting, which do not materially affect the resolution. The directors shall be liable for the resolutions of the Board. If a resolution of the meeting of the Board violates laws, regulations, regulatory documents, the Articles of Association or the resolution of the ~~general meetings~~**shareholders' meeting**, resulting in the Company to suffer losses, the directors who participated in the resolution shall be liable to the Company for compensation; however, if it is proved that they have expressed dissenting views at the time of the resolution and such dissenting views are recorded in the minutes of the meeting, such directors may be exempted from liability.

Original Articles	Revised Articles
Section IV Non-Voting Procedures for Meetings	No change
Article 64 In accordance with the laws, regulations, standardized documents and supervisory provisions, and taking into account the actual situation of the Company, the Board, in addition to considering and voting on the resolutions stipulated in its duties, shall still listen to reports on other important matters in relation to the Company, including: (1) supervisory opinions of regulatory authorities on the Company and the Company's rectification situation; (2) the status and results of the stress tests conducted; (3) the status of annual consumer protection; (4) the status of information technology risk management; (5) the status of annual anti-fraud conducted; (6) matters which the Board have been authorized at the shareholders' general meeting to decide or handle and delegate to the senior management, or which the Board have authorized the senior management to decide or handle, and which the senior management may, as appropriate, submit to the Board for a hearing; (7) matters that the special committees under the Board consider should be submitted to the Board for a hearing; (8) other matters that the Board shall hear or review.	**Article 64** In accordance with the laws, regulations, standardised documents and supervisory provisions, and taking into account the actual situation of the Company, the Board, in addition to considering and voting on the resolutions stipulated in its duties, shall still listen to reports on other important matters in relation to the Company, including: (1) supervisory opinions of regulatory authorities on the Company and the Company's rectification situation; (2) the status and results of the stress tests conducted; (3) the status of annual consumer protection; (4) the status of information technology risk management; (5) the status of annual anti-fraud conducted; (6) matters which the Board have been authorised at the ~~shareholders' general meeting~~**shareholders' meeting** to decide or handle and delegate to the senior management, or which the Board have authorised the senior management to decide or handle, and which the senior management may, as appropriate, submit to the Board for a hearing; (7) matters that the special committees under the Board consider should be submitted to the Board for a hearing; (8) other matters that the Board shall hear or review.
Article 65 The matters to be reported for a hearing need not be voted by the Board. The relevant reporters shall report one by one, and the directors may express their opinions on the matters reported. If a person in attendance requests to speak, he/she shall obtain the consent of the presiding officer of the meeting. If a majority of the directors of the Board or a special committee of the Board request that the matters to be debriefed be submitted to the Board for review, the Board shall review the matters in accordance with the procedures.	No change

Original Articles	Revised Articles
Section V Minutes of Meetings	No change
Article 66 The on-site meetings of the Board shall be recorded as the minutes. The secretary of the Board shall be responsible for arranging for detailed minutes to be made of the proceedings of the on-site meeting. The minutes of the meetings of the Board shall include the following contents: (1) the date, place and name of the convenor of the meeting; (2) the names of the directors present at the meeting and the names of the directors (agents) who have been delegated to attend the meeting of the Board; (3) the agenda of the meeting; (4) the main points of the directors' speeches; (5) the manner and result of voting on each resolution (the voting result shall indicate the number of votes in favor, against or abstaining from voting); (6) any other matters that the directors at the meeting consider should be recorded.	**Article 66** ~~The on-site meetings of the Board shall be recorded as the minutes.~~ The secretary of the Board shall be responsible for arranging for detailed minutes to be made of the proceedings of the on-site meeting. The minutes of the meetings of the Board shall include the following contents: (1) the date, place and name of the convenor of the meeting; (2) the names of the directors present at the meeting and the names of the directors (proxies) who have been delegated to attend the meeting of the Board; (3) the agenda of the meeting; (4) the main points of the directors' speeches; (5) the manner and result of voting on each resolution (the voting result shall indicate the number of votes in favor, against or abstaining from voting); (6) any other matters that the directors at the meeting consider should be recorded.

Original Articles	Revised Articles
Article 67 The office of the Board shall carefully arrange the recording and collation of the businesses of the meeting. The minutes of each meeting of the Board shall be provided to all directors present for review within five working days after the end of the meeting, and the directors who request for revisions and supplements to the minutes shall provide written feedback on their revisions within three working days after the receipt of the minutes. After the minutes are finalized, the minutes of meetings of the Board shall be sent to all directors within a reasonable period of time, and the directors attending the meeting (or proxy) and the secretary of the Board (recorder) shall sign the minutes. The finalized minutes shall be sent to all directors within a reasonable time. If a director has different opinions on the minutes, he/she may attach a written explanation to his/her signature. A director who neither confirms his signature on the minutes nor attaches a written explanation to the dissenting opinion is deemed to be in full agreement with the contents of the minutes.	**Article 67** The office of the Board shall carefully arrange the recording and collation of the businesses of the meeting. The minutes of each meeting of the Board shall be provided to all directors present for review ~~within five working days~~**within a reasonable time** after the end of the meeting, and the directors who request for revisions and supplements to the minutes shall provide written feedback on their revisions ~~within three working days~~ after the receipt of the minutes. After the minutes are finalised, the minutes of meetings of the Board shall be sent to all directors within a reasonable period of time, and the directors attending the meeting (or proxy) and the secretary of the Board (recorder) shall sign the minutes. ~~The finalized minutes shall be sent to all directors within a reasonable time.~~ If a director has different opinions on the minutes, he/she may attach a written explanation to his/her signature. A director who neither confirms his signature on the minutes nor attaches a written explanation to the dissenting opinion is deemed to be in full agreement with the contents of the minutes.
Article 68 The minutes of the meetings of the Board shall be permanently preserved as the files of the Company.	No change
Article 69 Where information relating to the Board shall be submitted to the regulatory authorities in accordance with laws, regulations, standardized documents and the Articles of Association, such information shall be submitted in a timely manner in accordance with the relevant provisions. If any director gives reasonable notice, the Board shall disclose the relevant meeting minutes to the relevant director for his/her inspection at any reasonable time.	No change

Original Articles	Revised Articles
Chapter VII Implementation and Feedback of Resolutions of the Board	No change
Article 70 The Board resolutions shall be implemented by senior management or the executors determined by the Board resolutions, and the results of implementation shall be reported to the chairman of the Board in a timely manner; and the secretary of the Board shall keep abreast of the implementation of the resolutions and report the implementation of the Board resolutions to the chairman of the Board in a timely manner.	No change
Article 71 The secretary of the Board shall truthfully communicate the opinions of the chairman of the Board to the relevant directors and the relevant senior management of the Company.	No change
Chapter VIII Supplementary Provisions	No change
Article 72 The Company shall publish on its official website and the website of the Hong Kong Stock Exchange an updated list of the members of the Board, setting out their roles and functions and indicating whether they are independent directors.	No change
Article 73 Unless otherwise specified, the terms used herein shall have the same meaning with their references in the Articles of Association of the Company.	No change
Article 74 These Rules shall be prepared and amended by the Board, and become effective after being passed by an ordinary resolution at the shareholders' general meeting.	**Article 74** These Rules shall be prepared and amended by the Board, and become effective after being passed by an ordinary resolution at the ~~shareholders' general meetings~~**shareholders' meeting**.
Article 75 If there are any matters which are not dealt with in these Rules or there are any conflicts with the new or amended laws, regulations or provisions of the Articles of Association arising upon these Rules take effect, the laws, regulations and provisions of the Articles of Association of the Company shall prevail.	No change
Article 76 Unless otherwise stipulated in these Rules, the references "more than", "within", "at least" and "before" hereunder shall all include the number immediately following them; the references "more than", "less than", "below" and "majority" shall exclude the number immediately following them.	No change
Article 77 Interpretation of these Rules shall be vested with the Board.	No change

Comparison Table of Amendments to the Equity Management Measures of China Development Bank Financial Leasing Co., Ltd.

Original Articles	Revised Articles
CHAPTER I GENERAL	No change
Article 1 In order to further strengthen the equity management of China Development Bank Financial Leasing Co., Ltd. (the Company), regulate the behaviors of the shareholders of the Company and safeguard the legitimate rights and interests of shareholders, the Measures are formulated in compliance with laws and regulations including the Company Law of the People's Republic of China (the Company Law, the Law of the People's Republic of China on Regulation of and Supervision over the Banking Industry, the Interim Measures for the Equity Management of Commercial Banks, the Measures for the Supervision of the Behavior of Major Shareholders of Banking and Insurance Institutions (Trial), the Implementation Measures of CBIRC on Administrative Licensing of Non-bank Financial Institutions, the Corporate Governance Standards for Banking and Insurance Institutions, the Administrative Measures on Financial Leasing Companies and relevant provisions of the Articles of Association of China Development Bank Financial Leasing Co., Ltd. (the Articles of Association).	**Article 1** In order to further strengthen the equity management of China Development Bank Financial Leasing Co., Ltd. (the Company), regulate the behaviours of the shareholders of the Company and safeguard the legitimate rights and interests of shareholders, the Measures are formulated in compliance with laws and regulations including the Company Law of the People's Republic of China (the Company Law), the Law of the People's Republic of China on Regulation of and Supervision over the Banking Industry, the Interim Measures for the Equity Management of Commercial Banks, the Measures for the Supervision of the Behaviour of Major Shareholders of Banking and Insurance Institutions (Trial), the Implementation Measures ~~of CBIRC~~ on Administrative Licensing of Non-bank Financial Institutions, the Corporate Governance Standards for Banking and Insurance Institutions, the Administrative Measures on Financial Leasing Companies and relevant provisions of the Articles of Association of China Development Bank Financial Leasing Co., Ltd. (the Articles of Association).
The addition of new article	**Article 2 The equity management as referred to in the Measures represents a series of corporate governance activities implemented for shareholders by the Company to enhance its governance structure and maintain equity stability in accordance with laws, regulations, regulatory requirements and the Articles of Association, including shareholders' qualification management, management of changes in shareholding, regulation of shareholders' conduct, and management of shareholders' information.**

Original Articles	Revised Articles
Article 2 The Measures shall apply to the equity management of shareholders of ordinary shares of the Company.	**Article 3** The Measures shall apply to the equity management of **all ordinary shareholders who hold shares of the Company and** shareholders of ordinary shares of the Company. **The Measures are not applicable to the equity management of subsidiaries established through external investments made by the Company as a shareholder.**
Article 3 The shares of the Company are divided into domestic shares and H shares. Shares issued by the Company to domestic investors and subscribed for in RMB shall be referred to as domestic shares. The overseas listed shares issued by the Company and listed on the Hong Kong Stock Exchange shall be referred to as H shares. H shares refer to the shares listed on the Hong Kong Stock Exchange upon approval with par value denominated in RMB and subscribed for and traded in Hong Kong dollars. The shares of the Company shall be registered with China Securities Depository and Clearing Corporation Limited and Computershare Hong Kong Investor Services Limited (collectively as the "Registration Company") in accordance with the requirements of domestic and overseas laws and regulations. For the shares with confirmed holders of the securities account, all acts in relation to the shares, including registration and changes, shall comply with the relevant requirements of domestic and overseas laws and regulations.	**Article 4 The equities of the Company shall be represented by shares. The shares issued by the Company shall each have a par value of Renminbi one yuan.** The shares of the Company are divided into domestic shares and H shares. **Domestic shares refer to S**~~s~~hares issued by the Company to domestic investors and subscribed for in RMB ~~shall be referred to as domestic shares. The overseas listed shares issued by the Company and listed on the Hong Kong Stock Exchange shall be referred to as H shares.~~ H shares refer to the **overseas listed** shares listed **by the Company** on **The Stock Exchange of Hong Kong Limited**~~the Hong Kong Stock Exchange~~ upon approval with par value denominated in RMB and subscribed for and traded in Hong Kong dollars. The shares of the Company shall be registered with China Securities Depository and Clearing Corporation Limited and Computershare Hong Kong Investor Services Limited (collectively as the "Registration Company") in accordance with the requirements of domestic and overseas laws and regulations. For the shares with confirmed holders of the securities account, all acts in relation to the shares, including registration and changes, shall comply with the relevant requirements of domestic and overseas laws and regulations.

Original Articles	Revised Articles
Article 4 The Measures follow the management principles of classified management, excellent qualifications, clear relationship, well-defined rights and responsibilities, and openness and transparency. The substantial shareholders of the Company shall have sound social reputation, integrity records, tax records and financial status, and be in compliance with laws, regulations and regulatory requirements. The relationships among the substantial shareholders, controlling shareholders, de facto controllers, related parties, persons acting in concert, and ultimate beneficiaries of the Company shall be clear and transparent. The shareholding ratios of a shareholder shall be calculated in aggregate with his/her related parties and persons acting in concert.	Deleted
Article 5 Adhering to the principles of the observance of laws and regulations and risk prevention, the Company shall strengthen and standardize the management of stocks, continuously improve the corporate governance structure, and protect the legitimate rights and interests of shareholders and the Company.	**Article 5** Adhering to the principles of the observance of laws and regulations**,** **classified management** and risk prevention **for equity management**, the Company ~~shall strengthen and standardize the management of stocks,~~ continuously improve**s** the corporate governance structure, and protect**s** the legitimate rights and interests of shareholders and the Company.
CHAPTER II MANAGEMENT DUTIES	No change
Article 7 The Company shall boost communication with its shareholders and investors, and shall take charge of work related to equity affairs, including but not limited to applying for administrative licenses, reporting of shareholder information and relevant matters and submitting information.	**Article 7** The Company shall boost communication with its shareholders and investors, ~~and shall~~ take charge of **administrative license application**~~work~~ related to equity affairs,~~ including but not limited to applying for administrative licenses,~~ **and handle the** reporting **and submission** of shareholder information and relevant matters **in accordance with laws, regulations, and regulatory requirements**~~and submitting information~~.

Original Articles	Revised Articles
Article 8 The Company shall reinforce the management of related party transactions, accurately identify related parties, strictly implement the approval system and the information disclosure system for related party transactions, and report any information on related party transactions to the China Banking and Insurance Regulatory Committee (hereinafter referred to as "CBIRC") and its dispatched offices in a timely manner.	**Article 8** The Company shall reinforce the management of related party transactions, accurately identify related parties, strictly implement the approval system and the information disclosure system for related party transactions, and report any information on related party transactions to the ~~China Banking and Insurance Regulatory Committee (hereinafter referred to as "CBIRC")~~**banking regulatory authority** ~~and its dispatched offices~~ in a timely manner.
Article 10 The Company shall strengthen the examination of shareholder qualifications in accordance with regulatory requirements. It shall verify the information about its substantial shareholders and their controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries and understand any changes in such information, make judgment on a shareholder's influence on the operation and management of the Company, and report or disclose relevant information in a timely, accurate and complete manner according to the laws.	**Article 10** The Company shall strengthen the examination of shareholder qualifications in accordance with regulatory requirements. It shall verify the information about its substantial shareholders and their controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries and understand any changes in such information, make judgment on a **substantial** shareholder's influence on the operation and management of the Company, and report or disclose relevant information in a timely, accurate and complete manner according to the laws. **The Company shall establish an information file of major shareholders to record and manage relevant information about major shareholders. The Company will verify and maintain an accurate understanding of major shareholders' shareholding, their relationships with other shareholders and any acting in concert arrangements, as well as the status of pledged or frozen equity held by them through methods such as consulting shareholders and searching publicly available information on a semi-annual basis. Should any changes occur, the Company shall promptly, accurately, and completely report and disclose the relevant information in accordance with applicable regulations.**

Original Articles	Revised Articles
Article 11 The Company shall disclose its equity information in a truthful, accurate and complete manner through biannual reports or annual reports on its official website or via other channels, the contents of which shall include:	**Article 11** The Company shall disclose its equity information in a truthful, accurate and complete manner through biannual reports or annual reports on its official website or via other channels, the contents of which shall include:
(1) The total number of shares and shareholders at the end of the reporting period and any changes in its shares during the reporting period;	(1) The total number of shares and shareholders at the end of the reporting period and any changes in its shares during the reporting period;
(2) Shareholdings of the top 10 shareholders of the Company at the end of the reporting period;	(2) Shareholdings of the top 10 shareholders of the Company at the end of the reporting period;
(3) Information about the substantial shareholders and their controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries at the end of the reporting period;	(3) Information about the substantial shareholders and their controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries at the end of the reporting period;
(4) Related party transactions with the substantial shareholders and their controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries during the reporting period;	(4) Related party transactions **among the Company and**~~with~~ the substantial shareholders and their controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries during the reporting period;
(5) Pledge of the Company's equity by any of its substantial shareholders;	(5) Pledge of the Company's equity by any of its substantial shareholders;
(6) Nomination of directors and supervisors by shareholders;	(6) Nomination of directors ~~and supervisors~~ by shareholders;
(7) Other information as required by the CBIRC.	(7) Other information as required by the ~~CBIRC~~**banking regulatory authority**.

Original Articles	Revised Articles
Article 12 Where relevant information of the substantial shareholders may lead to significant changes in their shareholder qualifications or result in significant changes in their shareholdings in the Company, the Company shall make timely information disclosure. The Company shall, when disclosing information, give an explanation about any equity matter that shall be reported to CBIRC or its dispatched offices but is still pending approval.	**Article 12** Where relevant information of the substantial shareholders may lead to significant changes in their shareholder qualifications or result in significant changes in their shareholdings in the Company, the Company shall make timely information disclosure **in accordance with laws and regulations**. The Company shall, when disclosing information, give an explanation about any equity matter that shall be reported to ~~CBIRC~~**banking regulatory authority** ~~or its dispatched offices~~ but is still pending approval.
CHAPTER III EVALUATION AND REPORT OF SUBSTANTIAL SHAREHOLDERS	Deleted
Article 13 The Company shall evaluate its major shareholders, substantial shareholders other than major shareholders and other shareholders at least annually, and the relevant evaluation report may be submitted to CBIRC or its dispatched offices on a consolidated basis. The Board is responsible for the evaluation of shareholders.	**Article 13** The Company shall evaluate its major shareholders, substantial shareholders other than major shareholders and other shareholders at least annually, and the relevant evaluation report may be submitted to ~~CBIRC~~**the banking regulatory authority** ~~or its dispatched offices~~ on a consolidated basis. The Board is responsible for the evaluation of shareholders.

Original Articles	Revised Articles
Article 14 The content of the shareholder evaluation includes the qualification of, and the performance of responsibilities, obligations and commitments by substantial shareholders, the implementation of the Articles of Association or the terms of agreements, and the compliance with laws, regulations and regulatory requirements. It shall also specify the financial position, shareholding, related party transactions in the previous year and the exercise of shareholders' rights by major shareholders.	**Article 14** The content of the **substantial** shareholder evaluation**, exclusive of the major shareholder,** includes the qualification of, and the performance of ~~responsibilities, obligations and~~ commitments by substantial shareholders, the implementation of the Articles of Association or the terms of agreements, and the compliance with laws, regulations and regulatory requirements. ~~It shall also specify the financial position, shareholding, related party transactions in the previous year and the exercise of shareholders' rights by major shareholders.~~ **The content of the major shareholder evaluation shall include their qualifications, financial conditions, shareholding status, related transactions in the previous financial year, exercise of shareholder rights, implementation of responsibilities, obligations and commitments, implementation of the Articles of Association and terms of agreements, and compliance with laws, regulations and regulatory requirements.**
Article 15 The Board of the Company shall complete the information collection for the previous year in March every year, and form a final evaluation report in May before submitting it to the Board for consideration.	**Article 15** The Board of the Company shall complete the information collection for the previous year in ~~March~~**May** every year, and form a final evaluation report ~~in May~~ before submitting it to the Board for consideration.

Original Articles	Revised Articles
Article 16 The evaluation report of substantial shareholders (including major shareholders) shall be considered and approved by the Board of the Company, and the evaluation report of major shareholders shall be reported at the general meeting or through written documents, which shall then be submitted by the compliance management department of the Company to CBIRC or its dispatched offices within five working days upon receipt of the evaluation reports.	**Article 16** The evaluation report of substantial shareholders (including major shareholders) shall be considered and approved by the Board of the Company, and the evaluation report of major shareholders shall, **after consideration by the Board,** be reported at the ~~general~~**shareholders'** meeting or **conveyed** through written documents, which shall then be submitted by the compliance management department of the Company to ~~CBIRC~~**the banking regulatory authority** ~~or its dispatched offices~~ within five working days upon receipt of the evaluation reports.
Article 17 Substantial shareholders shall actively cooperate with the Board of the Company in carrying out the evaluation work, and truthfully and timely submit relevant information. The specific information required to be submitted is as specified in Article 14 of the Measures.	**Article 17** Substantial shareholders **and major shareholders** shall actively cooperate with the Board of the Company in carrying out the evaluation work, and truthfully and timely submit relevant information. The specific information required to be submitted is as specified in Article 14 of the Measures.
CHAPTER IV QUALIFICATIONS AND RESPONSIBILITIES OF SHAREHOLDERS	**CHAPTER ~~IV~~III QUALIFICATIONS AND ~~RESPONSIBILITIES~~ OBLIGATIONS OF SHAREHOLDERS**
The addition of new article	**Article 18 Shareholders of the Company shall meet the qualification requirements prescribed by applicable laws and regulations, regulatory provisions, including the Administrative Measures on Financial Leasing Companies, the Interim Measures for the Equity Management of Commercial Banks, and the Implementation Measures for Administrative Licensing Matters of Non-bank Financial Institutions, and the Articles of Association.**

Original Articles	Revised Articles
Article 18 The substantial shareholders of the Company shall make capital contribution in strict accordance with relevant laws and regulations and the supervision regulations of the CBIRC. The substantial shareholders of the Company shall use their own funds and ensure that the sources of funds are legal when dealing in the shares of the Company, shall not take the shares with non-equity capitals such as entrusted funds and debt funds, and shall not hold shares of the Company by issuing, managing or otherwise controlling financial products, except as otherwise stipulated by laws and regulations. The substantial shareholders of the Company shall not entrust others or accept others' entrust to hold the shares of the Company.	Deleted
The addition of new article	**Article 19 No enterprise shall act as a capital contributor of the Company under any of the following circumstances:** **(1) The corporate governance structure and mechanisms contain material deficiencies;** **(2) It has numerous related enterprises, complex and non-transparent equity ownership relationships, and frequent and abnormal related transactions;** **(3) The core business is not prominent and engaged in operations across an excessive number of industries;** **(4) The cash flow volatility is subject to significant fluctuations in line with economic cycles;** **(5) The debt-to-asset ratio and financial leverage ratio are higher than the industry average;**

Original Articles	Revised Articles
	(6) Being included on the list of seriously untrustworthy entities by the relevant authorities; **(7) There is malicious evasion of financial debts;** **(8) Providing false materials or making misrepresentations;** **(9) Being investigated and punished by financial regulators or relevant government authorities due to illegal or non-compliant acts, resulting in severe adverse impact;** **(10) Any other circumstances that may have a significant and adverse impact on the Company.** **Contributors shall be consistent with the definitions of principal contributors and general contributors as set out in the Administrative Measures on Financial Leasing Companies.**
The addition of new article	**Article 21 In addition to complying with the obligations of shareholders under relevant laws and regulations and regulatory provisions, shareholders of the Company shall also assume the following obligations:** **(1) To abide by laws and regulations, regulatory requirements and the provisions in the Articles of Association;** **(2) To pay subscription monies in respect of the shares subscribed for and the method of subscription; to use self-owned funds from legal sources to invest, and not to use entrusted funds, debt funds and other non-self-owned funds to invest in the Company, unless otherwise stipulated by laws, regulations or the State Council;**

Original Articles	Revised Articles
	(3) To comply with regulatory requirements in relation to shareholding ratio and the number of institutional shareholders, and not to entrust others or accept entrustment from others to hold shares of the Company; **(4) In accordance with laws, regulations and regulatory requirements, to truthfully inform the Company of the financial information, equity structure, source of investment capital, controlling shareholders, de facto controllers, related parties, persons acting in concert, ultimate beneficiaries, investment in other financial institutions, other significant changes and other information;** **(5) Not to withdraw his/her/its share capital unless required by laws or regulations;** **(6) If the controlling shareholder, de facto controller, related party, person acting in concert, or ultimate beneficiary of a shareholder changes, the relevant shareholder shall promptly notify the Company of such change in writing in accordance with laws, regulations and regulatory requirements;** **(7) To inform the following events of the shareholders to the Company in written form in time according to laws, regulations and regulatory requirements: merger, spinoff, being subject to measures including suspension of operation for rectification, designated custody, takeover or cancellation, or entering into dissolution, liquidation or bankruptcy procedure, or changes in their legal representative, company names, places of operation, scope of operation and other material events;** **(8) To inform the Company in written form in time according to laws, regulations and regulatory requirements if the shares of the Company held by the shareholders are involved in litigation or arbitration, subject to legal enforcement by judicial authorities, subject to pledge, or discharged from pledge;**

Original Articles	Revised Articles
	(9) Shareholders who transfer or pledge their shares of the Company or conduct connected transactions with the Company shall comply with laws, regulations and regulatory requirements, and shall not impair the interests of other shareholders and the Company; **(10) Shareholders subject to approval but yet to be approved by the regulatory authorities or yet to report to the regulatory authorities shall not exercise the right to request to convene a shareholders' meeting, voting right, right to nominate, right to raise a proposal, right of disposition and other rights;** **(11) A shareholder, his/her/its controlling shareholder and de facto controller shall not abuse his/her/its rights as a shareholder or exploit his/her/its connected relationship to impair the Company's, other shareholders' and stakeholders' legitimate rights and interests; not to abuse the Company's independent legal person status or his/her/its limited liability as a shareholder to impair the interests of the Company's creditors; not to intervene in the decision-making power and management power that the Board and the senior management are entitled to in accordance with the Articles of Association, or directly intervene in the business management of the Company by passing the Board and the senior management. If a shareholder abuses his/her/its rights as a shareholder and causes a loss to the Company or other shareholders, he/she/it shall be liable for damages in accordance with the law. If a shareholder abuses the Company's independent legal person status or his/her/its limited liability as a shareholder to evade and repudiate debts, thereby materially impairing the interests of the Company's creditors, he/she/it shall bear joint and several liabilities for the debts of the Company.**

Original Articles	Revised Articles
	For shareholders who make false statements, abuse shareholders' rights or have other acts impairing the Company's interests, the banking regulatory authority may restrict or prohibit the Company from conducting related party transactions with such shareholders, and restrict their shareholding limit of the Company, etc., and may restrict such shareholders from exercising the right to request to convene a shareholders' meeting, voting right, right to nominate, right to raise a proposal, right of disposition and other rights. **(12) In case of a major case, risk event or a major violation on part of the Company, shareholders shall cooperate with the regulatory authorities in investigation and risk disposal;** **(13) Other obligations of shareholders imposed by laws, administrative regulations, regulatory requirements and the Articles of Association;** **(14) Shareholders shall make disclosures of interests in the Company's shares held by them in accordance with the requirements of The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.**

Original Articles	Revised Articles
The addition of new article	**Article 22 The Company shall not accept any pledge with its own shares as the subject.** **Where a promoter shareholder pledges or otherwise uses the Company's shares as security for itself or others, such promoter shareholder shall strictly abide by the laws, regulations and the requirements of the regulatory authorities, and inform the Board in writing in advance. Where a promoter shareholder intends to transfers the shares of the Company, such promoter shareholder shall provide prior written notice to the Board of the Company.**
Article 19 The substantial shareholder shall describe his/her shareholding structure level by level up until the de facto controllers and ultimate beneficiaries, as well as his/her related party relationship or acting in concert relationship with other shareholders. The substantial shareholder shall undertake in written form that he/she will abide by laws, regulations, regulatory requirements and the relevant provisions of the Articles of Association when dealing in the shares of the Company, and explain the purpose for taking the shares.	**Article 23 In addition to fulfilling the obligations of shareholders stipulated in Article 21 of the Measures, the substantial shareholders of the Company shall also fulfil the following obligations:** **(1) The substantial shareholders shall not transfer the equity held by them within 5 years from the date of obtaining the equity of the Company, except for circumstances when banking regulatory authority approves to adopt risk management measures and enforces the transfer, the Shares involved in judicial enforcement or the transfer occurs among different entities controlled by the same investor;** **(2) Substantial shareholders shall undertake not to pledge their shares held in the Company or place them under trust;**

Original Articles	Revised Articles
	(3) Substantial shareholders shall make up the capital for the Company when necessary, shall provide liquidity support when the Company has payment difficulties, and shall issue a written undertaking on the above obligations in accordance with regulatory requirements, which shall be reported to the banking regulatory authority through the Company; ~~The substantial shareholder shall describe his/her shareholding structure level by level up until the de facto controllers and ultimate beneficiaries, as well as his/her related party relationship or acting in concert relationship with other shareholders.~~ **(4)** The substantial shareholder shall undertake in written form that he/she will abide by laws, regulations, regulatory requirements and the relevant provisions of the Articles of Association when dealing in the shares of the Company, and explain the purpose for taking the shares**;**~~.~~ **(5) Substantial shareholders shall not hold the Company's shares through financial products that they issue, manage or otherwise control.**

Original Articles	Revised Articles
Article 20 In principle, the number of non-bank financial institutions invested by the same contributor and its controlling shareholders, de facto controllers, controlling subsidiaries, persons acting in concert and other enterprises controlled or jointly controlled by the de facto controllers as substantial shareholders shall not exceed two. In particular, the number of non-bank financial institutions of the same type invested as controlling shareholders shall not exceed one or the number of non-bank financial institutions of the same type invested shall not exceed two. If investment companies and holding companies stipulated by the State Council and the investment entities authorized by the State Council to hold the equity of non-bank financial institutions take shares of non-bank financial institutions, investors approved by CBIRC to invest in, or involve in merger, acquisition and restructuring of high-risk non-bank financial institutions are not subject to the provisions of the preceding paragraph of this article.	**Article 24 Substantial shareholders proposing to acquire equity interests in the Company shall also comply with the following regulatory requirements:** ~~In~~ in principle, the number of non-bank financial institutions invested by the same contributor and its controlling shareholders, de facto controllers, controlling subsidiaries, persons acting in concert and other enterprises controlled or jointly controlled by the de facto controllers as substantial shareholders shall not exceed two. In particular, the number of non-bank financial institutions of the same type invested as controlling shareholders shall not exceed one or the number of non-bank financial institutions of the same type invested shall not exceed two. **Financial holding companies established with the approval of the banking regulatory authority under**~~If investment companies and holding companies stipulated by~~ the State Council and the investment entities authorised by the State Council to hold the equity of ~~non-bank~~ financial institutions take shares of non-bank financial institutions, investors approved by ~~CBIRC~~**the banking regulatory authority** to invest in, or involve in merger, acquisition and restructuring of high-risk non-bank financial institutions are not subject to the provisions of the preceding paragraph of this article.
Article 21 When the same investor and its related parties and persons acting in concert invest in the Company, they shall comply with the requirements on shareholding ratios as prescribed by CBIRC. Shareholders of the Company shall enjoy their rights and perform their duties in strict accordance with laws, regulations, regulatory requirements and the Articles of Association. Directors, supervisors, senior management and their related parties holding the shares of the Company shall also abide by the relevant requirements on their ownership management as required by laws, regulations, regulatory requirements and the Articles of Association.	**Article 25** When the same investor and its related parties and persons acting in concert invest in the Company, they shall comply with the requirements on shareholding ratios as prescribed by ~~CBIRC~~**the banking regulatory authority**. Shareholders of the Company shall enjoy their rights and perform their duties in strict accordance with laws, regulations, regulatory requirements and the Articles of Association. Directors, ~~supervisors,~~ senior management and their related parties holding the shares of the Company shall also abide by the relevant requirements on their ownership management as required by laws, regulations, regulatory requirements and the Articles of Association.

Original Articles	Revised Articles
Article 22 The substantial shareholders of the Company shall not transfer the Shares held by them within five years from the date of obtaining the Shares, except for special circumstances when CBIRC or its dispatched offices approves to adopt risk management measures, or CBIRC or its dispatched offices enforces the transfer, or the Shares involved in judicial enforcement or the transfer occurs between different entities controlled by the same investor.	Deleted
Article 23 For shareholders who shall but yet to be approved by the regulatory authorities or have not reported to the regulatory authorities, they shall actively assist in the communication and reporting between the Company and the regulatory authorities. Prior to the approval being granted by the regulatory authorities or report being made to the regulatory authorities, the rights of requesting for the holding of a general meeting, voting, nominating, proposing, punishment, etc. shall not be exercised.	Deleted
Article 24 The Company shall determine the equity registration date in advance when convening a general meeting, distributing profits, liquidating and engaging in other activities that need to confirm the status of shareholders. The shareholders registered after the closing date of the equity registration date are entitled to relevant rights and interests.	**Article 26** ~~The Company shall~~ **The Board shall determine a specific date as equity registration date**~~determine the equity registration date in advance~~ when the Company conven**es**~~ing~~ a ~~general~~**shareholders'** meeting, distribut**es**~~ing~~ profits, liquidat**es**~~ing~~ and engag**es**~~ing~~ in other activities that need to confirm the status of shareholders. The shareholders registered after the closing date of the equity registration date are entitled to relevant rights and interests.

Original Articles	Revised Articles
Article 25 If the same contributor, its related party and persons acting in concert, individually or in aggregate, proposes to initially hold more than 5% of the total capital or the total shares of the Company or less than 5% of the same but has significant impact on the operation and management of the Company, and increases to hold more than 5% of the total capital or the total shares of the Company in aggregate or less than 5% of the same but causes the change of the de facto controllers, they shall notify the Company and report to CBIRC or its dispatched offices for approval. The approval of the administrative license for proposing to hold more than 5% of the total shares of the Company through the domestic and foreign securities market is valid for six months. The specific requirements and procedures for approval shall be implemented in accordance with the relevant regulatory provisions of CBIRC. If the same contributor, its related party and person acting in concert, individually or in aggregate, holds or increases to more than 1% and less than 5% of the total shares of the Company in aggregate, they shall promptly notify the Company and report to CBIRC or its dispatched offices within 10 working days after obtaining the corresponding shares. The specific requirements and procedures of such report shall be implemented in accordance with the relevant regulatory requirements of CBIRC.	**Article 27** If the same contributor, its related party and persons acting in concert, individually or in aggregate, proposes to initially hold more than 5% of ~~the total capital or~~ the total shares of the Company or less than 5% of the same but has significant impact on the operation and management of the Company, and increases to hold more than 5% of ~~the total capital or~~ the total shares of the Company in aggregate or less than 5% of the same but causes the change of the de facto controllers, they shall notify the Company and report to ~~CBIRC~~**the banking regulatory authority** ~~or its dispatched offices~~ for approval. The approval of the administrative license for proposing to hold more than 5% of the total shares of the Company through the domestic and foreign securities market is valid for six months. The specific requirements and procedures for approval shall be implemented in accordance with the relevant regulatory provisions of ~~CBIRC~~**the banking regulatory authority**. If the same contributor, its related party and person acting in concert, individually or in aggregate, holds or increases to more than 1% and less than 5% of the total shares of the Company in aggregate, they shall promptly notify the Company and report to ~~CBIRC~~**the banking regulatory authority** ~~or its dispatched offices~~ within 10 working days after obtaining the corresponding shares. The specific requirements and procedures of such report shall be implemented in accordance with the relevant regulatory requirements of ~~CBIRC~~**the banking regulatory authority**.

Original Articles	Revised Articles
Article 26 The substantial shareholders shall report the following information to the Company in a timely, accurate and complete manner: (1) State of operation, financial information and shareholding structure; (2) Sources of capitals for taking shares of the Company; (3) Controlling shareholders, de facto controllers, relevant parties, persons acting in concert, and ultimate beneficiaries as well as their changes; (4) The Shares of the Company held are subject to litigation preservation measures or enforcement; (5) The Shares of the Company held are pledged or released; (6) Name change; (7) Merger and spin-off; (8) They are enforced to suspend business for rectification, designated custody, takeover or revocation, and other regulatory measures, or enter into dissolution, bankruptcy and liquidation procedures; (9) Other circumstances that may affect changes in the qualifications of shareholders or cause changes in the Shares of the Company held.	Deleted

Original Articles	Revised Articles
Article 27 The substantial shareholder and its controlling shareholder or de facto controller shall not fall under any of the following circumstances: (1) Being listed as an object subject to any joint punishment for dishonesty by relevant departments; (2) Committing any act of seriously evading or cancelling bank debts; (3) Providing false materials or making false statements; (4) Assuming major liability for the business failure of a company or significant violation of laws and regulations; (5) Rejecting or obstructing CBIRC or its dispatched offices from conducting their regulatory work according to the laws; (6) Having been investigated and punished by financial regulatory authorities or competent government departments for violation of laws and regulations, causing very bad impact; (7) Any other circumstances that may adversely affect the operation and management of the Company.	Deleted
Article 28 The substantial shareholder of the Company shall undertake in writing that it shall replenish the Company's capital when necessary according to the regulatory requirements, and report its capital replenishment capability to CBIRC or its dispatched offices through the Company on an annual basis.	Deleted

Original Articles	Revised Articles
Article 30 The substantial shareholder shall effectively manage cross-serving as board members, supervisors and senior management at the Company and other related institutions to prevent conflicts of interests.	**Article 29** The substantial shareholder shall effectively manage cross-serving as board members~~, supervisors~~ and senior management at the Company and other related institutions to prevent conflicts of interests.
Article 31 When a shareholder fails to repay loans to the Company before the expiry date, or he/she provides guarantee for others for financing the Company but fails to repay before the expiry date, his/her voting rights at the general meeting and the voting rights of his/her nominated directors at the board meeting shall be restricted. The Company shall state the foregoing restricted circumstances in the relevant minutes of the meeting.	**Article 30** When a shareholder fails to repay loans to the Company before the expiry date, or he/she provides guarantee for others for financing the Company but fails to repay before the expiry date, his/her voting rights at the ~~general~~**shareholders'** meeting and the voting rights of his/her nominated directors at the board meeting shall be restricted. The Company shall state the foregoing restricted circumstances in the relevant minutes of the meeting.
Article 33 Where the Company experiences a major risk incident or commits a major violation of laws or regulations and is subject to risk disposal or takeover measures by CBIRC or its dispatched offices, shareholders shall actively cooperate with CBIRC or its dispatched offices in conducting such risk disposal and other work.	Deleted
CHAPTER V CAPITAL INCREASE, CAPITAL REDUCTION AND SHARE REPURCHASE	No change

Original Articles	Revised Articles
Article 34 In accordance with its business needs, laws, regulations and the provisions of the Articles of Association, the Company, after the resolutions at the board meeting and the general meeting and after the approval of CBIRC or its dispatched offices, may increase its share capital through or by: (1) Public offering of ordinary shares; (2) Non-public offering of ordinary shares; (3) Issuing bonus shares to existing ordinary shareholders; (4) Increasing share capital with the reserved funds of the Company; (5) Transferring preference shares to ordinary shares; (6) Other ways regulated by laws and administrative regulations and approved by China Securities Regulatory Commission. Preference shares issued by the Company shall not exceed 50% of the total number of ordinary shares, and fund-raising amount shall not exceed 50% of the net assets before the issuance. The preference shares that have been repurchased and converted shall not be calculated. When issuing convertible corporate bonds, the Company shall transact share change arising from the issuance of convertible corporate bonds, conversion procedures, conversion arrangements and the conversion of convertible corporate bonds in accordance with national laws, regulations and convertible corporate bond prospectus and the provisions of relevant documents.	**Article 32** In accordance with its **operation and development**~~business~~ needs, laws, regulations and the provisions of the Articles of Association, the Company, after the resolutions at ~~the board meeting and~~ the ~~general~~**shareholders'** meeting ~~and after the approval of CBIRC or its dispatched offices~~, may increase its share capital through or by: (1) ~~Public offering of ordinary shares~~ **Issuing shares to non-specific objects**; (2) ~~Non-public offering of ordinary shares~~ **Issuing shares to specific objects**; (3) Issuing bonus shares to ~~existing ordinary~~ shareholders; (4) Increasing share capital with the reserved funds of the Company; ~~(5) Transferring preference shares to ordinary shares;~~ (~~6~~**5**) Other ways regulated by laws and administrative regulations and ~~approved by~~ **the securities regulatory authority of the State Council**~~China Securities Regulatory Commission~~. **The increase in the share capital of the Company by issuing new shares shall be approved by the banking regulatory authority in accordance with the Articles of Association and shall be conducted in accordance with the procedures under relevant laws and administrative regulations.**

Original Articles	Revised Articles
	After the Company's increase or decrease of registered capital, the Company shall register changes with the company registration authority and make an announcement in accordance with the law. ~~Preference shares issued by the Company shall not exceed 50% of the total number of ordinary shares, and fund-raising amount shall not exceed 50% of the net assets before the issuance. The preference shares that have been repurchased and converted shall not be calculated.~~ ~~When issuing convertible corporate bonds, the Company shall transact share change arising from the issuance of convertible corporate bonds, conversion procedures, conversion arrangements and the conversion of convertible corporate bonds in accordance with national laws, regulations and convertible corporate bond prospectus and the provisions of relevant documents.~~
Article 35 The Company shall conduct capital reduction in accordance with the Company Law, the Implementation Measures of CBIRC on Administrative Licensing of Non-bank Financial Institutions, the Measures for the Administration of Financial Leasing Companies, and other relevant regulations and the procedures as required by the Articles of Association. However, after the share capital reduction, the share capital shall not be lower than the minimum requirement.	**Article 33** The Company shall conduct **registered** capital reduction in accordance with the Company Law~~, the Implementation Measures of CBIRC on Administrative Licensing of Non-bank Financial Institutions, the Measures for the Administration of Financial Leasing Companies,~~ and other relevant regulations and the procedures as required by the Articles of Association. **The registered capital of the Company after reduction shall not be less than the statutory minimum which is RMB1 billion.**~~However, after the share capital reduction, the share capital shall not be lower than the minimum requirement.~~

Original Articles	Revised Articles
Article 36 The Company may, in accordance with laws, regulations and the provisions of the Articles of Association, acquire the shares of the Company after approval by the relevant national competent authorities when: (1) Reducing the registered capital of the Company; (2) Combining with other companies holding the shares of the Company; (3) Awarding shares for employee ownership plans or share incentives; (4) The shareholders disagree with the resolution on the merger and spin-off of the Company at the general meeting and require the Company to acquire their shares; (5) Use of shares in converting the corporate bonds issued by the listed company which are convertible into shares; (6) Protecting the listed company's value and the shareholders' rights and interests when necessary; (7) Other circumstances as stipulated by laws and regulations. Except for the above circumstances, the Company does not engage in the dealing in or disposing of the stocks of the Company.	**Article 34** The Company ~~may, in accordance with laws, regulations and the provisions of the Articles of Association, acquire the shares of the Company after approval by the relevant national competent authorities when~~**shall not acquire its own shares, except in any of the following circumstances**: (1) Reducing the registered capital of the Company; (2) Merger with other companies holding the shares of the Company; (3) Awarding shares for employee ownership plans or share incentives; (4) The shareholders disagree with the resolution on the merger and spin-off of the Company at the ~~general~~**shareholders'** meeting and require the Company to acquire their shares; (5) Use of shares in converting the corporate bonds issued by the ~~listed C~~**C**ompany which are convertible into shares; (6) Protecting the ~~listed C~~**C**ompany's value and the shareholders' rights and interests when necessary; (7) Other circumstances as **approved**~~stipulated~~ by laws and **administrative** regulations. ~~Except for the above circumstances, the Company does not engage in the dealing in or disposing of the stocks of the Company.~~

Original Articles	Revised Articles
Article 37 If the Company acquires the shares of the Company for the reasons stated in Article 36 of the Measures, it shall be handled according to the procedures as required by the Articles of Association. After the acquisition of the shares of the Company in accordance with the provisions of Article 36 of the Measures, if it falls into the circumstance stated in item (1), the Company shall cancel the ~~s~~hares within 10 days from the date of acquisition; if it falls into the circumstances stated in items (2) and (4), the Company shall transfer or cancel the shares within 6 months; if it falls into the circumstances stated in items (3), (5) and (6), the total number of the Company's shares held by the Company in aggregate shall not exceed 10% of the total issued shares of the Company, and the Company shall transfer or cancel the shares within 3 years.	**Article 35** ~~If the Company acquires the shares of the Company for the reasons stated in Article 36 of the Measures, it shall be handled according to the procedures as required by the Articles of Association.~~ After the acquisition of the shares of the Company in accordance with the provisions of Article 3**3**~~6~~ of the Measures, if it falls into the circumstance stated in item (1), the Company shall cancel the ~~s~~hares within ~~10~~**ten** days from the date of acquisition; if it falls into the circumstances stated in items (2) and (4), the Company shall transfer or cancel the shares within ~~6~~**six** months; if it falls into the circumstances stated in items (3), (5) and (6), the total number of the Company's shares held by the Company in aggregate shall not exceed 10% of the total issued shares of the Company, and the Company shall transfer or cancel the shares within ~~3~~**three** years. **In case of acquisition of H Shares of the Company, if the listing rules of the place where the shares of the Company are listed contain separate provisions regarding treasury shares arising from such share acquisition, such provisions shall prevail.** **When the Company acquires its own shares, it shall fulfil its information disclosure obligations in accordance with the requirements of laws and regulations.**

Original Articles	Revised Articles
Article 38 The Company may, upon the approval of the relevant competent authorities of the State, repurchase shares through one of the following ways: (1) Making a pro rata offer of repurchase to all shareholders; (2) Repurchasing through public trading on a stock exchange; (3) Repurchasing shares by an off-market agreement; (4) Others approved by the relevant regulatory authorities. The acquisition of the Company's shares by the Company under the circumstances stated in items (3), (5) and (6) of the first paragraph of Article 36 shall be conducted through a public centralized transaction.	**Article 36** The Company may **acquire its own shares through an open and centralised transaction, or other methods as approved by laws, administrative regulations, the securities regulatory authority of the State Council and the securities regulatory authority of the place where the shares of the Company are listed.**~~, upon the approval of the relevant competent authorities of the State, repurchase shares through one of the following ways:~~ ~~(1) Making a pro rata offer of repurchase to all shareholders;~~ ~~(2) Repurchasing through public trading on a stock exchange;~~ ~~(3) Repurchasing shares by an off-market agreement;~~ ~~(4) Others approved by the relevant regulatory authorities.~~ The acquisition of the Company's shares by the Company under the circumstances stated in items (3), (5) and (6) of ~~the first paragraph of~~ Article 3~~4~~**6** shall be conducted through a public centralised transaction.
CHAPTER VI SHARE PLEDGE	Deleted
Article 39 The Company shall not accept the stock of the Company as a pledge token.	Deleted
Article 40 Shareholders of the Company shall not pledge their shares of the Company, unless otherwise provided by the laws of the place of listing or domestic laws and regulations.	Deleted

Original Articles	Revised Articles
CHAPTER VII DIVIDEND DISTRIBUTION	**CHAPTER ~~VII~~VI DIVIDEND DISTRIBUTION**
Article 41 When the proposals related to cash dividend, stock distribution or share capital increased by capital reserve are approved at the general meeting, the Company shall complete the implementation of their specific plans within three months after the general meeting.	**Article 37** When the proposals related to ~~cash dividend, stock distribution or share capital increased by capital reserve~~**dividend distribution** are approved at the ~~general~~**shareholders'** meeting, the Company shall complete the implementation of their specific plans within three months after the general meeting.
Article 42 The Company may entrust the Registration Company to distribute cash dividends. At the same time when the cash dividends are distributed by CSDC or the Registration Company, the Company may distribute on its own to certain shareholders according to relevant regulations.	**Article 38** The Company may entrust the Registration Company to distribute cash dividends. At the same time when the cash dividends are distributed, the Company may distribute **cash dividends** on its own to certain shareholders according to relevant regulations.
Article 43 When entrusting the Registration Company to distribute cash dividends, the Company shall not distribute cash dividends if one of the following circumstances occurs: (1) Holder's securities account has not been confirmed yet; (2) Designated transactions have not been approved for transaction from the securities account; (3) Shares being in pledge registration; (4) Shares being frozen by judiciary; (5) Other circumstances where cash dividends are not suitable to be distributed in accordance with laws and regulations.	**Article 39** When **distributing cash dividends or** entrusting the Registration Company to distribute cash dividends, the Company shall not distribute cash dividends if one of the following circumstances occurs: (1) Holder's securities account has not been confirmed yet; (2) Designated transactions have not been approved for transaction from the securities account; (3) Shares **of the Company held by shareholders are**~~being~~ in pledge registration; (4) Shares **of the Company held by shareholders have been frozen**~~being frozen~~ by judiciary**, and the freezing measures have not been lifted, or the Company has not received the authorisation document issued by the court**; (5) Other circumstances where cash dividends are not suitable to be distributed in accordance with laws and regulations.

Original Articles	Revised Articles
Article 44 In case of temporary non-payment or non-payment of cash dividends according to laws and regulations, if it is paid by the Company itself, the cash dividends shall be kept by the Company until the collection; if it is paid by the Registration Company, the cash dividends shall be kept by the Registration Company until the collection. Uncollected cash dividends shall be free of interest.	**Article 40** In case of temporary non-payment or non-payment of cash dividends according to laws and regulations, if it is paid by the Company itself, the cash dividends shall be kept by the Company until the collection; if it is paid by the Registration Company, the cash dividends shall be kept by the Registration Company until the collection. Uncollected cash dividends shall be free of interest.
CHAPTER VIII SUPPLEMENTARY PROVISIONS	**CHAPTER ~~VIII~~VII SUPPLEMENTARY PROVISIONS**
Article 45 The term "substantial shareholder(s)" as used in the Measures refers to shareholders who hold or control more than 5% of the total shares or voting rights of the Company or hold less than 5% of the total shares of the Company but have material impact on the operation and management of the Company. The "material impact" in the preceding paragraph includes, but is not limited to, nominating or sending directors, supervisors or senior management to the Company, affecting the finance and operational management decisions of the Company through agreements or other means, and other circumstances as determined by CBIRC or its dispatched offices. The term "major shareholder(s)" as used in the Measures refers to shareholders who satisfy any of the following conditions: holding 15% or more of the shares of the Company; actually holding the most shares of the Company with the shareholding ratio no less than 5% (including shareholders holding the same number of shares); nominating two or more directors; having controlling influence over the operation and management of the Company in the opinion of the Board; other circumstances recognized by CBIRC or its dispatched offices.	**Article 41 The "banking regulatory authority" as used in the Measures refers to National Financial Regulatory Administration and its branch offices.** **The term "share(s)" as used in the Measures refers to the ordinary shares issued by the Company, including domestic shares and H shares.** **The term "shareholder(s)" as used in the Measures refers to shareholders who hold the ordinary shares of the Company.** The term "substantial shareholder(s)" as used in the Measures refers to shareholders who hold or control more than 5% of the total shares or voting rights of the Company or hold less than 5% of the total shares of the Company but have material impact on the operation and management of the Company. The "material impact" in the preceding paragraph includes, but is not limited to, nominating or sending directors~~, supervisors~~ or senior management to the Company, affecting the finance and operational management decisions of the Company through agreements or other means, and other circumstances as determined by ~~CBIRC~~**the banking regulatory authority** ~~or its dispatched offices~~.

Original Articles	Revised Articles
The shareholding ratio of a shareholder and its related parties and persons acting in concert shall be calculated on a consolidated basis. Relevant shareholders with the total shareholding ratio satisfying the above requirements shall be treated as major shareholders. The term "shareholder(s)" as used in the Measures refers to shareholders who hold the ordinary shares of the Company. The term "share(s)" as used in the Measures refers to the ordinary shares issued by the Company, including domestic shares and H shares.	The term "major shareholder(s)" as used in the Measures refers to shareholders who satisfy any of the following conditions: holding 15% or more of the shares of the Company; actually holding the most shares of the Company with the shareholding ratio no less than 5% (including shareholders holding the same number of shares); nominating two or more directors; having controlling influence over the operation and management of the Company in the opinion of the Board; other circumstances recognised by ~~CBIRC~~**the banking regulatory authority**~~or its dispatched offices~~. The shareholding ratio of a shareholder and its related parties and persons acting in concert shall be calculated on a consolidated basis. Relevant shareholders with the total shareholding ratio satisfying the above requirements shall be treated as major shareholders. ~~The term "shareholder(s)" as used in the Measures refers to shareholders who hold the ordinary shares of the Company.~~ ~~The term "share(s)" as used in the Measures refers to the ordinary shares issued by the Company, including domestic shares and H shares.~~ **The term "promoter shareholder(s)" as used in the Measures refers to the person(s) among the promoters stipulated in Article 2 of the Articles of Association who legally hold(s) the shares of the Company and whose name(s) is/are registered in the register of shareholders.**

Original Articles	Revised Articles
	The term "de facto controller" as used in the Measures refers to a person who can actually control the actions of the Company through investment relationships, agreements or other arrangements. **The term "acting in concert" as used in the Measures refers to an act or fact that an investor expands the number of voting rights of a company's shares that it can control jointly with other investors through agreements or other arrangements.**
Article 49 The Measures shall come into force as of the date of approval at the general meeting of the Company.	**Article 45** The Measures shall come into force as of the date of approval at the ~~general~~**shareholders'** meeting of the Company.

国银金租
CHINA DEVELOPMENT BANK LEASING

國銀金融租賃股份有限公司*

CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD.*

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

(Stock Code: 1606)

NOTICE OF THE THIRD EXTRAORDINARY SHAREHOLDERS' MEETING OF 2025

NOTICE IS HEREBY GIVEN that the third extraordinary shareholders' meeting of 2025 (the "**ESM**") of China Development Bank Financial Leasing Co., Ltd. (the "**Company**") will be held at 10:00 a.m. on Wednesday, 31 December 2025 at the Conference Room, CDB Financial Center, No. 2003 Fuzhong Third Road, Futian District, Shenzhen, Guangdong Province, the PRC to consider and, if thought fit, to pass the following resolutions. Unless the content otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 9 December 2025:

ORDINARY RESOLUTIONS

1. To consider and approve the proposed amendments to the Rules of Procedures for the Shareholders' Meeting of China Development Bank Financial Leasing Co., Ltd..

2. To consider and approve the proposed amendments to the Rules of Procedures for the Board of Directors of China Development Bank Financial Leasing Co., Ltd..

3. To consider and approve the proposed amendments to the Equity Management Measures of China Development Bank Financial Leasing Co., Ltd..

By order of the Board
CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD.
LIU Yi
Joint Company Secretary

Shenzhen, the PRC
9 December 2025

* *China Development Bank Financial Leasing Co., Ltd. is (a) not an authorised institution within the meaning of the Banking Ordinance; (b) not authorised to carry on banking/deposit-taking business in Hong Kong; and (c) not subject to the supervision of the Hong Kong Monetary Authority.*

Notes:

1. CLOSURE OF REGISTER OF MEMBERS, ELIGIBILITY FOR ATTENDING THE ESM

The register of members will be closed from Wednesday, 24 December 2025 to Wednesday, 31 December 2025 (both days inclusive). Shareholders whose names appear on the register of members of the Company on Wednesday, 31 December 2025 are entitled to attend and vote at the ESM. Shareholders who wish to attend the ESM but have not registered the transfer documents should deposit the transfer documents together with the relevant share certificates at 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 (for holders of H Shares), or the Company's registered office at CDB Financial Center, No. 2003 Fuzhong Third Road, Futian District, Shenzhen, Guangdong Province, the PRC (for holders of Domestic Shares) by no later than 4:30 p.m. on Tuesday, 23 December 2025.

2. PROXY

Shareholders entitled to attend and vote at the ESM may appoint one or more proxies to attend and vote in their stand. A proxy need not be a Shareholder of the Company.

The instrument appointing a proxy must be in writing under the hand of a Shareholder or his/her attorney duly authorised in writing. If the Shareholder is a corporate body, the proxy form must be either executed under its common seal or under the hand of its legal representative(s) or director(s) or duly authorised attorney(s). If the proxy form is signed by an attorney of the Shareholder, the power of attorney authorising that attorney to sign or other authorisation documents must be notarised.

For Shareholders who intend to appoint a proxy to attend the ESM, the proxy form together with the power of attorney or other authorisation document (if any) must be lodged at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) or the Company's registered office at CDB Financial Center, No. 2003 Fuzhong Third Road, Futian District, Shenzhen, Guangdong Province, the PRC (for holders of Domestic Shares) in person or by post not less than 24 hours before the time fixed for holding the ESM (i.e. before 10:00 a.m. on Tuesday, 30 December 2025) or any adjournment thereof (as the case may be). Shareholders can still attend and vote in person at the ESM upon completion and return of the proxy form.

3. CONTACT DETAILS OF THE COMPANY

Contact Address:	CDB Financial Center, No. 2003 Fuzhong Third Road, Futian District, Shenzhen, Guangdong Province, the PRC
Contact Person:	ZHANG Lezi
Contact Telephone:	(86) 755 2398 0824
Contact Fax:	(86) 755 2398 0900

4. PROCEDURES FOR VOTING AT THE ESM

According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at the ESM must be taken by poll.

5. OTHER BUSINESS

The ESM is expected to last for approximately half a day. Shareholders (in person or by proxy) attending the ESM are responsible for their own transportation and accommodation expenses.

Shareholders or their proxies attending the ESM shall produce their identity documents.

As at the date of this notice, the executive directors of the Company are Ms. MA Hong and Mr. JIN Tao; the non-executive directors are Mr. ZHANG Kesheng and Mr. ZHANG Chuanhong; and the independent non-executive directors are Mr. LIU Ming, Mr. WANG Guiguo and Ms. LIU Siqin.