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

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

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海南美蘭國際空港股份有限公司
Hainan Meilan International Airport Company Limited*

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

(Stock Code: 357)

PROPOSED APPOINTMENT OF DIRECTORS AND PROPOSED CANCELLATION OF THE SUPERVISORY COMMITTEE AND PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, THE RULES OF PROCEDURES OF GENERAL MEETINGS AND THE RULES OF PROCEDURES OF THE BOARD AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A letter from the Board is set out on pages 3 to 10 of this circular.

The notice for convening the EGM to be held at 10:00 a.m. on Wednesday, 22 April 2026 at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC are set out on pages EGM-1 to EGM-3 of this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon, and in both cases in any event not later than 24 hours before the time appointed for holding the meetings. Completion and return of the forms of proxy shall not preclude you from attending and voting at the meetings or any adjourned meetings should you so desire.

* *For identification purposes only*

18 March 2026

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

"Announcement"	the announcement of the Company dated 13 February 2026 in relation to, among other things, the proposed appointment of an executive Director, the proposed appointment of three non-executive Directors, and the proposed cancellation of the Supervisory Committee and the proposed amendments to the Articles of Association, the Rules of Procedures of General Meetings and the Rules of Procedures of the Board
"Articles of Association"	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
"Audit Committee"	the audit committee of the Board
"Board"	the board of Directors
"Company"	Hainan Meilan International Airport Company Limited* (海南美蘭國際空港股份有限公司), a joint stock company incorporated in the PRC with limited liability
"Director(s)"	the director(s) of the Company
"Domestic Share(s)"	the domestic ordinary share(s) with a nominal value of RMB1.00 each in the registered share capital of the Company, which is/are subscribed for in RMB
"EGM"	the extraordinary general meeting of the Company to be held at 10:00 a.m. on Wednesday, 22 April 2026 at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC (including any adjournment thereof)
"Haikou Meilan"	Haikou Meilan International Airport Co., Ltd. (海口美蘭國際機場有限責任公司)
"Hainan Airport Infrastructure"	Hainan Airport Infrastructure Co., Ltd (海南機場設施股份有限公司), formerly known as HNA Infrastructure Investment Group Co., Ltd (海航基礎設施投資集團股份有限公司)
"HNA Airport Group"	HNA Airport Group Limited (海航機場集團有限公司)
"HNA Infrastructure Industry"	HNA Infrastructure Industry Group Limited (海航基礎產業集團有限公司)
"HNA Group"	HNA Group Company Limited (海航集團有限公司)

"Latest Practicable Date"	16 March 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information referred to in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Meilan Airport"	the civil airport known as Haikou Meilan International Airport (海口美蘭國際機場) located in Haikou City, Hainan Province, the PRC
"Nomination Committee"	the nomination committee of the Board
"PRC"	the People's Republic of China and for the purpose of this circular only, excluding Hong Kong Special Administrative Region of the People's Republic of China and Macau Special Administrative Region of the People's Republic of China and Taiwan
"Rules of Procedures of General Meetings"	the rules of procedures of general meetings of the Shareholders of the Company
"Rules of Procedures of the Board"	the rules of procedures of the Board of the Company
"Rules of Procedures of the Supervisory Committee"	the rules of procedures of the Supervisory Committee of the Company
"Sanya Airport"	Sanya Phoenix International Airport Co., Ltd. (三亞鳳凰國際機場有限責任公司)
"SFO"	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
"Shareholder(s)"	holder(s) of the Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Supervisors"	the supervisors of the Company
"Supervisory Committee"	the supervisory committee of the Company

海南美蘭國際空港股份有限公司
Hainan Meilan International Airport Company Limited*

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

(Stock Code: 357)

Executive Directors:
Wang Hong *(Chairman and Authorised Representative)*
Ren Kai *(Chief Financial Officer)*

Independent Non-executive Directors:
Fung Ching, Simon
Ye Zheng
Liu Hongbin
Tang Bi

Registered Office:
Office Building of Meilan Airport
Haikou City
Hainan Province
the PRC

Place of Business In Hong Kong:
Room 2204, 22/F
Fu Fai Commercial Centre
27 Hillier Street
Sheung Wan
Hong Kong

To the Shareholders

Dear Sir/Madam,

PROPOSED APPOINTMENT OF DIRECTORS AND PROPOSED CANCELLATION OF THE SUPERVISORY COMMITTEE AND PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, THE RULES OF PROCEDURES OF GENERAL MEETINGS AND THE RULES OF PROCEDURES OF THE BOARD AND NOTICE OF EGM

A. INTRODUCTION

Reference is made to the Announcement. The purpose of this circular is to provide you with information in relation to (i) the proposed appointment of Directors; and (ii) the proposed cancellation of the Supervisory Committee and proposed amendments to the Articles of Association, the Rules of Procedures of General Meetings and the Rules of Procedures of the Board, and to give you notice of the EGM to consider and, if thought fit, to approve the relevant resolutions at the EGM.

* *For identification purposes only*

B. PROPOSED APPOINTMENT OF DIRECTORS

Proposed Appointment of an Executive Director

Subject to the approval by the Shareholders at the EGM, the Board proposes to appoint Mr. Qiu Guoliang (邱國良先生) ("**Mr. Qiu**"), the president of the Company, as an executive Director with effect from the date of the EGM.

In order to allow the Shareholders to conduct the vote in respect of the proposed appointment, the biographical details of Mr. Qiu are set out below pursuant to the Rule 13.51(2) of the Listing Rules.

Mr. Qiu Guoliang, aged 50, obtained a bachelor's degree from Nanjing University of Aeronautics and Astronautics (南京航空航天大學) in July 1997, majoring in air traffic management and dispatch. From December 1997 to October 2000, he successively served as the dispatcher and manager assistant of the flight planning office of the production operation centre of the flight affairs department of Hainan Airlines Holding Co., Ltd. (海南航空控股股份有限公司) ("**Hainan Airlines**", a company listed on the Shanghai Stock Exchange (the "**SSE**"), stock code: 600221). From October 2000 to April 2003, he successively served as the operation command office director of the production operation and support centre, deputy manager and director of operation dispatch control office, and supervising director of the production operation control department of Chang'an Airlines Co., Ltd. (長安航空有限責任公司). From January 2002 to December 2002, he served as the general manager assistant of the branch flight department of HNA Group. From April 2003 to March 2004, he successively served as the supervising director, deputy director and deputy manager of the dispatch control centre of the operation control department of Hainan Airlines. From March 2004 to June 2011, he successively served as the manager of the command centre and reform assistant of the management reform office, the assistant to the chief operating officer and the vice president of the Company. From June 2011 to February 2012, he served as the executive vice president of Sanya Airport. From February 2012 to April 2017, he successively served as the vice president of HNA Airport Group, the general manager of HNA Infrastructure Industry, the vice president of HNA Industry Holdings (Group) Co., Ltd. (海航實業控股(集團)有限公司), the vice president of Hainan International Tourism Island Development and Construction Group Co., Ltd. (海航國際旅遊島開發建設 (集團)有限公司) and the chief security officer of HNA Infrastructure Industry. From April 2017 to August 2018, he also served the chairman of Tianjin Northern Petroleum Co. Ltd.(天津北方石油有限公司) and the operating president of Hy Energy Group Co., Ltd. (海越能源集團股份有限公司) ("**Hy Energy**") (a company formerly listed on the SSE and now delisted, stock code: 600387), respectively. From August 2018 to December 2020, he served as the operating president, president and chairman of Hy Energy. From December 2020 to August 2021, he served as the deputy general manager of Hainan Island Commercial Management Co., Ltd. (海南海島商業管理有限公司). From August 2021 to June 2022, he served as the vice president of Haikou Meilan. From March 2022 to April 2023, he served as a non-executive Director. Since December 2021, he has been serving as the chairman of Hainan Meiya Industrial Co., Ltd. (海南美亞實業有限公司). From June 2022 to September 2023, he also served as a member of the party committee of Haikou Meilan. He has also been serving as the president of Haikou Meilan since June 2022, and the deputy secretary of the party committee of Haikou Meilan since September 2023.

Mr. Qiu was subject to a series of regulatory actions relating to his roles at Hy Energy. On 24 June 2020, the Zhejiang Regulatory Bureau under the China Securities Regulatory Commission (the "**CSRC**") issued a regulatory warning letter (Decision No. [2020]51) to Hy Energy, Mr. Qiu and other responsible persons as Hy Energy provided guarantees totaling RMB1.7308 billion to Hy Energy's controlling shareholder and related parties without obtaining the required approvals and without making timely disclosure, in violation of the relevant provisions of the Measures for the Administration of Information Disclosure by Listed Companies (《上市公司信息披露管理辦法》). Mr. Qiu served as the chairman and general manager of Hy Energy at the relevant time.

On 18 October 2022, the CSRC issued its Administrative Penalty Decision (Decision No. [2022]58) against Hy Energy and various responsible individuals, including Mr. Qiu, confirming Hy Energy's failure to disclose non-operating related-party transactions totaling RMB1.9827 billion, which violated the applicable PRC securities laws. Mr. Qiu, as the then chairman and general manager of Hy Energy, received a formal warning and a fine of RMB700,000. Subsequently, on 28 October 2022, in respect of (among others) the above non-compliance, the SSE issued Disciplinary Decision (Decision No. [2022]156) against Hy Energy and the relevant persons. Mr. Qiu, due to his capacity as the chairman and general manager, was publicly censured by the SSE.

Notwithstanding the incidents above, having considered that (i) Mr. Qiu was not prohibited by the CSRC to act as a director of listed companies in the PRC due to the incidents; (ii) Mr. Qiu had served different positions in the civil aviation industry such as airlines and airports for years and had extensive experience; after his resigned from the relevant positions in Hy Energy, Mr. Qiu successively served various management roles in Haikou Meilan such as the vice president and president and led Meilan Airport to receive a number of safety and operation awards; and (iii) it has been over three years since the incidents occurred, and Mr. Qiu has not been involved in any non-compliance since then, the Nomination Committee and the Board, after making a comprehensive assessment of Mr. Qiu's character, previous compliance record, experience and integrity, as well as his professional management experience in Meilan Airport and the civil aviation industry, are of the view that Mr. Qiu is suitable to serve as the president and an executive Director of the Company in accordance with Rules 3.08 and 3.09 of the Listing Rules.

Save as disclosed above and as at the Latest Practicable Date, Mr. Qiu (i) had not held any other directorships in listed public companies in the last three years; (ii) did not have any relationship with any other Directors, Supervisors and senior management of the Company or substantial shareholders or controlling shareholders (as defined under the Listing Rules) of the Company; and (iii) was not interested in any shares of the Company as defined in Part XV of the SFO. There was no information in relation to the appointment of Mr. Qiu as an executive Director which was required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there were no other matters that need to be brought to the attention of the Shareholders.

Subject to the approval by the Shareholders at the EGM, Mr. Qiu will be appointed as an executive Director for a term commencing on the grant of approval at the EGM and lasting until expiration of the ninth session of the Board and subject to re-election in accordance with the Articles of Association and/or pursuant to the Listing Rules. Mr. Qiu will not receive director's remuneration, but he will be entitled to receive salary in respect of his position as the senior management of the Company.

The appointment of Mr. Qiu has been considered and approved by the Nomination Committee and the Board. In approving such appointment, the Nomination Committee has considered his past experience. The Nomination Committee is of the view that Mr. Qiu will bring to the Board his own perspective, skills and experience, as described in his biographical details set out above. Based on the board diversity policy adopted by the Company, the Nomination Committee considers that Mr. Qiu can contribute to the diversity of the Board in various aspects, including culture, knowledge, educational background, experience and skills. In particular, the Nomination Committee has considered his experience in the aviation and airport industry.

Based on the above, the Board, with the recommendation of the Nomination Committee, has nominated Mr. Qiu for appointment as an executive Director at the EGM.

Proposed Appointment of Three Non-executive Directors

Subject to the approval by the Shareholders at the EGM, the Board proposes to appoint each of Mr. Xiang Xiujin (項修金先生) ("**Mr. Xiang**"), Mr. Ya Zhihui (亞志慧先生) ("**Mr. Ya**") and Mr. Zhou Peng (周鵬先生) ("**Mr. Zhou**") as a non-executive Director, respectively, with effect from the date of the EGM.

In order to allow the Shareholders to conduct the vote in respect of the proposed appointment, the biographical details of Mr. Xiang, Mr. Ya and Mr. Zhou are set out below pursuant to the Rule 13.51(2) of the Listing Rules.

Mr. Xiang

Mr. Xiang Xiujin, aged 39, obtained a bachelor's degree from Central University of Finance and Economics (中央財經大學) in 2007, majoring in taxation. From July 2007 to November 2008, he worked at the planning and finance department of HNA Airport Holding (Group) Co., Ltd. (海航機場控股(集團)有限公司), responsible for post-loan management. From November 2008 to February 2012, he successively served as the head of equity investment, head of taxation and manager of the assets and taxation management office of the planning and finance department, and financing business manager of the finance and accounting department of the Haikou headquarter, of HNA Airport Group. From February 2012 to April 2015, he successively served as executive deputy general manager and general manager of the planning and finance department of Sanya Airport. From April 2015 to April 2018, he served as the deputy general manager of the planning and finance department of HNA Holding Group Co., Ltd. (海航實業集團有限公司). From April 2018 to November 2019, he served as the deputy general manager of the planning and finance department of HNA Logistics Group Co., Ltd. (海航物流集團有限公司). Since November 2019, he has been serving as the general manager of the planning and finance department of Hainan Airport Infrastructure.

Mr. Ya

Mr. Ya Zhihui, aged 40, obtained a master's degree from Tsinghua University (清華大學) in 2022, majoring in business administration. He is an international certified internal auditor. From July 2007 to June 2010, he served as an intermediate auditor of Du-Bang Property & Casualty Insurance Company Ltd. (都邦財產保險股份有限公司). From June 2010 to June 2016, he successively served as the senior auditor of the audit office, senior audit manager of the special audit office of the audit office, and manager of the audit affairs centre of the audit and legal department of HNA Group. From June 2016 to December 2021, he successively served as the general manager of the compliance and audit department, director of risk control, general manager of the risk control department and general manager of the compliance and legal department of Hainan Airport Infrastructure. From December 2021 to July 2024, he also successively served as the deputy general manager of the audit and legal department and deputy general manager of the audit department of Hainan Airport Infrastructure. Since April 2023, he has been serving as the general manager of the compliance and legal department of Sanya Airport. He has also been serving as the general manager of the audit department (since July 2024) and employee director (since October 2025) of Hainan Airport Infrastructure.

Mr. Zhou

Mr. Zhou Peng, aged 41, obtained a master's degree from Zhongnan University of Economics and Law (中南財經政法大學) in 2011, majoring in industrial economics. From June 2011 to November 2011, he served as the business assistant of the investment development department of Daxinhua Terminal Management Co., Ltd. (大新華碼頭管理有限公司). From November 2011 to December 2012, he served as the business assistant of the marketing technique department of Puhang Leasing Co., Ltd. (浦航租賃有限公司). From January 2013 to June 2014, he served as the senior business manager of the third business division of Bohai Leasing Co., Ltd. (渤海租賃股份有限公司)(a company listed on the Shenzhen Stock Exchange, stock code: 000415). From June 2014 to November 2015, he served as the senior business manager of the third business division of Tianjin Bohai Leasing Co., Ltd. (天津渤海租賃有限公司). From December 2015 to April 2017, he served as the general manager of the second business division of Hengqin International Leasing Co., Ltd. (橫琴國際融資租賃有限公司). From April 2017 to November 2019, he served as a director and the business development and China affairs manager of Norway's SinOceanic Shipping AS. From November 2019 to December 2021, he served as the deputy general manager of the aviation and airport business subdivision of the planning and finance department of HNA Group. From December 2021 to March 2023, he served as the executive deputy general manager of the investment operation department of Hainan Airport Infrastructure. He has been the general manager of the investment operation department of Hainan Airport Infrastructure since March 2023 and a director of Hainan Airport Infrastructure (Hongkong) Co., Limited since January 2025.

Mr. Zhou served as a director of Swissport Holding International S.à.r.l. from October 2019 to September 2020, which is a limited liability company incorporated in Luxembourg on 7 July 2017, primarily engaging in airport ground operations and cargo handling. Since 2020, the company had implemented a scheme of arrangement concerning the relevant arrangement of conversion of debt into equity in the High Court of Justice, Chief Insolvency and Companies Court, London, and in November 2021, it obtained an order from the court, thereby completing the scheme of arrangement.

Save as disclosed above and as at the Latest Practicable Date, each of Mr. Xiang, Mr. Ya and Mr. Zhou (i) had not held any other directorships in listed public companies in the last three years; (ii) did not have any relationship with any other Directors, Supervisors and senior management of the Company or substantial shareholders or controlling shareholders (as defined under the Listing Rules) of the Company; and (iii) was not interested in any shares of the Company as defined in Part XV of the SFO. There was no information in relation to the appointment of each of Mr. Xiang, Mr. Ya and Mr. Zhou as a non-executive Director which was required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there were no other matters that need to be brought to the attention of the Shareholders.

Subject to the approval by the Shareholders at the EGM, each of Mr. Xiang, Mr. Ya and Mr. Zhou will be appointed as a non-executive Director for a term commencing on the grant of approval at the EGM and lasting until expiration of the ninth session of the Board and subject to re-election in accordance with the Articles of Association and/or pursuant to the Listing Rules. According to Mr. Xiang's, Mr. Ya's and Mr. Zhou's own will, each of them will not receive any director's fee from the Company.

The appointments of Mr. Xiang, Mr. Ya and Mr. Zhou have been considered and approved by the Nomination Committee and the Board. In approving such appointment, the Nomination Committee has considered their past experience. The Nomination Committee is of the view that each of Mr. Xiang, Mr. Ya and Mr. Zhou will bring to the Board his own perspective, skills and experience, as described in his biographical details set out above. Based on the board diversity policy adopted by the Company, the Nomination Committee considers that Mr. Xiang, Mr. Ya and Mr. Zhou can contribute to the diversity of the Board in various aspects, including culture, knowledge, educational background, experience and skills. In particular, the Nomination Committee has considered, in respect of Mr. Xiang, his experience in corporate financial management; in respect of Mr. Ya, his experience in internal audit, compliance management and risk control; and in respect of Mr. Zhou, his experience in corporate investment and financing.

Based on the above, the Board, with the recommendation of the Nomination Committee, has nominated each of Mr. Xiang, Mr. Ya and Mr. Zhou for appointment as a non-executive Director at the EGM.

C. PROPOSED CANCELLATION OF THE SUPERVISORY COMMITTEE AND PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, THE RULES OF PROCEDURES OF GENERAL MEETINGS AND THE RULES OF PROCEDURES OF THE BOARD

Pursuant to the relevant provisions of the new Company Law of the People's Republic of China (《中華人民共和國公司法》), in order to further improve the corporate governance structure and taking into account the actual situation of the Company, the Company proposes to make certain amendments to the Articles of Association, the Rules of Procedures of General Meetings and the Rules of Procedures of the Board. Such amendments include the cancellation of the Supervisory Committee. In accordance with the provisions of the new Company Law of the People's Republic of China (《中華人民共和國公司法》) regarding the cancellation of the Supervisory Committee, and in consideration of the Company's actual circumstances, the Company will no longer establish the Supervisory Committee nor have Supervisors. The Audit Committee shall exercise the functions and powers of the Supervisory Committee as stipulated by laws and regulations, and the Articles of Association and other relevant rules will be amended accordingly. The Rules of Procedures of the Supervisory Committee and other corporate governance policies in relation to the Supervisory Committee will be simultaneously abolished after the amendments to the Articles of Association become effective, and the current Supervisors will no longer serve as Supervisors after the amendments to the Articles of Association become effective.

The details of the proposed amendments to the Articles of Association, the Rules of Procedures of General Meetings and the Rules of Procedures of the Board are set out in Appendix I, Appendix II and Appendix III to this circular, respectively. The proposed amendments to the Articles of Association, the Rules of Procedures of General Meetings and the Rules of Procedures of the Board are written in Chinese without any official English version. The English versions are for reference only. If there is any inconsistency between the Chinese versions and their English translations, the Chinese versions shall prevail.

The cancellation of the Supervisory Committee and the proposed amendments to the Articles of Association, the Rules of Procedures of General Meetings and the Rules of Procedures of the Board are subject to the consideration and approval of the Shareholders by way of special resolutions at the EGM and (if required) the approval of the relevant competent authorities in the PRC.

The above resolutions were considered and approved by the Board on 13 February 2026 and are being proposed as special resolutions for consideration and approval at the EGM.

D. EGM

The EGM will be held at 10:00 a.m. on Wednesday, 22 April 2026 at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC. Set out on pages EGM-1 to EGM-3 of this circular is the notice for convening the EGM.

Pursuant to Rule 13.39(4) of the Listing Rules, voting at the EGM will be conducted by poll. The poll results will be published on the websites of the Company and of the Stock Exchange following the EGM.

A form of proxy for use at the EGM is accompanied with this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon, and in any event not later than 24 hours before the time appointed for holding the EGM.

Shareholders are reminded that completion and delivery of the forms of proxy will not preclude the Shareholders from attending and voting in person at the EGM or at any adjournment thereof should they so wish.

E. BOOK CLOSURE

The Company's register of members will be closed from Thursday, 2 April 2026 to Wednesday, 22 April 2026 (both days inclusive), during which no transfer of Shares will be registered. The Shareholders who are registered on Thursday, 2 April 2026, being the record date for the EGM, and their proxies will be entitled to attend the EGM, provided they present valid identity documents. In order to qualify for attending and voting at the EGM, Shareholders must deliver their transfer documents, accompanied by the relevant share certificates and forms of transfer, to the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited, located at Shops 1712-1716, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Wednesday, 1 April 2026.

F. RECOMMENDATIONS

The Directors believe that the resolutions proposed for consideration and approval by the Shareholders at the EGM is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all the Shareholders vote in favour of the resolutions to be proposed at the EGM.

Yours faithfully,
By order of the Board
Hainan Meilan International Airport Company Limited*
Wang Hong
Chairman

Hainan Province, the PRC
18 March 2026

* *For identification purposes only*

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
1	Article 7 The Articles of Association shall have binding effect on the Company, and its shareholders, directors, supervisors, general manager, (or called president, CEO etc., hereinafter the same) and other senior management personnel. Such persons shall be entitled to exercising their rights regarding the Company according to the Articles of Association. The shareholders may bring legal actions against the Company, other shareholders, directors, supervisors, general manager and other senior management personnel of the Company in accordance with applicable laws and regulations and the Articles of Association; the Company may bring legal actions against the shareholders, directors, supervisors, general manager and other senior management personnel in accordance with applicable laws and regulations and the Articles of Association. The other senior management personnel according to the Articles of Association are the vice general manager (also called vice president, hereinafter the same), the secretary to the board of directors, CFO (also called finance director, hereinafter the same) and other management decided by the Company's board of directors.	Article 7 The Articles of Association shall have binding effect on the Company, and its shareholders, directors, general manager, (or called president, CEO etc., hereinafter the same) and other senior management personnel. Such persons shall be entitled to exercising their rights regarding the Company according to the Articles of Association. The shareholders may bring legal actions against the Company, other shareholders, directors, general manager and other senior management personnel of the Company in accordance with applicable laws and regulations and the Articles of Association; the Company may bring legal actions against the shareholders, directors, general manager and other senior management personnel in accordance with applicable laws and regulations and the Articles of Association. The other senior management personnel according to the Articles of Association are the vice general manager (also called vice president, hereinafter the same), the secretary to the board of directors, CFO (also called finance director, hereinafter the same), assistant general manager (also called assistant president, hereinafter the same) and other management decided by the Company's board of directors.
2	Article 10 The Company's operation objectives are to establish and operate a first rate airport service enterprise, and to abide by the management guideline of "safety first and customers always number one," in order to provide the Company's customers with reliable and safety protection and the best services. At the same time, the Company aims to achieve better financial and social benefits, in order to provide shareholders with good return on their investment, as well as good career prospects for employees. The goal is for the Company to move towards capital markets.	Article 10 The Company's operation objectives are to establish and operate a first rate airport service enterprise, and to abide by the management guideline of "safety first and customers always number one," in order to provide the Company's customers with reliable and safety protection and the best services. At the same time, the Company aims to achieve better financial and social benefits, in order to provide shareholders with good return on their investment, as well as good career prospects for employees.

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
3	Article 11 The scope of business of the Company is determined by the Articles of Association. The Company can amend the Articles of Association and change the scope of business. For items within the scope of business of the Company that are subject to approval under the laws and administrative regulations shall be approved in accordance with the law. The business scope of the Company includes: Licensed items: civil airport operation; public air transport; project construction; storage, transportation and filling (including extraction) of civil aviation fuel; catering services; food production; retail of tobacco products; liquor operation; food sale; healthcare services; import and export of goods (For operation projects that are subject to approval in accordance with the law, their operation shall only commence after obtaining approval from the relevant authorities. The specific operation projects shall be subject to the permit or license issued by relevant authorities.) General items: housing rental; commercial complex management services; general cargo warehouse services (excluding items subject to licensing like hazardous chemicals); international air cargo transport agency; domestic cargo transport agency; packaging of goods transported by air; hardware retail; sale of electronic products; sale of communication equipment; sale of network equipment; general merchandise sale; sale of knitwear and textiles; retail of arts and crafts and collectibles (except ivory and its products); motor vehicle repair and maintenance; information consulting services (excluding information consulting services subject to licensing); conference and exhibition services; sale of office supplies; retail of aquatic products; healthcare services (non-medical); stationery retail; wholesale of sporting goods and equipment; retail of computer hardware and ancillary equipment; sale of household appliances; sale of sound equipment; information technology consulting services; data processing and storage support services; property management; advertising production; advertising publication; advertising design and agency; cultural venue management services; business training (excluding educational training, vocational skill training and other forms of training that are subject to licensing); ticket agency; playground services; car park services; internet-based sales (except for sale of goods that are subject to licensing); car wash services; retail of automobile parts and accessories; packing services for transportation of goods; sales of gifts and flowers; retail of pet food and supplies; sales of motor vehicle charging; and operation of charging infrastructure for electric vehicles. (Except for projects that are subject to approval in accordance with the law, business activities can be carried out with business licenses.)	Article 11 The scope of business of the Company is determined by the Articles of Association. The Company can amend the Articles of Association and change the scope of business. For items within the scope of business of the Company that are subject to approval under the laws and administrative regulations shall be approved in accordance with the law. The business scope of the Company includes: Licensed items: civil airport operation; public air transport; project construction; storage, transportation and filling (including extraction) of civil aviation fuel; catering services; food production; retail of tobacco products; liquor operation; food sale; healthcare services; import and export of goods (For operation projects that are subject to approval in accordance with the law, their operation shall only commence after obtaining approval from the relevant authorities. The specific operation projects shall be subject to the permit or license issued by relevant authorities.) General items: housing rental; commercial complex management services; general cargo warehouse services (excluding items subject to licensing like hazardous chemicals); international air cargo transport agency; domestic cargo transport agency; packaging of goods transported by air; hardware retail; sale of electronic products; sale of communication equipment; sale of network equipment; general merchandise sale; sale of knitwear and textiles; retail of arts and crafts and collectibles (except ivory and its products); motor vehicle repair and maintenance; information consulting services (excluding information consulting services subject to licensing); conference and exhibition services; sale of office supplies; retail of aquatic products; healthcare services (non-medical); stationery retail; wholesale of sporting goods and equipment; retail of computer hardware and ancillary equipment; sale of household appliances; sale of sound equipment; information technology consulting services; data processing and storage support services; property management; advertising production; advertising publication; advertising design and agency; cultural venue management services; business training (excluding educational training, vocational skill training and other forms of training that are subject to licensing); ticket agency; playground services; car park services; internet-based sales (except for sale of goods that are subject to licensing); car wash services; retail of automobile parts and accessories; packing services for transportation of goods; sales of gifts and flowers; retail of pet food and supplies; sales of motor vehicle charging; operation of charging infrastructure for electric vehicles; business management consulting; after-school care services for primary and secondary students; experiential team-building activities and planning; science popularization services; tourism development project planning and consulting; energy storage technical services; photovoltaic power generation equipment leasing; R&D of carbon reduction, carbon conversion, carbon capture and carbon sequestration technologies; energy performance contracting; energy conservation management services; solar power generation technical services; sales of terminal metering equipment; sewage treatment and reuse; water resource management; municipal facility management; specialized equipment repair; instrument and meter repair; special equipment sales; special equipment leasing; machinery and equipment leasing; cooling services; and safety consulting services. (Except for projects that are subject to approval in accordance with the law, business activities can be carried out with business licenses.)

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
4	Article 15 Unless otherwise provided by applicable laws and regulations or the Articles of Association, the shares issued by the Company to domestic investors are called domestic shares. The shares issued by the Company to overseas investors are called foreign shares. Foreign shares that are listed outside China are called overseas listed foreign shares. Both domestic share and overseas share shareholders are common share shareholders. The targets of the Company's overseas issuance and listing shall be overseas investors, unless they meet the requirements of applicable laws and regulations or unless otherwise provided by State. The Company may raise funds in foreign currencies or Renminbi in an overseas issuance and listing. The domestic unlisted shares issued by the Company (meaning shares issued by the Company but not listed or traded on a domestic trading exchange) shall be centrally registered and deposited with a domestic securities registration and clearing institution, and the registration and clearing arrangements for the overseas listed shares shall be subject to the regulations of the overseas listing place. Shareholders holding domestic unlisted shares of the Company who apply for conversion of their domestic unlisted shares into overseas listed shares and listing and circulation of such shares on overseas exchanges shall comply with the relevant regulations of the China Securities Regulatory Commission and entrust the Company to file with the China Securities Regulatory Commission.	Article 15 Unless otherwise provided by applicable laws and regulations or the Articles of Association, the shares issued by the Company to domestic investors are called domestic shares. The shares issued by the Company to overseas investors are called foreign shares. Foreign shares that are listed outside China are called overseas listed foreign shares. Both domestic share and overseas share shareholders are common share shareholders. The targets of the Company's overseas issuance and listing shall be overseas investors, unless they meet the requirements of applicable laws and regulations or unless otherwise provided by State. The Company may raise funds in foreign currencies or Renminbi in an overseas issuance and listing. The domestic unlisted shares issued by the Company (meaning shares issued by the Company but not listed or traded on a domestic trading exchange) shall be centrally registered and deposited with a domestic securities registration and clearing institution, and the registration and clearing arrangements for the overseas listed shares shall be subject to the regulations of the overseas listing place. Shareholders holding domestic unlisted shares of the Company who apply for conversion of their domestic unlisted shares into overseas listed shares and listing and circulation of such shares on overseas exchanges shall comply with the relevant regulations of the China Securities Regulatory Commission (the "**CSRC**") and entrust the Company to file with the CSRC.

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
5	Article 24 The shares of the Company may be transferred in accordance with the law. All transfers of overseas listed foreign shares shall be conducted using an written instrument of transfer in the usual or common form or in any other form accepted by the board of directors or in such standard documents of transfer or form of transfer as may from time to time be prescribed by The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**" or the "**Stock Exchange**") in which the shares of the Company are listed. The transfer documents may be signed by the transferor and transferee by hand or stamped with the effective Company chop (if the transferor or transferee is a corporation), when the transferor or transferee is designated clearing house (as defined in Securities and Futures Ordinance of Hong Kong or the relevant effective regulations from time to time) or its proxy, the transfer form may be signed or stamped. All transfer documents shall be filed at the Company's registered address, or the address designated by the board of directors from time to time.	Article 24 The shares of the Company may be transferred in accordance with the law. All transfers of overseas listed foreign shares shall be conducted using an written instrument of transfer in the usual or common form or in any other form accepted by the board of directors or in such standard documents of transfer or form of transfer as may from time to time be prescribed by The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**" or the "**Stock Exchange**") in which the shares of the Company are listed. The transfer documents may be signed by the transferor and transferee by hand or stamped with the effective Company chop (if the transferor or transferee is a corporation), when the transferor or transferee is a designated clearing house as defined in Securities and Futures Ordinance of Hong Kong or the relevant effective regulations from time to time ("**designated clearing house**") or its proxy, the transfer form may be signed or stamped. All transfer documents shall be filed at the Company's registered address, or the address designated by the board of directors from time to time.
6	Article 35 In the event of any damages caused to the Company due to their violation of the preceding two Articles, the responsible directors, supervisors and senior management personnel shall be liable for compensation.	Article 35 In the event of any damages caused to the Company due to their violation of the preceding two Articles, the responsible directors and senior management personnel shall be liable for compensation.
7	Article 42 Within twenty (20) days of the convening of the shareholders' meeting, or five (5) days prior to the book close closing date for distribution of dividends, no registration changes shall be made to the register of shareholders. However, if there is any other provision in relation to the changes to the register of shareholders of the Company as stipulated by the applicable laws and regulations, such provision shall prevail.	Article 42 Within seven (7) days of the convening of the shareholders' meeting, or five (5) days prior to the book close closing date for distribution of dividends, no changes shall be made to the register of shareholders. However, if there is any other provision in relation to the changes to the register of shareholders of the Company as stipulated by the applicable laws and regulations, such provision shall prevail.
8	Article 51 The controlling shareholders and the actual controlling person of the Company shall not use their relationship (as defined in the Company Law, hereinafter the same) to damage the interests of the Company. If they violate this provision and cause losses to the Company, they shall be liable for compensations. Where the controlling shareholders and the actual controlling person of the Company direct the directors and senior management personnel of the Company to engage in acts which are prejudicial to the interests of the Company or its shareholders, they shall bear joint and several liabilities.	Article 51 The controlling shareholders and the actual controlling person of the Company shall not use their relationship (as defined in the Company Law, hereinafter the same) to damage the interests of the Company. If they violate this provision and cause losses to the Company, they shall be liable for compensations.

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
9	Article 54 The shareholders' meeting exercises the following powers: (1) To elect or change directors, and decide on matters relating to the remuneration of directors; (2) To elect or change supervisors who are not employees' representatives and decide on matters relating to the remuneration of supervisors; (3) To examine and approve reports of the board of directors; (4) To examine and approve reports of the supervisory committee; (5) To examine and approve the Company's proposals for profit distribution and for recovery of losses; (6) To decide on any increase or reduction in the Company's registered capital; (7) To decide on matters such as merger, division, dissolution, liquidation or amendment to the method of operation of the Company; however, subject to the requirements of applicable laws and regulations, if the price to be paid by the Company for the merger does not exceed ten percent (10%) of the Company's net assets, the merger may be resolved without a shareholders' meeting; (8) To decide on the issuance of corporate bonds, or to authorise the board of directors to resolve on the issuance of corporate bonds; (9) To decide on the matters such as the employment, dismissal of the accounting firm that undertakes the Company's auditing activities as well as of its remuneration;	Article 54 The shareholders' meeting exercises the following powers: (1) To elect or change directors other than those who are employees' representatives (the "**employee directors**"), and decide on matters relating to the remuneration of directors; (2) To examine and approve reports of the board of directors; (3) To examine and approve the Company's proposals for profit distribution and for recovery of losses; (4) To decide on any increase or reduction in the Company's registered capital; (5) To decide on matters such as merger, division, dissolution, liquidation or amendment to the method of operation of the Company; however, subject to the requirements of applicable laws and regulations, if the price to be paid by the Company for the merger does not exceed ten percent (10%) of the Company's net assets, the merger may be resolved without a shareholders' meeting; (6) To decide on the issuance of corporate bonds, or to authorise the board of directors to resolve on the issuance of corporate bonds; (7) To decide on the matters such as the employment, dismissal of the accounting firm that undertakes the Company's auditing activities as well as of its remuneration; (8) To examine and approve matters in respect of the Company's purchase or sale of material assets accounting for more than thirty percent (30%) of the Company's latest audited total assets within one (1) year;

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
	(10) To examine and approve matters in respect of the Company's purchase or sale of material assets accounting for more than thirty percent (30%) of the Company's latest audited total assets within one (1) year; (11) To examine and approve the following guarantees of the Company (referring to guarantees provided to the Company and the others, including the guarantees provided to controlling subsidiaries): 1. The amount of guarantees provided by the Company to others within one (1) year has reached or exceeded thirty percent (30%) of the Company's latest audited total assets; 2. A single guarantee amount exceeding ten percent (10%) of the Company's latest audited net assets; 3. Any guarantees provided after the total amount of external guarantees (refers to the sum of total amount of external guarantee of the Company that includes guarantee provided by the Company to holding subsidiaries and total amount of external guarantee of holding subsidiaries of the Company) of the Company and its subsidiaries has reached or exceeded fifty percent (50%) of the Company's latest audited net assets; 4. Any guarantees provided to a guaranteed party with an asset liability ratio of more than seventy percent (70%); and 5. Any guarantees provided to the shareholders, de facto controllers and their related parties.	(9) To examine and approve the following guarantees of the Company (referring to guarantees provided to the Company and the others, including the guarantees provided to controlling subsidiaries): 1. The amount of guarantees provided by the Company to others within one (1) year has reached or exceeded thirty percent (30%) of the Company's latest audited total assets; 2. A single guarantee amount exceeding ten percent (10%) of the Company's latest audited net assets; 3. Any guarantees provided after the total amount of external guarantees (refers to the sum of total amount of external guarantee of the Company that includes guarantee provided by the Company to holding subsidiaries and total amount of external guarantee of holding subsidiaries of the Company) of the Company and its subsidiaries has reached or exceeded fifty percent (50%) of the Company's latest audited net assets; 4. Any guarantees provided to a guaranteed party with an asset liability ratio of more than seventy percent (70%); and 5. Any guarantees provided to the shareholders, de facto controllers and their related parties.

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
	(12) To amend the Articles of Association; (13) To examine any interim proposals put forward in accordance with the law by shareholders singly or jointly holding one percent (1%) or above of the voting rights; (14) To examine and approve equity incentive schemes; and (15) To decide on any other matters to be decided by the shareholders' meeting according to the applicable laws and regulations and the Articles of Association. Subject to the relevant provisions of applicable laws and regulations, the shareholders' meeting may authorise the board of directors to decide to issue shares not exceeding fifty percent (50%) of the issued shares within three (3) years. However, the funding with non-monetary assets as consideration shall be resolved by the shareholders' meeting. If the shareholders' meeting authorises the board of directors to decide on the issuance of new shares, the resolution of the board of directors shall be approved by two-thirds (2/3) or more of all the directors. If the board of directors decides to issue shares in accordance with the preceding provisions resulting in a change in the registered capital or the number of issued shares of the Company, amendments to the matters recorded in the Articles of Association shall not be subject to the vote of the shareholders' meeting, unless otherwise provided for in the Listing Rules.	(10) To amend the Articles of Association; (11) To examine any interim proposals put forward in accordance with the law by shareholders singly or jointly holding one percent (1%) or above of the voting rights; (12) To examine and approve equity incentive schemes; and (13) To decide on any other matters to be decided by the shareholders' meeting according to the applicable laws and regulations and the Articles of Association. Subject to the relevant provisions of applicable laws and regulations, the shareholders' meeting may authorise the board of directors to decide to issue shares not exceeding fifty percent (50%) of the issued shares within three (3) years. However, the funding with non-monetary assets as consideration shall be resolved by the shareholders' meeting. If the shareholders' meeting authorises the board of directors to decide on the issuance of new shares, the resolution of the board of directors shall be approved by two-thirds (2/3) or more of all the directors. If the board of directors decides to issue shares in accordance with the preceding provisions resulting in a change in the registered capital or the number of issued shares of the Company, amendments to the matters recorded in the Articles of Association shall not be subject to the vote of the shareholders' meeting, unless otherwise provided for in the Listing Rules.

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
10	Article 55 Unless approved by the shareholders' meeting, the Company may not sign contract with any person other than the Company's directors, supervisors, general manager and other senior management personnel, that gives that person the responsibility of managing all or major part of the Company's business.	Article 55 Unless approved by the shareholders' meeting, the Company may not sign contract with any person other than the Company's directors, general manager and other senior management personnel, that gives that person the responsibility of managing all or major part of the Company's business.
11	Article 56 Shareholders' meetings can be classified into annual general meetings (also referred to as "**annual general meetings**") and extraordinary general meetings (also referred to as "**extraordinary general meetings**"). Annual shareholders' meetings are held once a year and shall be held within six (6) months after the end of the previous financial year. Extraordinary general meetings are required to be held within two (2) months after the occurrence of any of the following events: (1) The number of directors is less than the number provided for the Company Law or less than two thirds (2/3) of the number required by the Articles of Association; (2) The aggregate losses of the Company which are not made up reach one third (1/3) of the Company's total paid-up share capital; (3) A request by shareholders singly or jointly holding ten percent (10%) or more of the Company's voting rights; (4) When deemed necessary by the board of directors; (5) When requested by the supervisory committee; or (6) Other circumstances as stipulated in the applicable laws and regulations and the Articles of Association. Shareholders who individually or collectively hold more than ten percent (10%) of the shares of the Company request the board of directors to hold an extraordinary general meeting, the board of directors and the supervisory committee shall make a decision on whether to convene an extraordinary general meeting within ten (10) days from the date of receipt of the request, and shall give a written reply to the shareholders.	Article 56 Shareholders' meetings can be classified into annual general meetings (also referred to as "**annual general meetings**") and extraordinary general meetings (also referred to as "**extraordinary general meetings**"). Annual shareholders' meetings are held once a year and shall be held within six (6) months after the end of the previous financial year. Extraordinary general meetings are required to be held within two (2) months after the occurrence of any of the following events: (1) The number of directors is less than the number provided for the Company Law or less than two thirds (2/3) of the number required by the Articles of Association; (2) The aggregate losses of the Company which are not made up reach one third (1/3) of the Company's total paid-up share capital; (3) A request by shareholders singly or jointly holding ten percent (10%) or more of the Company's voting rights; (4) When deemed necessary by the board of directors; (5) When proposed by the audit committee (also referred to as the "**Audit Committee**", which has the same meaning as the "**Audit Committee**" under the Listing Rules); (6) When a proposal for convening a meeting is approved by a majority of all independent non-executive directors; or (7) Other circumstances as stipulated in the applicable laws and regulations and the Articles of Association.

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
12	Article 57 When the Company convenes an annual general meeting, it shall notify all the shareholders twenty (20) business days before the meeting (exclusive of the date of the meeting) by means of public announcement stating the time, venue of and matters to be considered at the meeting. When the Company convenes an extraordinary general meeting, it shall notify all the shareholders fifteen (15) days or ten (10) business days (whichever is longer) before the meeting (exclusive of the date of the meeting) by means of public announcement. Where the Listing Rules contain special provisions as to the period of notice to be given for convening a shareholders' meeting, such provisions shall also apply. The business day referred to in the Articles of Association shall mean a day on which the Stock Exchange is open for business for dealing in securities.	Article 57 When the Company convenes an annual general meeting, it shall notify all the shareholders twenty (20) days before the meeting (exclusive of the date of the meeting) by means of public announcement stating the time, venue of and matters to be considered at the meeting. When the Company convenes an extraordinary general meeting, it shall notify all the shareholders fifteen (15) days before the meeting (exclusive of the date of the meeting) by means of public announcement. Where the Listing Rules contain special provisions as to the period of notice to be given for convening a shareholders' meeting, such provisions shall also apply.
13	Article 58 When the Company convenes a shareholders' meeting, shareholders individually or the jointly holding more than one percent (1%) of the shares of the Company may propose a provisional proposal and submit it to the board of directors in writing ten (10) days before a shareholders' meeting is convened. An extraordinary proposal shall have a definite subject and specific resolution and shall be within the terms of reference of the shareholders' meeting. The board of directors shall notify other shareholders by means of the announcement in accordance with the applicable laws and regulations and submit such provisional proposal to the shareholder's meeting for consideration, provided that the provisional proposal may not violate laws, administrative regulations or the provisions of the Articles of Association, or fall within the scope of authority of the shareholders' meeting. The board of directors may postpone the relevant meeting in order to comply with applicable laws and regulations.	Article 58 When the Company convenes a shareholders' meeting, the board of directors, the audit committee and shareholders individually or the jointly holding more than one percent (1%) of the shares of the Company are entitled to submit proposals to the Company. Shareholders individually or the jointly holding more than one percent (1%) of the shares of the Company may propose a provisional proposal and submit it to the convener in writing ten (10) days (excluding the date of the meeting) before a shareholders' meeting is convened. An extraordinary proposal shall have a definite subject and specific resolution and shall be within the terms of reference of the shareholders' meeting. The convener shall notify other shareholders by means of the announcement in accordance with the applicable laws and regulations and submit such provisional proposal to the shareholder's meeting for consideration, provided that the provisional proposal may not violate laws, administrative regulations or the provisions of the Articles of Association, or fall within the scope of authority of the shareholders' meeting. The convener may postpone the relevant meeting in order to comply with applicable laws and regulations.

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
14	Article 60 A notice of the shareholders' meeting shall be in written form and contain the following requirements: (1) The venue, date and time of the meeting; (2) Specify the date of registration of shares held by shareholders entitled to attend the shareholders' meeting; the interval between the shares registration date and the date of the meeting shall be subject to the requirements by applicable laws and regulations; (3) Specify the name and telephone number of the permanent contact person for meeting affairs; (4) The matters to be deliberated at the shareholders' meeting; (5) Provide sufficient information and explanation to shareholders for matters to be considered to enable them to make informed decisions. This principle includes (but not limited to) providing the relevant transaction conditions and contracts (if applicable) of the agreements when the Company proposes merger, repurchase of shares, restructuring of share capital or other restructuring, and providing serious explanation of the causes and consequences; (6) When any director, supervisor, general manager or other senior management personnel has great conflict of interest with the matters to be considered in the meeting, he shall disclose the nature and seriousness of the conflict of interest. If the matters to be considered shall affect that director, supervisor, general manager or other senior management personnel as shareholder differently from other classes of shareholders, explanation is necessary for clarifying the differences; (7) Contain the entire text of any special resolution to be considered and passed at the shareholders' meeting; (8) Explain in clear wording that shareholders with the rights to attend and vote in the shareholders' meeting have the right to appoint one (1) or more than one (1) proxies to attend and vote. Such a proxy needs not be a shareholder; and (9) State the time and place for delivery of the proxy appointment letter.	Article 60 A notice of the shareholders' meeting shall be in written form and contain the following requirements: (1) The venue, date and time of the meeting; (2) Specify the date of registration of shares held by shareholders entitled to attend the shareholders' meeting; the interval between the shares registration date and the date of the meeting shall be subject to the requirements by applicable laws and regulations; (3) Specify the name and telephone number of the permanent contact person for meeting affairs; (4) The matters to be deliberated at the shareholders' meeting; (5) Provide sufficient information and explanation to shareholders for matters to be considered to enable them to make informed decisions. This principle includes (but not limited to) providing the relevant transaction conditions and contracts (if applicable) of the agreements when the Company proposes merger, repurchase of shares, restructuring of share capital or other restructuring, and providing serious explanation of the causes and consequences; (6) When any director, general manager or other senior management personnel has great conflict of interest with the matters to be considered in the meeting, he shall disclose the nature and seriousness of the conflict of interest. If the matters to be considered shall affect that director, general manager or other senior management personnel as shareholder differently from other classes of shareholders, explanation is necessary for clarifying the differences; (7) Contain the entire text of any special resolution to be considered and passed at the shareholders' meeting; (8) Explain in clear wording that shareholders with the rights to attend and vote in the shareholders' meeting have the right to appoint one (1) or more than one (1) proxies to attend and vote. Such a proxy needs not be a shareholder; and (9) State the time and place for delivery of the proxy appointment letter.

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
15	Article 64 The power of attorney issued by the shareholder to authorise another person to attend the shareholders' meeting shall state the following items: (1) Name and identity card number of the proxy; (2) Name of the principal, the nature and number of shares of the Company held by the appointer, and whether the principal has voting rights; (3) Instructions to vote for, against and abstain from voting on each issue on the agenda of the shareholders' meeting; (4) Issuance date and validity period of the power of attorney; and (5) Signature (or seal) of the principal. In case of a corporate shareholder, its corporate seal shall be affixed or such instrument shall be signed by a person duly authorised by it.	Article 64 The power of attorney issued by the shareholder to authorise another person to attend the shareholders' meeting shall state the following items: (1) Name of the proxy; (2) Name of the principal and the nature and number of shares of the Company held by the principal; (3) Specific instructions by the shareholder to vote for, against and abstain from voting on each issue on the agenda of the shareholders' meeting etc; (4) Issuance date and validity period of the power of attorney; and (5) Signature (or seal) of the principal. In case of a corporate shareholder, its corporate seal shall be affixed or such instrument shall be signed by a person duly authorised by it.

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
16	Article 69 When shareholders (including proxies) attend the shareholders' meetings, they have one voting right for each share held. However, shares held by the Company have no voting rights and such portion of shares shall not be counted in the total number of shares with the right to vote in shareholders' meetings. When any resolutions in respect of related transaction is to be considered in shareholders' meetings, the related shareholders shall abstain from voting and the number of voting shares they represented shall not be counted in the total number of effective votes. The related shareholders may, if unable to abstain from voting under special circumstances, cast their votes in accordance with the normal procedures upon the unanimous consent of other non-related shareholders. When any resolutions in respect of the Company's provision of guarantees to its shareholders or de factor controller or its related person is to be considered in shareholders' meetings, shareholders being controlled by the aforesaid shareholders or de factor controller shall abstain from voting on such resolution and such resolution shall be passed by more than half of the voting rights cast by other shareholders attending the meeting. Where any shareholder is, pursuant to the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.	Article 69 When shareholders (including proxies) attend the shareholders' meetings, they have one voting right for each share held. However, shares held by the Company have no voting rights and such portion of shares shall not be counted in the total number of shares with the right to vote in shareholders' meetings. When any resolutions in respect of related transaction is to be considered in shareholders' meetings, the related shareholders shall abstain from voting and the number of voting shares they represented shall not be counted in the total number of effective votes. The related shareholders may, if unable to abstain from voting under special circumstances, cast their votes in accordance with the normal procedures upon the unanimous consent of other non-related shareholders. When any resolutions in respect of the Company's provision of guarantees to its shareholders or de factor controller or its related person is to be considered in shareholders' meetings, shareholders being controlled by the aforesaid shareholders or de factor controller shall abstain from voting on such resolution and such resolution shall be passed by more than half of the voting rights cast by other shareholders attending the meeting, unless otherwise provided by applicable laws and regulations and the Articles of Association. Where any shareholder is, pursuant to the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
17	Article 72 The following matters shall be approved by ordinary resolutions in the shareholders' meeting: (1) To elect or change directors, and decide on matters relating to the remuneration of directors; (2) To elect or change supervisors who are not employees' representatives, and decide on matters relating to the remuneration of supervisors; (3) To examine and approve reports of the board of directors; (4) To examine and approve reports of the supervisory committee; (5) To examine and approve the Company's proposals for profit distribution and for recovery of losses; (6) To decide on the issuance of the corporate bonds, or to authorise the board of directors to decide on the issuance of the corporate bonds; (7) To decide on the appointment or dismissal of accounting firms undertaking the audit of the Company; (8) To examine and approve the external guarantees as referred in Article 54 section (11) of the Articles of Association (except the external guarantees which shall be approved by special resolutions in the shareholders' meeting in accordance with Article 73 section (4) of the Articles of Association); (9) To examine and approve the equity incentive schemes of the Company; and (10) Other matters other than those required by applicable laws and regulations or the Articles of Association to be approved by special resolutions.	Article 72 The following matters shall be approved by ordinary resolutions in the shareholders' meeting: (1) To elect or change directors other than employee directors, and decide on matters relating to the remuneration of directors; (2) The work reports of the board of directors; (3) The Company's proposals for profit distribution and for recovery of losses drafted by the board of directors; (4) The issuance of corporate bonds, or to authorise the board of directors to decide on the issuance of corporate bonds; (5) The appointment or dismissal of accounting firms undertaking the audit of the Company; (6) The external guarantees as referred in Article 54 section (9) of the Articles of Association (except the external guarantees which shall be approved by special resolutions in the shareholders' meeting in accordance with Article 73 section (4) of the Articles of Association); and (7) Other matters other than those required by applicable laws and regulations or the Articles of Association to be approved by special resolutions.

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
18	Article 74 Shareholders seeking to convene an extraordinary general meeting or class shareholders' meeting shall follow the following procedures: (1) Shareholders individually or collectively holding ten percent (10%) or more of voting shares in the proposed meeting shall sign one or several written requests with similar content and format to request the board of directors to convene an extraordinary general meeting or class shareholders' meeting and list the resolutions to be considered. The amount of shareholding is calculated on the date of the shareholders making the written request; (2) In accordance with the applicable laws and regulations and the Articles of Association, the board of directors shall, within ten (10) days from the date of receiving the above written request, decide whether to convene the extraordinary general meeting or class shareholders' meeting and provide a written response to the above shareholder(s). If the board of directors agrees to convene the above extraordinary general meeting or class shareholders' meeting, it will issue a notice of convening the extraordinary general meeting or class shareholders' meeting as soon as possible after the resolution of the board of directors is made; where such notice changes the original request, the consent of relevant shareholders shall be obtained. Where the board of directors refuses to convene an extraordinary meeting or class shareholders' meeting or if no decision has been made on whether or not to convene the above extraordinary general meeting or class shareholders' meeting within ten (10) days from the date of receipt of the written request mentioned above, or if no written response is given to the aforesaid shareholders, the shareholders who have made such a request may propose to the supervisory committee to convene the extraordinary general meeting or class shareholders' meeting with reference to the provision of the section (1) above.	Article 74 Shareholders seeking to convene an extraordinary general meeting or class shareholders' meeting shall follow the following procedures: (1) Shareholders individually or collectively holding ten percent (10%) or more of voting shares in the proposed meeting shall sign one or several written requests with similar content and format to request the board of directors to convene an extraordinary general meeting or class shareholders' meeting and list the resolutions to be considered. The amount of shareholding is calculated on the date of the shareholders making the written request; (2) In accordance with the applicable laws and regulations and the Articles of Association, the board of directors shall, within ten (10) days from the date of receiving the above written request, decide whether to convene the extraordinary general meeting or class shareholders' meeting and provide a written response to the above shareholder(s). If the board of directors agrees to convene the above extraordinary general meeting or class shareholders' meeting, it will issue a notice of convening the extraordinary general meeting or class shareholders' meeting as soon as possible after the resolution of the board of directors is made; where such notice changes the original request, the consent of relevant shareholders shall be obtained. Where the board of directors refuses to convene an extraordinary meeting or class shareholders' meeting or if no decision has been made on whether or not to convene the above extraordinary general meeting or class shareholders' meeting within ten (10) days from the date of receipt of the written request mentioned above, or if no written response is given to the aforesaid shareholders, the shareholders who have made such a request may propose to the audit committee in writing to convene the extraordinary general meeting or class shareholders' meeting with reference to the provision of the section (1) above.

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	(3) In accordance with the applicable laws and regulations and the Articles of Association, the supervisory committee shall, within ten (10) days from the date of receiving the above written request, decide whether to convene the extraordinary general meeting or class shareholders' meeting and provide a written response to the above shareholder(s). If the supervisory committee agrees to convene the above extraordinary general meeting or class shareholders' meeting, it will issue a notice of convening the extraordinary general meeting as soon as possible after the resolution of the supervisory committee is made; where such notice changes the original request, the consent of relevant shareholders shall be obtained. Where the supervisory committee refuses to convene an extraordinary general meeting or class shareholders' meeting or if no decision has been made on whether or not to convene the above extraordinary general meeting or class shareholders' meeting within ten (10) days from the date of receipt of the written request mentioned above, or if no written response is given to the aforesaid shareholders, the shareholders making such request and separately or jointly holding more than ten percent (10%) of the shares carrying voting rights in the proposed meeting for a consecutive period of ninety (90) days or above may convene and preside over an extraordinary general meeting or class shareholders' meeting themselves. The procedures to convene shall, to the extent possible, be identical to the procedures the Board convenes the shareholders' meeting and class shareholders' meeting. The reasonable expenses incurred by the shareholders who convene the meeting by themselves as a result of the board of directors, the supervisory committee failure to do so shall be borne by the Company, and to be deducted from the money due to the negligent director, supervisors.	(3) In accordance with the applicable laws and regulations and the Articles of Association, the audit committee shall, within ten (10) days from the date of receiving the above written request, decide whether to convene the extraordinary general meeting or class shareholders' meeting and provide a written response to the above shareholder(s). If the audit committee agrees to convene the above extraordinary general meeting or class shareholders' meeting, it will issue a notice of convening the extraordinary general meeting as soon as possible after the resolution of the audit committee is made; where such notice changes the original request, the consent of relevant shareholders shall be obtained. Where the audit committee refuses to convene an extraordinary general meeting or class shareholders' meeting or if no decision has been made on whether or not to convene the above extraordinary general meeting or class shareholders' meeting within ten (10) days from the date of receipt of the written request mentioned above, or if no written response is given to the aforesaid shareholders, it shall be deemed that the audit committee does not convene and preside over the above extraordinary general meeting or class shareholders' meeting and the shareholders making such request and separately or jointly holding more than ten percent (10%) of the shares carrying voting rights in the proposed meeting for a consecutive period of ninety (90) days or above may convene and preside over an extraordinary general meeting or class shareholders' meeting themselves. The procedures to convene shall, to the extent possible, be identical to the procedures the Board convenes the shareholders' meeting and class shareholders' meeting. Where the audit committee decides or shareholders themselves decide to convene an extraordinary general meeting or a class shareholders' meeting, it/they shall notify the board of directors of its/their decision in writing. Prior to the announcement of the resolution(s) of the extraordinary general meeting or class shareholders' meeting, the convening shareholders' shareholding shall not be less than ten percent (10%). For an extraordinary general meeting or a class shareholders' meeting convened by the audit committee or by shareholders themselves, the board of directors and the secretary to the board of directors shall cooperate with it/them in convening the meeting. The board of directors shall provide the register of shareholders as at the record date. The reasonable expenses required to convene and hold an extraordinary general meeting or a class shareholders' meeting by the audit committee or by shareholders themselves shall be borne by the Company.

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19	Article 75 Shareholders' meeting shall be convened by the board of directors and presided over by the chairman of the board of directors who shall act as the chairman of the meetings. When the chairman cannot or fails to perform such duty, the vice chairman shall take the chair to preside as chairman of such meetings. When the vice chairman cannot or fails to perform such duty, one (1) director elected by more than half of the directors shall take the chair to preside as chairman of such meetings. In the event that the board of directors cannot or fails to perform the duty for convening a shareholders' meeting, the supervisory committee shall act timely to convene and chair the meeting. In the event that the supervisory committee cannot convene and chair the meeting, shareholders separately or jointly holding ten percent (10%) or more of the shares of the Company for a consecutive period of ninety (90) days or above may convene and chair the meeting themselves. Shareholders' meetings that are convened by the supervisory committee itself shall be presided over by the chairman of the supervisory committee. In the event that the chairman of the supervisory committee is unable or unwilling to perform the duty, one (1) supervisor jointly elected by more than one-half of the supervisors shall preside over the meeting. Shareholders' meeting that are convened by the shareholders themselves shall be subject to the provision in Article 74 of the Articles of Association.	Article 75 Shareholders' meeting shall be convened by the board of directors and presided over by the chairman of the board of directors who shall act as the chairman of the meetings. When the chairman cannot or fails to perform such duty, the vice chairman shall preside over the meeting and act as the chairman of the meeting (where the Company has two vice chairmen, the vice chairman elected by a majority of the directors shall preside over the meeting and act as the chairman of the meeting). When the vice chairman cannot or fails to perform such duty, one (1) director elected by a majority of the directors shall preside over the meeting and act as the chairman of the meeting. Where applicable laws and regulations provide otherwise, such provisions shall prevail. In the event that the board of directors cannot or fails to perform the duty for convening a shareholders' meeting, the audit committee shall convene the shareholders' meeting upon shareholders' request in accordance with Article 74 of the Articles of Association. In the event that the audit committee cannot or fails to convene the shareholders' meeting, shareholders separately or jointly holding ten percent (10%) or more of the shares of the Company for a consecutive period of ninety (90) days or above may convene the meeting themselves. A shareholders' meeting convened by the audit committee shall be presided over by the convener of the audit committee, who shall also act as the chairman of the meeting. In the event that the convener of the audit committee is unable or unwilling to perform the duty, one (1) member of the audit committee elected by a majority of the members of the audit committee shall preside over the meeting and act as the chairman of the meeting. A shareholders' meeting convened by the shareholders themselves shall be subject to the provision in Article 74 of the Articles of Association and presided over by the convener or a representative elected by him/her, who shall also act as the chairman of the meeting. The convener of a shareholders' meeting shall ensure that the meeting continues until a final resolution is reached. If the meeting is suspended or no resolution can be reached due to force majeure or other special circumstances, necessary measures shall be taken to resume the meeting as soon as possible or to terminate the meeting immediately.

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
20	Article 88 The Company shall have a board of directors consisting of eleven (11) directors, which shall include one (1) chairman and may include one (1) or two (2) vice chairman. The board of directors should have over half (1/2) outside directors (the directors which are not working in the company), and over one-third (1/3) independent non-executive directors (as defined under the Listing Rules).	Article 88 The Company shall have a board of directors consisting of eleven (11) directors, which shall include one (1) chairman and may include one (1) or two (2) vice chairman. The board of directors should have one (1) employee director (however, if the Company has fewer than three hundred (300) employees, it may choose not to appoint any employee director), over half (1/2) outside directors (the directors which are not working in the company), and over one-third (1/3) independent non-executive directors (as defined under the Listing Rules).

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21	Article 89 Directors are elected in shareholders' meetings. The term of service is three (3) years (commencing from the approval date of election). After completion of a term, a director can stand for re-election. In the event of failure to timely call for re-election on the expiry of term of office of directors, the original directors shall, prior to the assumption of office by re-elected directors, continue to perform their duties as directors in accordance with the provisions of applicable laws and regulations and the Articles of Association. Chairman and vice chairman are elected and dismissed by the board of directors with more than half of all of the directors. The term of service is three (3) years. They can stand for re-election after their term is completed. The shareholders' meeting, subject to the provisions of applicable laws and regulations, may dismiss any director whose term is not expired by ordinary resolution, which shall take effect on the date of the resolution (any request for contract indemnity is not affected). If a director is dismissed before the expiry of his/her term of office without justifiable reasons, he/she may claim compensation from the company. Directors may tender resignation prior to the expiry of term of office. A director who resigns shall submit a written notice to the Company, and the resignation shall become effective on the date the Company receives the notice. However, if the quorum of the board of the directors falls below the statutory minimum number as a result of the resignation of a director during his/her term of office, the former director shall perform the duties as a director in accordance with the applicable laws and regulations and the Articles of Association prior to the engagement of a new director. Directors need not hold any shares of the Company. The chairman, vice chairman and the directors may hold the positions of general manager, deputy general manager and other senior management personnel at the same time.	Article 89 Directors other than employee directors are elected, removed or replaced at shareholders' meetings. Employee directors shall be elected, replaced or removed by the Company's employees at an employee representative meeting or an employee meeting or by other democratic means without submission to the shareholders' meeting for approval. The term of service of a director is three (3) years (commencing from the date of his/her election and appointment and continuing until the expiry of the term of the current session of the board of directors). After completion of a term, a director can stand for re-election. In the event of failure to timely call for re-election on the expiry of term of office of directors, the original directors shall, prior to the assumption of office by re-elected directors, continue to perform their duties as directors in accordance with the provisions of applicable laws and regulations and the Articles of Association. Chairman and vice chairman are elected, removed or replaced by the board of directors with more than half of all of the directors. The term of service is three (3) years but shall not exceed his/her term of office as a director of the current board of directors of the Company. They can stand for re-election after their term is completed. The shareholders' meeting, subject to the provisions of applicable laws and regulations, may dismiss any director (other than an employee director) whose term is not expired by ordinary resolution, which shall take effect on the date of the resolution (any request for contract indemnity is not affected). An employee director whose term has not expired may be removed by the Company's employees at an employee representative meeting or an employee meeting or by other democratic means, depending on the original method of his/her appointment. If a director is dismissed before the expiry of his/her term of office without justifiable reasons, he/she may claim compensation from the company. Directors may tender resignation prior to the expiry of term of office. A director who resigns shall submit a written notice to the Company, and the resignation shall become effective on the date the Company receives the notice of resignation. However, if the quorum of the board of the directors falls below the statutory minimum number as a result of the resignation of a director during his/her term of office, the former director shall perform the duties as a director in accordance with the applicable laws and regulations and the Articles of Association prior to the engagement of a new director. The directors of the Company shall be natural persons. Directors need not hold any shares of the Company. The chairman, vice chairman and the directors may hold the positions of general manager, deputy general manager and other senior management personnel at the same time.

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
22	Article 90 The board of directors is responsible to the shareholders' meeting and exercise the following powers: (1) To convene the shareholders' meeting and report on its work to the meeting; (2) To implement the resolutions of the shareholders' meeting; (3) To decide on the Company's business and investment plans; (4) To formulate the Company's proposals for distribution of profits and recovery of losses; (5) To formulate proposals for the increase or reduction of the Company's registered capital, the issuance of corporate bonds; (6) To prepare plans for the merger, division, dissolution or change in corporate form of the Company; (7) To decide on the Company's internal management structure; (8) To decide on the appointment or dismissal of the Company's general manager and his/her remuneration, and based on the general manager's recommendation, to decide on the appointment or dismissal of deputy general manager and other senior management personnel, and to decide on their remuneration; (9) To formulate the Company's basic management system;	Article 90 The board of directors is responsible to the shareholders' meeting and exercise the following powers: (1) To convene the shareholders' meeting and report on its work to the meeting; (2) To implement the resolutions of the shareholders' meeting; (3) To decide on the Company's business and investment plans; (4) To formulate the Company's proposals for distribution of profits and recovery of losses; (5) To formulate proposals for the increase or reduction of the Company's registered capital, the issuance of corporate bonds; (6) To prepare plans for the merger, division, dissolution or change in corporate form of the Company; (7) To decide on the Company's internal management structure; (8) To decide on the appointment or dismissal of the Company's general manager, the secretary to the board of directors and other senior management personnel and to decide on his/her remuneration as well as rewards or penalties for him/her, and based on the general manager's recommendation, to decide on the appointment or dismissal of deputy general manager, assistant general manager, CFO and other senior management personnel, and to decide on their remuneration as well as rewards or penalties for them; (9) To formulate the Company's basic management system;

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	(10) Subject to compliance with the relevant provisions of the Listing Rules, to decide within three (3) years, in accordance with the Articles of Association or under the authorisation by the shareholders' meeting, that the Company shall issue shares not exceeding fifty percent (50%) of the issued shares (provided that, in the case of a capital contribution by way of non-monetary assets, this shall be resolved by the shareholders' meeting);	(10) Subject to compliance with the relevant provisions of the Listing Rules, to decide within three (3) years, in accordance with the Articles of Association or under the authorisation by the shareholders' meeting, that the Company shall issue shares not exceeding fifty percent (50%) of the issued shares (provided that, in the case of a capital contribution by way of non-monetary assets, this shall be resolved by the shareholders' meeting);
	(11) To resolve on the issuance of corporate bonds convertible into shares by the Company and the specific conversion method in accordance with the Articles of Association and under the authorisation by the shareholders' meeting;	(11) To resolve on the issuance of corporate bonds convertible into shares by the Company and the specific conversion method in accordance with the Articles of Association and under the authorisation by the shareholders' meeting;
	(12) To decide on the Company's investment in other enterprises, except for those that should be decided by the shareholders' meeting in accordance with the applicable laws and regulations and the Articles of Association;	(12) To decide on the Company's investment in other enterprises, except for those that should be decided by the shareholders' meeting in accordance with the applicable laws and regulations and the Articles of Association;
	(13) To decide on the guarantees provided by the Company for others, except for those that should be decided by the shareholders' meeting in accordance with the applicable laws and regulations and the Articles of Association;	(13) To decide on the guarantees provided by the Company for others, except for those that should be decided by the shareholders' meeting in accordance with the applicable laws and regulations and the Articles of Association;
	(14) To resolve on the provision of financial assistance by the Company to others for the acquisition of shares in the Company or its parent company in accordance with the Articles of Association or under the authorisation by the shareholders' meeting;	(14) To resolve on the provision of financial assistance by the Company to others for the acquisition of shares in the Company or its parent company in accordance with the Articles of Association or under the authorisation by the shareholders' meeting;

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	(15) In accordance with the Articles of Association or the authorisation of the shareholders' meeting, to resolve on the acquisition of shares of the Company by the Company under any of the following circumstances, provided that the meeting of the Board shall be held only when more than two-thirds (2/3) of the Directors are present: 1. Using the shares in employee shares ownership plans or equity incentives; 2. Using the shares for converting company-issued corporate bonds convertible into shares; 3. Being necessary to maintain the value of the Company and the rights and interests of its shareholders.	(15) In accordance with the Articles of Association or the authorisation of the shareholders' meeting, to resolve on the acquisition of shares of the Company by the Company under any of the following circumstances, provided that the meeting of the Board shall be held only when more than two-thirds (2/3) of the Directors are present: 1. Using the shares in employee shares ownership plans or equity incentives; 2. Using the shares for converting company-issued corporate bonds convertible into shares; 3. Being necessary to maintain the value of the Company and the rights and interests of its shareholders.
	(16) To formulate the plan to amend the Articles of Association;	(16) To formulate the plan to amend the Articles of Association;
	(17) To prepare the Company's plans for major acquisition or sale;	(17) To prepare the Company's plans for major acquisition or sale;
	(18) To evaluate and determine the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives;	(18) To evaluate and determine the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives;
	(19) To ensure the establishment and maintenance of appropriate and effective risk management and internal control systems;	(19) To ensure the establishment and maintenance of appropriate and effective risk management and internal control systems;
	(20) To oversee management in the design, implementation and monitoring of the risk management and internal control systems;	(20) To oversee management in the design, implementation and monitoring of the risk management and internal control systems;
	(21) To make proposals to shareholders' meeting on the appointment, re-appointment or dismissal of accounting firms undertaking the audit of the Company; and	(21) To make proposals to shareholders' meeting on the appointment, re-appointment or dismissal of accounting firms undertaking the audit of the Company; and

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	(22) Other powers conferred by the applicable laws and regulations and the Articles of Association or the shareholders' meeting. Other than the board of directors' resolutions in respect of the matters specified in sections (5), (6), (10), (13), (14) and (16) of this Article and the provisions of applicable laws and regulations and the Articles of Association, which must be approved by more than two thirds (2/3) of the directors, other sections above may be approved by more than half of the directors.	(22) Other powers conferred by the applicable laws and regulations and the Articles of Association or the shareholders' meeting. Other than the board of directors' resolutions in respect of the matters specified in sections (5), (6), (10), (13), (14) and (16) of this Article and the provisions of applicable laws and regulations and the Articles of Association, which must be approved by more than two thirds (2/3) of the directors, other sections above may be approved by more than half of the directors.
23	Article 93 The board of directors shall meet at least twice (2) a year. Each meeting shall notify all directors and supervisors ten (10) days before the meeting. Shareholders representing more than one-tenth (1/10) of the voting rights, more than one-third (1/3) of the directors or the supervisory committee, may propose convening an extraordinary meeting of the board of directors. The chairman of the board of directors shall convene and preside over the meeting of the board of directors within ten (10) days upon the receipt of such proposal. If there is any special provision in the Listing Rules, such provision shall also prevail.	Article 92 The board of directors shall meet at least twice (2) a year. Each meeting shall notify all directors ten (10) days before the meeting. Shareholders representing more than one-tenth (1/10) of the voting rights, more than one-third (1/3) of the directors or the audit committee, may propose convening an extraordinary meeting of the board of directors. The chairman of the board of directors shall convene and preside over the meeting of the board of directors within ten (10) days upon the receipt of such proposal. If there is any special provision in the Listing Rules, such provision shall also prevail.

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24	Article 94 Notices for the convening of regular meeting or extraordinary meeting of the board of directors can be delivered by the following methods: (1) If the time, venue and proposed agenda items of the convening of the regular meeting of the board of directors have been fixed in advance by the board of directors, then it is not necessary to give notice of the meeting to each director, but only to notify all supervisors in the manner prescribed in section (2) of this Article; (2) If the board of directors has not fixed the time, venue and proposed agenda items of the regular meeting of the board of directors, the chairman shall instruct the secretary to the board of directors, or it shall arrange the staff of the office of the board of directors to serve notice of the time, venue and the matters to be considered of the board meeting by telex, telegraph, fax, special delivery, registered mail, electronic mail or by person to all directors and supervisors ten (10) days prior to the meeting; if there is any special provision in the Listing Rules, such provision shall also prevail; (3) If an extraordinary meeting of the board of directors is required to consider urgent matters, the chairman shall instruct the secretary to the board of directors, or it shall arrange the staff of the office of the board of directors to serve notice of the time, venue, the matters to be considered and methods of the extraordinary meeting of the board of directors by telegraph, telex, fax, special delivery or registered mail, electronic mail or by person to all directors and supervisors at least two (2) days prior to the meeting; (4) Any director and supervisor may decide to give up the right to receive notice of the meeting of the board of directors;	Article 93 Notices for the convening of regular meeting or extraordinary meeting of the board of directors can be delivered by the following methods: (1) If the time, venue and proposed agenda items of the convening of the regular meeting of the board of directors have been fixed in advance by the board of directors, then it is not necessary to give notice of the meeting to each director; (2) If the board of directors has not fixed the time, venue and proposed agenda items of the regular meeting of the board of directors, the chairman shall instruct the secretary to the board of directors, or it shall arrange the staff of the office of the board of directors to serve notice of the time, venue and the matters to be considered of the board meeting by telex, telegraph, fax, special delivery, registered mail, electronic mail or by person to all directors ten (10) days prior to the meeting; if there is any special provision in the Listing Rules, such provision shall also prevail; (3) If an extraordinary meeting of the board of directors is required to consider urgent matters, the chairman shall instruct the secretary to the board of directors, or it shall arrange the staff of the office of the board of directors to serve notice of the time, venue, the matters to be considered and methods of the extraordinary meeting of the board of directors by telegraph, telex, fax, special delivery or registered mail, electronic mail or by person to all directors at least two (2) days prior to the meeting; (4) Any director may decide to give up the right to receive notice of the meeting of the board of directors;

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	(5) A director and a supervisor, who attends to the meeting and has not shown disagreement on receiving notice of the meeting before attending the meeting or at the time of arriving, is deemed to have received notice in accordance with the relevant provisions of this Article;	(5) A director, who attends to the meeting and has not shown disagreement on receiving notice of the meeting before attending the meeting or at the time of arriving, is deemed to have received notice in accordance with the relevant provisions of this Article;
	(6) The regular meeting of the board of directors and extraordinary meeting of the board of directors may be conducted by telephone conference or with the assistance of other similar communication facilities. If all the directors present can hear clearly the conversation from other directors through the above-mentioned media, all the participating directors are deemed to have attended the meeting in person;	(6) The regular meeting of the board of directors and extraordinary meeting of the board of directors may be conducted by telephone conference or with the assistance of other similar communication facilities. If all the directors present can hear clearly the conversation from other directors through the above-mentioned media, all the participating directors are deemed to have attended the meeting in person;
	(7) The board of directors may accept a written resolution to replace a meeting of the board of directors. However, the draft of such resolution must be delivered by telegraph, telex, fax, special delivery or registered mail, electronic mail or by person to every director. If the board of directors has sent the resolution to all the directors, and the number of directors who sign and agree to the resolution reaches the quorum and return the signed document to the secretary to the board of directors by the above methods, such a resolution then becomes a resolution of the board, without having to convene a board meeting. However, if there is any special provision in the Listing Rules, such provision shall prevail; and	(7) The board of directors may accept a written resolution to replace a meeting of the board of directors. However, the draft of such resolution must be delivered by telegraph, telex, fax, special delivery or registered mail, electronic mail or by person to every director. If the board of directors has sent the resolution to all the directors, and the number of directors who sign and agree to the resolution reaches the quorum and return the signed document to the secretary to the board of directors by the above methods, such a resolution then becomes a resolution of the board, without having to convene a board meeting. However, if there is any special provision in the Listing Rules, such provision shall prevail; and
	(8) Written resolution signed and agreed by all directors respectively shall be deemed with similar effect as resolutions passed by meetings of the board of directors legally convened. Such written resolution may comprise one (1) set or more documents, with each document signed by one (1) or more directors. A resolution signed by directors or bearing the names of the directors and sent by telegram, telex, fax, special delivery or registered mail, email or by hand shall for the purpose of this clause be regarded as one (1) valid set document duly signed by them.	(8) Written resolution signed and agreed by all directors respectively shall be deemed with similar effect as resolutions passed by meetings of the board of directors legally convened. Such written resolution may comprise one (1) set or more documents, with each document signed by one (1) or more directors. A resolution signed by directors or bearing the names of the directors and sent by telegram, telex, fax, special delivery or registered mail, email or by hand shall for the purpose of this clause be regarded as one (1) valid set document duly signed by them.

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25	Article 98 From time to time, the board of directors may form committees or working groups of two (2) or more directors can delegate some powers, functions and discretionary power of the board of directors itself to such committees or working groups. The relevant committees or working groups shall work within the scope delegated by the board of directors, and shall abide by the rules set by the board of directors from time to time. The board of directors may resolve at any time to dissolve the relevant committees or working groups or alter their scope of authority. The quorum of a committee or working group shall be more than half of the two (2) members or all members, whichever is higher. Articles 94 to 97 of the Articles of Association regarding the rules on agenda and minutes of the board meetings are also applicable to committees and working groups, unless otherwise governed by the rules established by the board of directors according to the above paragraph. Unless otherwise regulated by the board of directors, the general manager who is not a director may attend meetings of the board of directors and has the right to receive notices and other materials of the meetings. However, unless the general manager is also a director, he has no right to vote in the meetings of the board of directors.	Article 97 From time to time, the board of directors may form committees or working groups of two (2) or more directors can delegate some powers, functions and discretionary power of the board of directors itself to such committees or working groups. The relevant committees or working groups shall work within the scope delegated by the board of directors, and shall abide by the rules set by the board of directors from time to time. The board of directors may resolve at any time to dissolve the relevant committees or working groups or alter their scope of authority. The quorum of a committee or working group shall be more than half of the two (2) members or all members, whichever is higher. Articles 93 to 96 of the Articles of Association regarding the rules on agenda and minutes of the board meetings are also applicable to committees and working groups, unless otherwise governed by the rules established by the board of directors according to the above paragraph. Unless otherwise regulated by the board of directors, the general manager who is not a director may attend meetings of the board of directors and has the right to receive notices and other materials of the meetings. However, unless the general manager is also a director, he has no right to vote in the meetings of the board of directors.

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
26	–	Article 98 The board of directors of the Company shall establish an audit committee to exercise the functions and powers of the supervisory committee as stipulated in the Company Law, as well as the functions and powers of the audit committee as stipulated in the securities regulatory rules of the place where the Company's shares are listed.
27	–	Article 99 The audit committee shall consist of three (3) or more members, who shall be directors not serving as senior management personnel of the Company. All members shall be non-executive directors (unless an employee director not serving as senior management personnel of the Company is appointed as a member of the audit committee) with independent non-executive directors constituting a majority. At least one (1) member shall be an independent non-executive director possessing appropriate professional qualifications or accounting or related financial management expertise as required by the Listing Rules. The convener (or chairman) of the committee shall be an accounting professional among the members who are independent non-executive directors.
28	–	Article 100 The audit committee shall be responsible for reviewing the Company's financial information and the disclosure of such information and overseeing and evaluating the Company's internal and external audits and internal controls. The following matters, after being approved by a majority of all members of the audit committee, shall be submitted to the board of directors for consideration: (1) The disclosure of financial information in financial and accounting reports and periodic reports, as well as internal control evaluation reports (if any); (2) The appointment or dismissal of accounting firms undertaking the Company's audit; (3) The appointment or dismissal of the Company's CFO; (4) Changes to accounting policies or estimates, or corrections of material accounting errors for reasons other than changes in accounting standards; and (5) Other matters stipulated in applicable laws and regulations and the Articles of Association.

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
29	–	Article 101 The audit committee shall convene meetings in accordance with applicable laws and regulations. Extraordinary meetings may be convened upon the proposal of two (2) or more members, or when deemed necessary by the convener. An audit committee meeting shall only be held with the attendance of more than two-thirds (2/3) of its members. Resolutions of the audit committee shall be adopted by a majority vote of its members. Voting on audit committee resolutions shall be conducted on a one (1) person, one (1) vote basis. Minutes relating to audit committee resolutions shall be prepared as required, and attending members shall sign the minutes. The terms of reference of the audit committee shall be formulated by the board of directors.
30	–	Article 102 The board of directors of the Company shall establish special committees including the nomination committee, the remuneration committee and the strategic committee. These committees shall perform their duties in accordance with applicable laws and regulations, the Articles of Association and the authorization granted by the board of directors. Proposals from the special committees shall be submitted to the board of directors for consideration and decision. The board of directors shall be responsible for formulating the terms of reference of each special committee, specifying the composition, powers and responsibilities and rules of procedure of each special committee. The special committees of the board of directors shall consist of directors only. For the nomination committee and the remuneration committee, independent non-executive directors shall constitute a majority of their members. The convener (or chairman) or the remuneration committee shall be an independent non-executive director, while the convener (or chairman) or the nomination committee shall be the chairman of the board of directors or an independent non-executive director. The establishment and composition of the special committees of the board of directors shall at all times comply with applicable laws and regulations.

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
31	Article 103 The general manager of the Company is responsible to the board of directors and exercise the powers below: he is to (1) Preside over the Company's management work in production and operation; to organise and implement board resolutions; (2) Organise and implement the Company's annual operational plan and investment strategy; (3) Formulate the Company's plan for installing internal management structure; (4) Formulate the Company's basic management system; (5) Formulate the Company's basic regulations; (6) Offer suggestion for the board of directors to hire or dismiss assistant general managers and other senior management personnel; (7) Design, implement and monitor the risk management and internal control systems; (8) Provide a confirmation to the board on the effectiveness of the risk management and internal control systems; (9) Decide to hire and dismiss management staff who fall outside the scope of the board of directors' hiring and dismissal powers; and (10) Exercise other powers conferred by the applicable laws and regulations and the Articles of Association and the board of directors.	Article 107 The general manager of the Company is responsible to the board of directors and exercise the powers below: he is to (1) Preside over the Company's management work in production and operation; to organise and implement board resolutions; (2) Organise and implement the Company's annual operational plan and investment strategy; (3) Formulate the Company's plan for installing internal management structure; (4) Formulate the Company's basic management system; (5) Formulate the Company's basic regulations; (6) Offer suggestion for the board of directors to hire or dismiss vice general managers, assistant general managers, CFOs, etc.; (7) Design, implement and monitor the risk management and internal control systems; (8) Provide a confirmation to the board on the effectiveness of the risk management and internal control systems; (9) Decide to hire and dismiss management staff who fall outside the scope of the board of directors' hiring and dismissal powers; and (10) Exercise other powers conferred by the applicable laws and regulations and the Articles of Association and the board of directors.

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
32	Article 115 Persons in any one of the following categories may not serve as directors, supervisors, general manager, or other senior management personnel of the Company: (1) Persons without civil capacity or with restricted civil capacity; (2) Persons who have been sentenced to criminal punishment for corruption, bribery, taking of property, misappropriation of property or destruction of the socialist market economic order, or persons who have been deprived of their political rights due to a criminal offense, where less than five (5) years have elapsed since the date of the completion of the sentence; if a suspended sentence is announced, where less than two (2) years have elapsed since the expiry of the probationary period; (3) Persons who are former directors, factory managers or general manager of a company or enterprise which has become bankrupt and been liquidated and who are personally liable for the bankruptcy of such a company or enterprise, where less than three (3) years have elapsed since the date of the completion of the bankruptcy and liquidation of the company or enterprise; (4) Persons who were legal representatives of a company or enterprise which had its business license revoked due to violation of the law and who are personally liable, where less than three (3) years have elapsed since the date of the revocation of the business license and the order to close down; (5) Individuals who are listed by the people's court as being in breach of trust because they have a relatively large amount of debt due and outstanding; or (6) Other circumstances as stipulated in applicable laws and regulations and the Articles of Association. If a director or supervisor is elected or a general manager or other senior management is appointed in violation of the provisions of the preceding paragraph, such election or appointment shall be invalid. If a director, supervisor, general manager or other senior management personnel falls under the circumstance specified in the first paragraph of this Article during his/her term of office, the Company shall remove him/her from his/her position.	Article 110 Persons in any one of the following categories may not serve as directors, general manager, or other senior management personnel of the Company: (1) Persons without civil capacity or with restricted civil capacity; (2) Persons who have been sentenced to criminal punishment for corruption, bribery, taking of property, misappropriation of property or destruction of the socialist market economic order, or persons who have been deprived of their political rights due to a criminal offense, where less than five (5) years have elapsed since the date of the completion of the sentence; if a suspended sentence is announced, where less than two (2) years have elapsed since the expiry of the probationary period; (3) Persons who are former directors, factory managers or general manager of a company or enterprise which has become bankrupt and been liquidated and who are personally liable for the bankruptcy of such a company or enterprise, where less than three (3) years have elapsed since the date of the completion of the bankruptcy and liquidation of the company or enterprise; (4) Persons who were legal representatives of a company or enterprise which had its business license revoked due to violation of the law and who are personally liable, where less than three (3) years have elapsed since the date of the revocation of the business license and the order to close down; (5) Individuals who are listed by the people's court as being in breach of trust because they have a relatively large amount of debt due and outstanding; or (6) Other circumstances as stipulated in applicable laws and regulations and the Articles of Association. If a director is elected or a general manager or other senior management is appointed in violation of the provisions of the preceding paragraph, such election or appointment shall be invalid. If a director, general manager or other senior management personnel falls under the circumstance specified in the first paragraph of this Article during his/her term of office, the Company shall remove him/her from his/her position.

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
33	Article 117 The directors, supervisors, general manager and other senior management personnel shall comply with applicable laws and regulations and the Articles of Association. In addition to the obligations required by applicable laws and regulations, the directors, supervisors, general manager, and other senior management personnel of the Company in carrying out their duties have the following obligations towards each shareholder: They (1) May not allow the Company to conduct business beyond the scope permitted by the business license; (2) Shall act in all integrity starting from the point of greatest interest to the Company; (3) May not use any means to misappropriate the Company's assets, including (but not limited to) opportunities beneficial to the Company; and (4) May not abrogate the personal interests of shareholders, including (but not limited to) distribution rights, voting rights but not including the restructuring of the Company passed by the shareholders' meeting according to the Articles of Association.	Article 112 The directors, general manager and other senior management personnel shall comply with applicable laws and regulations and the Articles of Association. In addition to the obligations required by applicable laws and regulations, the directors, general manager, and other senior management personnel of the Company in carrying out their duties have the following obligations towards each shareholder: They (1) May not allow the Company to conduct business beyond the scope permitted by the business license; (2) Shall act in all integrity starting from the point of greatest interest to the Company; (3) May not use any means to misappropriate the Company's assets, including (but not limited to) opportunities beneficial to the Company; and (4) May not abrogate the personal interests of shareholders, including (but not limited to) distribution rights, voting rights but not including the restructuring of the Company passed by the shareholders' meeting according to the Articles of Association.
34	Article 118 Directors, supervisors, general manager and other senior management personnel of the Company owe a duty of loyalty to the Company. They shall take measures to avoid conflicts of interest between their own interests and those of the Company and shall not take advantage of their positions to seek improper benefits. Directors, supervisors, general manager and other senior management personnel owe a duty of diligence to the Company. In performing their duties, they shall exercise the level of care that a reasonably prudent manager would exercise in the best interests of the Company. The provisions of the preceding two paragraphs shall apply to controlling shareholders and actual controllers of the Company who do not serve as directors of the Company but actually execute the affairs of the Company.	Article 113 Directors, general manager and other senior management personnel of the Company shall comply with applicable laws and regulations and the provisions of the Articles of Association and owe a duty of loyalty to the Company. They shall take measures to avoid conflicts of interest between their own interests and those of the Company and shall not take advantage of their positions to seek improper benefits. Directors, general manager and other senior management personnel shall comply with applicable laws and regulations and the provisions of the Articles of Association and owe a duty of diligence to the Company. In performing their duties, they shall exercise the level of care that a reasonably prudent manager would exercise in the best interests of the Company. The provisions of the preceding two paragraphs shall apply to controlling shareholders and actual controllers of the Company who do not serve as directors of the Company but actually execute the affairs of the Company.

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
35	Article 119 The directors, supervisors, general manager and other senior management personnel of the Company shall not: (1) Embezzle the property of the Company, or misappropriate the funds of the Company; (2) Deposit the funds of the Company in the account under its individual name or under the name of other individuals; (3) Take advantage of their duties to bribe or accept other illegal income; (4) Accept commissions from others for transactions with the Company for his/her own benefit; (5) Disclose without authorisation of secrets of the Company; and (6) Commit other acts in breach of the duty of loyalty to the Company under applicable laws and regulations and the Articles of Association.	Article 114 The directors, general manager and other senior management personnel of the Company shall not: (1) Embezzle the property of the Company, or misappropriate the funds of the Company; (2) Deposit the funds of the Company in the account under its individual name or under the name of other individuals; (3) Take advantage of their duties to bribe or accept other illegal income; (4) Accept commissions from others for transactions with the Company for his/her own benefit; (5) Disclose without authorisation of secrets of the Company; and (6) Commit other acts in breach of the duty of loyalty to the Company under applicable laws and regulations and the Articles of Association.

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
36	Article 120 The directors, supervisors, general manager, and other senior management personnel of the Company may not direct the following persons or organisations (called "**connected persons"** in the Articles of Association) to take actions that directors, supervisors, general manager, and other senior management personnel of the Company are prohibited from: (1) Spouse and minor children of the directors, supervisors, general manager, and other senior management personnel of the Company; (2) Trustees of the directors, supervisors, general manager, and other senior management personnel of the Company or of the persons described in section 1 of this Article; (3) Partners of the directors, supervisors, general manager, and other senior management personnel of the Company or of persons described in sections 1 and 2 of this Article; (4) Companies controlled in fact solely by the directors, supervisors, general manager, and other senior management personnel of the Company or companies controlled in fact jointly with persons described in sections 1, 2 and 3 of this Article, or other directors, supervisors, general manager, and other senior management personnel of the Company; or (5) The directors, supervisors, general manager, and other senior management personnel of those companies said to be controlled in section 4.	Article 115 The directors, general manager, and other senior management personnel of the Company may not direct the following persons or organisations (called "**connected persons**" in the Articles of Association) to take actions that directors, general manager, and other senior management personnel of the Company are prohibited from: (1) Spouse and minor children of the directors, general manager, and other senior management personnel of the Company; (2) Trustees of the directors, general manager, and other senior management personnel of the Company or of the persons described in section 1 of this Article; (3) Partners of the directors, general manager, and other senior management personnel of the Company or of persons described in sections 1 and 2 of this Article; (4) Companies controlled in fact solely by the directors, general manager, and other senior management personnel of the Company or companies controlled in fact jointly with persons described in sections 1, 2 and 3 of this Article, or other directors, general manager, and other senior management personnel of the Company; or (5) The directors, general manager, and other senior management personnel of those companies said to be controlled in section 4.

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
37	Article 121 The obligations of loyalty and diligence owed to the Company by the directors, supervisors, general manager, and other senior management personnel of the Company may not end when their term of service is completed. The obligation to maintain confidential secret is still effective after the term of service. The continuation period for the obligation shall be decided on the principle of fairness, depending on the short or long duration of time between the event and termination of service, and how the relationship with the Company is terminated and under what conditions and terms.	Article 116 The obligations of loyalty and diligence owed to the Company by the directors, general manager, and other senior management personnel of the Company may not end when their term of service is completed. The obligation to maintain confidential secret is still effective after the term of service. The continuation period for the obligation shall be decided on the principle of fairness, depending on the short or long duration of time between the event and termination of service, and how the relationship with the Company is terminated and under what conditions and terms.
38	Article 122 Unless otherwise provided by applicable laws and regulations and the Articles of Association, the directors, supervisors, general manager, and other senior management personnel of the Company may be dismissed with the knowledge of the shareholders' meeting due to their contravention of certain responsibility from some material obligations.	Article 117 Unless otherwise provided by applicable laws and regulations and the Articles of Association, the directors, general manager, and other senior management personnel of the Company may be dismissed with the knowledge of the shareholders' meeting due to their contravention of certain responsibility from some material obligations.
39	Article 123 Directors, supervisors, general manager and senior management personnel of the Company who directly or indirectly enter into contracts or transactions with the Company shall report to the board of directors or the shareholders' meeting (if applicable) on matters relating to such contracts or transactions, and have such matters approved by resolution of the board of directors or the shareholders' meeting (if applicable) in accordance with applicable laws and regulations and the provisions of the Articles of Association. The same applies to contracts or transactions with the Company involving the close relatives of directors, supervisors, general manager, senior management personnel, or enterprises directly or indirectly controlled by directors, supervisors, senior management personnel or their close relatives, and other related parties with connected relationships to directors, supervisors, and senior management personnel.	Article 118 Directors, general manager and senior management personnel of the Company who directly or indirectly enter into contracts or transactions with the Company shall report to the board of directors or the shareholders' meeting (if applicable) on matters relating to such contracts or transactions, and have such matters approved by resolution of the board of directors or the shareholders' meeting (if applicable) in accordance with applicable laws and regulations and the provisions of the Articles of Association. The same applies to contracts or transactions with the Company involving the close relatives of directors, general manager, senior management personnel, or enterprises directly or indirectly controlled by directors, senior management personnel or their close relatives, and other related parties with connected relationships to directors and senior management personnel.

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
40	Article 124 Directors, supervisors, general manager and other senior management personnel shall not take advantage of his office in seeking business opportunities belonging to the Company for himself/herself or others. However, the following exceptions apply (1) Reporting to the board of directors or the shareholders' meeting (if applicable) and being approved by a resolution of the board of directors or the shareholders' meeting (if applicable) in accordance with applicable laws and regulations and the provisions of the Articles of Association; or (2) Where the Company is not permitted to make use of the business opportunity in accordance with applicable laws and regulations or the provisions of the Articles of Association.	Article 119 Directors, general manager and other senior management personnel shall not take advantage of his office in seeking business opportunities belonging to the Company for himself/herself or others. However, the following exceptions apply (1) Reporting to the board of directors or the shareholders' meeting (if applicable) and being approved by a resolution of the board of directors or the shareholders' meeting (if applicable) in accordance with applicable laws and regulations and the provisions of the Articles of Association; or (2) Where the Company is not permitted to make use of the business opportunity in accordance with applicable laws and regulations or the provisions of the Articles of Association.
41	Article 125 Without reporting to the board of directors or the shareholders' meeting (if applicable) and being approved by a resolution of the board of directors or the shareholders' meeting (if applicable) in accordance with applicable laws and regulations and the provisions of the Articles of Association, directors, supervisors, general manager and other senior management personnel shall not engage in or operate a business similar to that of the company where they served either on their own account or for another person.	Article 120 Without reporting to the board of directors or the shareholders' meeting (if applicable) and being approved by a resolution of the board of directors or the shareholders' meeting (if applicable) in accordance with applicable laws and regulations and the provisions of the Articles of Association, directors, general manager and other senior management personnel shall not engage in or operate a business similar to that of the company where they served either on their own account or for another person.
42	Article 126 The income derived by directors, supervisors, general manager and other senior management personnel in violation of the provisions of Article 119 and Articles 123 to 125 of the Articles of Association shall belong to the Company.	Article 121 The income derived by directors, general manager and other senior management personnel in violation of the provisions of Article 114 and Articles 118 to 120 of the Articles of Association shall belong to the Company.

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
43	Article 127 If any director, supervisor, general manager and other senior management personnel violates the provisions of applicable laws and regulations or the Articles of Association in fulfilling his/her duties, thereby incurring any loss of the Company, he/she shall be liable for compensation. In the event when directors, general manager, and other senior management personnel have the circumstances provided for in the preceding paragraph, shareholders independently or jointly holding over one percent (1%) of the Company's shares for over one hundred and eighty (180) consecutive days may request to the supervisory committee in writing for legal action at the people's court. Where supervisors have the circumstances provided for in the preceding paragraph, the aforementioned shareholders may request to the board of directors in writing to take the legal action at the people's court. In the event when the supervisory committee or the board of directors declines to take legal action upon receipt of the written request or has not taken action within thirty (30) days from the day of receipt of the written request or has not taken immediate action despite urgent conditions which would cause irreparable damages to the benefits of the Company, shareholders mentioned in the provisions of the previous paragraph have the right to take legal action at the people's court directly in their own names on behalf of the Company. In the event when other parties infringe the legitimate rights and interests of the Company and cause losses to the Company, shareholders mentioned in the provisions of the second paragraph of this Article may take legal action at the people's court in accordance with the provisions of the previous two paragraphs. In the event when directors, supervisors, and senior management personnel of a wholly owned subsidiary of the Company have the circumstances provided for in the first paragraph of this Article, or when others infringe the legitimate rights and interests of a wholly owned subsidiary of the Company, thereby incurring any loss of the wholly owned subsidiary Company, shareholders independently or jointly holding over one percent (1%) of the Company's shares for over one hundred and eighty (180) consecutive days may request to the supervisory committee or the board of directors of the wholly owned subsidiary in writing for legal action at the people's court or direct legal action at the people's court in their own name in accordance with the provisions of the previous three paragraphs.	Article 122 If any director, general manager and other senior management personnel violates the provisions of applicable laws and regulations or the Articles of Association in fulfilling his/her duties, thereby incurring any loss of the Company, he/she shall be liable for compensation. In the event when directors, general manager, and other senior management personnel have the circumstances provided for in the preceding paragraph, shareholders independently or jointly holding over one percent (1%) of the Company's shares for over one hundred and eighty (180) consecutive days may request to the audit committee in writing for legal action at the people's court. Where a member of the audit committee violates the provisions of applicable laws and regulations or the Articles of Association in fulfilling his/her duties, thereby incurring any loss of the Company, the aforementioned shareholders may request to the board of directors in writing to take the legal action at the people's court. In the event when the audit committee or the board of directors declines to take legal action upon receipt of the written request or has not taken action within thirty (30) days from the day of receipt of the written request or has not taken immediate action despite urgent conditions which would cause irreparable damages to the benefits of the Company, shareholders mentioned in the provisions of the previous paragraph have the right to take legal action at the people's court directly in their own names on behalf of the Company. In the event when other parties infringe the legitimate rights and interests of the Company and cause losses to the Company, shareholders mentioned in the provisions of the second paragraph of this Article may take legal action at the people's court in accordance with the provisions of the previous two paragraphs. In the event when directors and senior management personnel of a wholly owned subsidiary of the Company have the circumstances provided for in the first paragraph of this Article, or when others infringe the legitimate rights and interests of a wholly owned subsidiary of the Company, thereby incurring any loss of the wholly owned subsidiary Company, shareholders independently or jointly holding over one percent (1%) of the Company's shares for over one hundred and eighty (180) consecutive days may request to the audit committee or the board of directors of the wholly owned subsidiary in writing for legal action at the people's court or direct legal action at the people's court in their own name in accordance with the provisions of the previous three paragraphs.

Number	Original Articles of Association	Proposed Amendments to the Articles of Association
44	Article 139 The Company shall, in distributing after-tax profits for the current year, provide ten percent (10%) of the profits for legal provident fund of the Company. Where the cumulative amount of the Company's legal provident fund is more than fifty percent (50%) of the Company's registered capital, no further provision is needed. Where the Company's legal provident fund is not sufficient to make up losses in the previous year, profits for the current year shall be first used for making up losses before providing for legal provident fund in accordance with the provisions in the previous section. The Company may also, after providing for legal provident fund from the after-tax profits, provide for discretionary provident fund from the after-tax profits by resolution of the shareholders' meeting. After making up losses and providing for provident fund, the remaining after-tax profits of the Company shall be distributed in accordance with the proportion of shares held by the shareholders. Shares of the Company held by the Company shall not be involved in the distribution of profits. If the Company distributes profits to the shareholders in violation of the provisions of the Company Law and the Articles of Association, shareholders shall return to the Company profits which have been distributed in contrary to the provisions; in the event of any losses to the Company, the shareholders, responsible directors, supervisors, general manager and other senior management personnel shall be liable for compensation.	Article 134 The Company shall, in distributing after-tax profits for the current year, provide ten percent (10%) of the profits for legal provident fund of the Company. Where the cumulative amount of the Company's legal provident fund is more than fifty percent (50%) of the Company's registered capital, no further provision is needed. Where the Company's legal provident fund is not sufficient to make up losses in the previous year, profits for the current year shall be first used for making up losses before providing for legal provident fund in accordance with the provisions in the previous section. The Company may also, after providing for legal provident fund from the after-tax profits, provide for discretionary provident fund from the after-tax profits by resolution of the shareholders' meeting. After making up losses and providing for provident fund, the remaining after-tax profits of the Company shall be distributed in accordance with the proportion of shares held by the shareholders. Shares of the Company held by the Company shall not be involved in the distribution of profits. If the Company or the shareholders' meeting distributes profits to the shareholders in violation of the provisions of the Company Law and the Articles of Association, shareholders shall return to the Company profits which have been distributed in contrary to the provisions; in the event of any losses to the Company, the shareholders, responsible directors, general manager and other senior management personnel shall be liable for compensation.
45	Article 175 The terms "above", "expiry" used herein shall include the given figure whilst the terms "other than", "below", "less than" "under", "exceeding" and "more than" shall exclude the given figure.	Article 170 The term "business day" as used herein shall mean a day on which the Hong Kong Stock Exchange is open for the trading of securities; and the terms "above", "expiry" and "within" used herein shall include the given figure whilst the terms "other than", "below", "less than" "under", "exceeding" and "more than" shall exclude the given figure.
46	The numbers of Articles 91-176 of the original Articles of Association have been adjusted as a result of the adjustments above.	
47	Article 91 and Articles 106-114 of the original Articles of Association have been deleted.	

Number	Original Rules of Procedures of General Meetings	Proposed Amendments to the Rules of Procedures of General Meetings
1	Article 1 In order to maintain legitimate rights and interests of Hainan Meilan International Airport Company Limited (hereinafter referred to as the "**Company**") and its shareholders, define responsibilities and authorities of the general meeting and ensure the general meeting to operate in a regulated, efficient and steady manner and to exercise its powers in accordance with laws, this Rules of Procedures are formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred as the "**Company Law**"), the Securities Law of the People's Republic of China (hereinafter referred to as the "**Securities Law**"), Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises (hereinafter referred to as the "**Administrative Trial Measures**") of the China Securities Regulatory Commission (hereinafter referred to as the "**CSRC**"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "**Listing Rules**") and other relevant laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association of Hainan Meilan International Airport Company Limited (hereinafter referred to as the "**Articles of Association**").	Article 1 In order to maintain legitimate rights and interests of Hainan Meilan International Airport Company Limited (hereinafter referred to as the "**Company**") and its shareholders, define responsibilities and authorities of the general meeting and ensure the general meeting to operate in a regulated, efficient and steady manner and to exercise its powers in accordance with laws, this Rules of Procedures are formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred as the "**Company Law**"), Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises (hereinafter referred to as the "**Administrative Trial Measures**") of the China Securities Regulatory Commission (hereinafter referred to as the "**CSRC**"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "**Listing Rules**") and other relevant laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed (collectively, "**laws and regulations**") and the Articles of Association of Hainan Meilan International Airport Company Limited (hereinafter referred to as the "**Articles of Association**").
2	Article 2 This Rules of Procedures are applicable to the general meeting of the Company and binding on all shareholders of the Company (including shareholders' proxies, same as below), the Company, and its directors, supervisors and senior management personnel and other relevant people attending the general meeting.	Article 2 This Rules of Procedures are applicable to the general meeting of the Company and binding on all shareholders of the Company (including shareholders' proxies, same as below), the Company, and its directors and senior management personnel and other relevant people attending the general meeting.
3	Article 3 The general meetings are divided into annual general meetings and extraordinary general meetings.	Article 3 The general meetings are divided into annual general meetings (the "**Annual General Meeting**", also referred to as the "**AGM**") and extraordinary general meetings (also referred to as the "**EGM**").

Number	Original Rules of Procedures of General Meetings	Proposed Amendments to the Rules of Procedures of General Meetings
4	Article 4 The annual general meeting shall be convened once a year and held within six (6) months of the end of the previous financial year. The extraordinary general meeting is convened on an irregular basis. In any of the following circumstances, the Company shall convene the extraordinary general meeting within two (2) months from the date of occurrence of the fact: 1. The number of directors is less than two thirds (2/3) of the number of directors specified in the Company Law or in the Articles of Association; 2. Uncovered loss of the Company reaches one third (1/3) of its total paid-up share capital; 3. Shareholders individually or collectively holding ten percent (10%) or more of shares in the Company request such a meeting; 4. The board of directors deems it necessary; 5. The supervisory committee proposes such a meeting; 6. When two (2) or more independent non-executive directors propose to convene a meeting; 7. Other circumstances specified by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.	Article 4 The annual general meeting shall be convened once (1) a year and held within six (6) months of the end of the previous financial year. The extraordinary general meeting is convened on an irregular basis. In any of the following circumstances, the Company shall convene the extraordinary general meeting within two (2) months from the date of occurrence of the fact: 1. The number of directors is less than two thirds (2/3) of the number of directors specified in the Company Law or in the Articles of Association; 2. Uncovered loss of the Company reaches one third (1/3) of its total share capital; 3. Shareholders individually or collectively holding ten percent (10%) or more of shares in the Company request such a meeting; 4. The board of directors deems it necessary; 5. The audit committee (also referred to as the "**Audit Committee**", which has the same meaning as the "**Audit Committee**" under the Listing Rules) proposes such a meeting; 6. A proposal to hold such a meeting is approved by a majority of all independent non-executive directors; 7. Other circumstances specified by applicable laws and regulations, the Articles of Association and this Rules of Procedures.

Number	Original Rules of Procedures of General Meetings	Proposed Amendments to the Rules of Procedures of General Meetings
5	Article 5 The Company shall convene the general meeting in strict accordance with relevant laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, the Articles of Association and this Rules of Procedures to ensure that shareholders exercise their rights in accordance with the law. The board of directors of the Company shall earnestly perform its duties, organize the general meeting in a diligent and timely manner. All directors of the Company shall be diligent and conscientious, and ensure that the general meeting is convened successfully and exercises its authorities in accordance with law.	Article 5 The Company shall convene the general meeting in strict accordance with applicable laws and regulations, the Articles of Association and this Rules of Procedures to ensure that shareholders exercise their rights in accordance with the law. The board of directors of the Company shall earnestly perform its duties, call and convene the general meeting in a diligent and timely manner. All directors of the Company shall be diligent and conscientious, and ensure that the general meeting is convened successfully and exercises its authorities in accordance with law.
6	Article 6 All the shareholders of ordinary shares of the Company or their proxies who are registered on the record date have the right to attend the general meeting, and has the right to know, the right to speak, the right of interpellation, voting rights and other rights in accordance with laws, and the Company and the convenor and chairman (also known as the chairman of the meeting) of the general meeting shall not refuse for any reason whatsoever. Shareholders or their proxies present at the general meeting shall abide by relevant laws, administrative regulations, departmental rules, normative documents, the securities regulatory rules of the place where the Company's shares are listed, the Articles of Association and this Rules of Procedures, consciously maintain order at the meeting and shall not infringe upon legitimate rights and interests of the other shareholders.	Article 6 All the shareholders of ordinary shares of the Company or their proxies who are registered on the record date have the right to attend the general meeting, and has the right to know, the right to speak, the right of interpellation, voting rights and other rights in accordance with laws, and the Company and the convenor and chairman (also known as the "**chairman of the meeting**") of the general meeting shall not refuse for any reason whatsoever. Shareholders or their proxies present at the general meeting shall abide by applicable laws and regulations, the Articles of Association and this Rules of Procedures, consciously maintain order at the meeting and shall not infringe upon legitimate rights and interests of the other shareholders.
7	Article 7 The secretary to the board of directors of the Company is responsible for preparation for and organization of the convening of the general meeting.	Article 7 The secretary to the board of directors of the Company is responsible for preparation for and organization of the convening of the general meeting.
8	Article 8 The general meeting shall be convened in an unostentatious and simple manner, without conferring any extra benefits to shareholders and their proxies present at the meeting.	Article 8 The general meeting shall be convened in an unostentatious and simple manner, without conferring any extra benefits to shareholders and their proxies present at the meeting.
9	Article 9 The general meeting is the highest power organ of the Company and exercises its powers in accordance with the Company Law and other laws, administrative regulations, departmental rules, normative documents, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.	Article 9 The general meeting is the highest power organ of the Company and exercises its powers in accordance with the Company Law and other applicable laws and regulations and the Articles of Association.

Number	Original Rules of Procedures of General Meetings	Proposed Amendments to the Rules of Procedures of General Meetings
10	Article 10 The general meeting shall consider issues which shall be decided and approved by the general meeting as specified by applicable laws, administrative regulations, departmental rules, normative documents, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, which may not be exercised by the board of directors or other organs or individuals on its behalf in the form of authorization.	Article 10 The general meeting shall consider issues which shall be decided and approved by the general meeting as specified by applicable laws and regulations and the Articles of Association, which may not be exercised by the board of directors or other organs or individuals on its behalf in the form of authorization.
11	Article 11 In addition to the matters mentioned in the preceding Article, a general meeting may authorize or delegate to the board of directors and/or the persons authorized by the board of directors such matters as it may authorize or delegate, provided that it does not violate applicable laws, administrative regulations and mandatory provisions of the securities regulatory rules of the place where the Company's shares are listed.	Article 11 In addition to the matters mentioned in the preceding Article, a general meeting may authorize or delegate to the board of directors and/or the persons authorized by the board of directors such matters as it may authorize or delegate, provided that it does not violate applicable laws and regulations.
12	Article 12 The board of directors shall convene a general meeting on time within the period stipulated in Article 4 of this Rules of Procedures.	Article 12 The board of directors shall convene a general meeting on time within the period stipulated in Article 4 of this Rules of Procedures.
13	Article 13 Independent non-executive directors have the right to propose the board of directors to convene the extraordinary general meeting, and the independent non-executive directors shall propose in writing to the board of directors when they propose to convene an extraordinary general meeting. Where independent non-executive directors request convening the extraordinary general meeting, the board of directors shall, in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, respond in writing as to whether it agrees or disagrees to convene the extraordinary general meeting within ten (10) days of its receipt of such proposal. Where the board of directors agrees to convene the extraordinary general meeting, it shall give the notice of the general meeting within five (5) days of such resolution of the board of directors. Where the board of directors disagrees to convene the extraordinary general meeting, it shall give its reasons in writing and, where applicable, make an announcement in accordance with the securities regulatory rules of the place where the Company's shares are listed.	Article 13 With the approval of a majority of all independent non-executive directors, independent non-executive directors have the right to propose the board of directors to convene the extraordinary general meeting, and the independent non-executive directors shall propose in writing to the board of directors when they propose to convene an extraordinary general meeting. Where independent non-executive directors request convening the extraordinary general meeting, the board of directors shall, in accordance with applicable laws and regulations and the Articles of Association, respond in writing as to whether it agrees or disagrees to convene the extraordinary general meeting within ten (10) days of its receipt of such proposal. Where the board of directors agrees to convene the extraordinary general meeting, it shall give the notice of the general meeting within five (5) days of such resolution of the board of directors. Where the board of directors disagrees to convene the extraordinary general meeting, it shall give its reasons in writing and, where applicable, make an announcement in accordance with the securities regulatory rules of the place where the Company's shares are listed.

Number	Original Rules of Procedures of General Meetings	Proposed Amendments to the Rules of Procedures of General Meetings
14	Article 14 The supervisory committee has the right to propose to the board of directors to convene the extraordinary general meeting, and shall submit such proposal to the board of directors in writing. The board of directors shall, in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, respond in writing as to whether it agrees or disagrees to convene the extraordinary general meeting within ten (10) days of its receipt of such proposal. Where the board of directors agrees to convene the extraordinary general meeting, it shall give the notice of the general meeting within five (5) days of such board resolution. Where such notice changes the original proposal, the consent of the supervisory committee shall be obtained. Where the board of directors disagrees to convene the extraordinary general meeting, or fails to respond to the proposal within ten (10) days of its receipt, it shall be deemed that the board of directors is unable to or fails to perform its duty of convening the general meeting, in which case the supervisory committee may convene and chair the meeting.	Article 14 Where the audit committee proposes to the board of directors to convene an extraordinary general meeting, it shall submit such proposal to the board of directors in writing. The board of directors shall, in accordance with applicable laws and regulations and the Articles of Association, respond in writing as to whether it agrees or disagrees to convene the extraordinary general meeting within ten (10) days of its receipt of such proposal. Where the board of directors agrees to convene the extraordinary general meeting, it shall give the notice of the general meeting within five (5) days of such board resolution. Where such notice changes the original proposal, the consent of the audit committee shall be obtained. Where the board of directors disagrees to convene the extraordinary general meeting, or fails to respond to the proposal in writing within ten (10) days of its receipt, it shall be deemed that the board of directors is unable to or fails to perform its duty of convening the general meeting, in which case the audit committee may convene and chair the meeting.

Number	Original Rules of Procedures of General Meetings	Proposed Amendments to the Rules of Procedures of General Meetings
15	Article 15 Shareholders individually or collectively holding ten percent (10%) or more shares in the Company have the right to request the board of directors to convene the extraordinary general meeting, and shall submit such request to the board of directors in writing. The board of directors shall, in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, respond in writing as to whether it agrees or disagrees to convene the extraordinary general meeting within ten (10) days of its receipt of such request. Where the board of directors agrees to convene the extraordinary general meeting, it shall give the notice of the general meeting within five (5) days of such board resolution. Where such notice changes the original request, the consent of relevant shareholders shall be obtained. Where laws, administrative regulations, departmental rules and the securities regulatory rules of the place where the Company's shares are listed provide otherwise, such provisions shall prevail. Where the board of directors disagrees to convene the extraordinary general meeting, or fails to respond to the request within ten (10) days of its receipt, shareholders individually or collectively holding ten percent (10%) or more shares in the Company have the right to propose the supervisory committee to convene the extraordinary general meeting and submit such request to the supervisory committee in writing. Where the supervisory committee agrees to convene the extraordinary general meeting, it shall give the notice of the general meeting within five (5) days of its receipt of the request. Where such notice changes the original request, the consent of relevant shareholders shall be obtained. Where the supervisory committee fails to give the notice of the general meeting within the above time period, it shall be deemed that the supervisory committee does not convene and chair the general meeting, in which case shareholders individually or collectively holding ten percent (10%) or more shares in the Company for ninety (90) days consecutively may convene and chair the meeting.	Article 15 Shareholders individually or collectively holding ten percent (10%) or more shares in the Company have the right to request the board of directors to convene the extraordinary general meeting, and shall submit such request to the board of directors in writing. The board of directors shall, in accordance with applicable laws and regulations and the Articles of Association, respond in writing as to whether it agrees or disagrees to convene the extraordinary general meeting within ten (10) days of its receipt of such request. Where the board of directors agrees to convene the extraordinary general meeting, it shall give the notice of the general meeting as soon as possible after the board resolution is made. Where such notice changes the original request, the consent of relevant shareholders shall be obtained. Where applicable laws and regulations provide otherwise, such provisions shall prevail. Where the board of directors disagrees to convene the extraordinary general meeting, or fails to respond to the request within ten (10) days of its receipt, shareholders individually or collectively holding ten percent (10%) or more shares in the Company have the right to propose the audit committee to convene the extraordinary general meeting and submit such request to the audit committee in writing. The audit committee shall, in accordance with applicable laws and regulations and the Articles of Association, decide within ten (10) days of receiving the written request whether to convene the extraordinary general meeting and provide a written response to the shareholders. Where the audit committee agrees to convene the extraordinary general meeting, it shall give the notice of the general meeting as soon as possible after the audit committee resolution is made. Where such notice changes the original request, the consent of relevant shareholders shall be obtained. Where the audit committee does not agree to convene the extraordinary general meeting, or fails to make a decision on whether to convene the meeting within ten (10) days of receiving the written request, or fails to provide a written response to the shareholders, it shall be deemed that the audit committee does not convene and chair the extraordinary general meeting, in which case shareholders individually or collectively holding ten percent (10%) or more shares in the Company for ninety (90) days consecutively may convene and chair the extraordinary general meeting. The procedures for convening such a meeting shall, to the extent possible, be identical to those for convening a general meeting by the board of directors.

Number	Original Rules of Procedures of General Meetings	Proposed Amendments to the Rules of Procedures of General Meetings
16	Article 16 Where shareholders or the supervisory committee decides to call the general meeting, it shall, in accordance with applicable laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, file with the securities regulatory authority of the place where the Company is registered and the stock exchange where the Company's shares are listed (if applicable). Where the shareholder calls a general meeting on his own, before announcing of the resolution of the general meeting, the shareholder who calls the meeting shall hold ten (10%) or more shares in the Company. Before giving the notice of the general meeting and announcing the resolution of the general meeting, the supervisory committee and the shareholder who calls the meeting shall, in accordance with applicable laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, file relevant supporting materials to the securities regulatory authority of the place where the Company is registered and the stock exchange where the Company's shares are listed.	Article 16 Where the audit committee decides or shareholders decide to call the general meeting, it/they shall, in accordance with applicable laws and regulations, file with the securities regulatory authority of the place where the Company is registered and the stock exchange where the Company's shares are listed (if applicable). Where the shareholder calls a general meeting on his own, before announcing of the resolution of the general meeting, the shareholder who calls the meeting shall hold ten (10%) or more shares in the Company. Before giving the notice of the general meeting and announcing the resolution of the general meeting, the audit committee and the shareholder who calls the meeting shall, in accordance with applicable laws and regulations, file relevant supporting materials to the securities regulatory authority of the place where the Company is registered and the stock exchange where the Company's shares are listed (where applicable).
17	Article 17 Where shareholders or the supervisory committee decides to convene the general meeting, the board of directors and the secretary to the board of directors shall offer assistance. The board of directors shall provide the share register of the Company. Where the board of directors does not provide the share register of the Company, the convenor may apply to the securities registration and clearing institution for obtaining it by holding the relevant announcement of the notice of convening the general meeting. The register of the Company obtained by the convenor shall not be used for any purpose other than the convening of a general meeting.	Article 17 Where the audit committee decides or shareholders decide to convene the general meeting, the board of directors and the secretary to the board of directors shall offer assistance. The board of directors shall provide the share register of the Company as at the record date. Where the board of directors does not provide the share register of the Company, the convenor may apply to the securities registration and clearing institution for obtaining it by holding the relevant announcement of the notice of convening the general meeting. The register of the Company obtained by the convenor shall not be used for any purpose other than the convening of a general meeting.
18	Article 18 Where shareholders or the supervisory committee convenes a general meeting, expenses necessary for the meeting shall be borne by the Company.	Article 18 Where the audit committee convenes or shareholders convene a general meeting, expenses necessary for the meeting shall be borne by the Company.
19	Article 19 The proposal of the general meeting refers to proposals for discussion on issues to be considered at the general meeting.	Article 19 The proposal of the general meeting refers to proposals for discussion on issues to be considered at the general meeting.

Number	Original Rules of Procedures of General Meetings	Proposed Amendments to the Rules of Procedures of General Meetings
20	Article 20 The contents of the proposal shall fall within the scope of powers of the general meeting, have definite theme and specific issue for resolution, and comply with relevant provisions of laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.	Article 20 The contents of the proposal shall fall within the scope of powers of the general meeting, have definite theme and specific issue for resolution, and comply with applicable laws and regulations and the Articles of Association.
21	Article 21 When the Company convenes a general meeting, the board of directors, the supervisory committee, and shareholders who individually or collectively hold three percent (3%) or more of the Company's shares shall have the right to submit proposals for the general meeting.	Article 21 When the Company convenes a general meeting, the board of directors, the audit committee, and shareholders who individually or collectively hold one percent (1%) or more of the Company's shares shall have the right to submit proposals for the general meeting.
22	Article 22 Shareholders individually or collectively holding three percent (3%) or more of total voting shares in the Company has the right to submit extemporaneous proposal to the convener in writing ten (10) days before the general meeting is convened. The convener shall, within two (2) days of its receipt of the proposal, give the supplementary notice of the general meeting and announce the contents of the extemporaneous proposal. If the securities regulatory rules of the place where the Company's shares are listed provide otherwise, the provisions thereof shall be satisfied at the same time. Except the circumstances provided in the preceding paragraph or the securities regulatory rules of the place where the Company's shares are listed, after giving the notice of the general meeting, the convener shall not revise any proposal listed in or add any new proposal to the notice of the general meeting. The general meeting shall not vote and resolve on any proposal which is not listed on the notice of the general meeting, or does not comply with provisions of Article 20 of this Rules of Procedures.	Article 22 Shareholders individually or collectively holding one percent (1%) or more of the Company's shares shall have the right to submit extemporaneous proposal to the convener in writing ten (10) days before the general meeting is convened. Upon receipt of the proposal, the convener shall, in accordance with applicable laws and regulations, give the supplementary notice of the general meeting and announce the contents of the extemporaneous proposal. The convener shall also, in accordance with applicable laws and regulations, submit the extemporaneous proposal to the general meeting for consideration, except where the extemporaneous proposal violates laws, administrative regulations or the Articles of Association or falls outside the scope of the terms of reference of the general meeting. To comply with applicable laws and regulations, the convener may postpone the relevant meeting. If the securities regulatory rules of the place where the Company's shares are listed provide otherwise, the provisions thereof shall be satisfied at the same time. Except the circumstances provided in the preceding paragraph or the securities regulatory rules of the place where the Company's shares are listed, after giving the notice of the general meeting, the convener shall not revise any proposal listed in or add any new proposal to the notice of the general meeting. The general meeting shall not vote and resolve on any proposal which is not listed on the notice of the general meeting, or does not comply with provisions of Article 20 of this Rules of Procedures.

Number	Original Rules of Procedures of General Meetings	Proposed Amendments to the Rules of Procedures of General Meetings
23	Article 23 Where the supervisory committee or shareholders holding ten percent (10%) or more of total voting shares in the Company requests to convene the extraordinary general meeting, whether or not the general meeting is called by the board of directors, the requestor shall be responsible for raising proposals which comply with provisions of Article 20 of this Rules of Procedures.	Article 23 Where the audit committee or shareholders holding ten percent (10%) or more of the Company's shares requests to convene the extraordinary general meeting, whether or not the general meeting is called by the board of directors, the requestor shall be responsible for raising proposals which comply with provisions of Article 20 of this Rules of Procedures.
24	Article 24 The annual general meeting shall at least consider the following proposals: 1. The previous annual report of the board of directors, including investment plan and operating strategy for the next year; 2. The previous annual report of the supervisory committee; 3. The audited financial settlement plan of the Company for the previous year; 4. The profit distribution plan of the Company for the previous year; 5. Engagement or dismiss of the accounting firm. 6. Other proposals that shall be submitted to the annual general meeting for deliberation as stipulated in laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.	Article 24 The annual general meeting shall at least consider the following proposals: 1. The previous annual report of the board of directors; 2. The audited financial statements of the Company and its subsidiaries for the previous year; 3. The profit distribution plan of the Company for the previous year; 4. Engagement or dismissal of the accounting firm; 5. Other proposals that shall be submitted to the annual general meeting for deliberation as stipulated in applicable laws and regulations and the Articles of Association.
25	Article 25 Where the supervisory committee or shareholders individually or collectively holding ten percent (10%) or more of total voting shares in the Company request, in accordance with Article 14 and Article 15 of this Rules of Procedures to convene the extraordinary general meeting, written requirements in the same format and with the same contents may be signed in one or more counterparts to state the issues of the meeting, at the mean time, the proposals meeting requirements of this Rules of Procedures may be submitted to the board of directors.	Article 25 Where the audit committee or shareholders individually or collectively holding ten percent (10%) or more of the Company's shares request, in accordance with Article 14 and Article 15 of this Rules of Procedures to convene the extraordinary general meeting, written requirements in the same format and with the same contents may be signed in one or more counterparts to state the issues of the meeting, at the mean time, the proposals meeting requirements of this Rules of Procedures may be submitted to the board of directors.

Number	Original Rules of Procedures of General Meetings	Proposed Amendments to the Rules of Procedures of General Meetings
26	Article 26 The notice of the general meeting shall be given by the convener of the meeting. Conveners of the meeting include, as applicable, the board of directors, the supervisory committee, and shareholders individually or collectively holding ten percent (10%) or more of total voting shares in the Company for ninety (90) days consecutively.	Article 26 The notice of the general meeting shall be given by the convener of the meeting. Conveners of the meeting include, as applicable, the board of directors, the audit committee, and shareholders individually or collectively holding ten percent (10%) or more of the Company's shares for ninety (90) days consecutively.
27	Article 27 When the Company convenes a general meeting, the convenor of the meeting shall give a written notice of the meeting twenty-one (21) natural days (excluding the date on which the meeting is convened) prior to the convening of the annual general meeting and fifteen (15) natural days (excluding the date on which the meeting is convened) prior to the convening of the extraordinary general meeting, informing all shareholders of record of the matters to be considered as well as the time and venue of the meeting. Where laws, administrative regulations, departmental rules and securities regulatory rules of the place where the Company's shares are listed stipulate otherwise in respect of the notice period for a general meeting, such stipulations shall apply.	Article 27 When the Company convenes a general meeting, the convenor of the meeting shall notify shareholders of the meeting by way of an announcement twenty (20) business days (excluding the date on which the meeting is convened) prior to the convening of the annual general meeting and fifteen (15) days or ten (10) business days (whichever is the longer) (excluding the date on which the meeting is convened) prior to the convening of the extraordinary general meeting. Where the Listing Rules stipulate a notice period for convening a general meeting, such stipulations shall also apply.

Number	Original Rules of Procedures of General Meetings	Proposed Amendments to the Rules of Procedures of General Meetings
28	Article 28 The notice of the general meeting shall include the following contents: 1. Time, venue and time frame of the meeting; 2. Issues and proposals (motions) submitted to the meeting for consideration; 3. Conspicuously state as follows: All shareholders of ordinary shares may attend the meeting in person and may authorize his/her proxy to attend and vote at the meeting in writing. The shareholder's proxy does not have to be a shareholder of the Company; 4. The record date of the shareholder entitled to attend the general meeting; The interval between the record date and the date of the meeting shall be no more than seven (7) business days. Once the record date is confirmed, it may not be changed. If there are special provisions in the securities regulatory rules of the place where the Company's shares are listed, such provisions shall apply to the extent that they do not contravene the Company Law, the Securities Law and the Administrative Trial Measures. 5. Voting time and voting procedure by Internet or other means (if any);	Article 28 The notice of the general meeting shall include the following contents: 1. Venue, date and time of the meeting; 2. Issues and proposals (motions) submitted to the meeting for consideration; 3. Conspicuously state as follows: Shareholders entitled to attend and vote at the meeting are entitled to appoint one (1) or more proxies to attend and vote at the meeting on their behalf, and such proxies need not be shareholders; 4. The record date of the shareholder entitled to attend the general meeting; the interval between the record date and the meeting date shall comply with the relevant provisions of applicable laws and regulations; 5. It shall provide shareholders with information and explanations necessary for them to make informed decisions on matters to be considered. This principle includes (but is not limited to) providing the specific terms and conditions of the proposed transaction and any contracts, where applicable, when the Company proposes a merger, share repurchase, capital restructuring or other reorganization, and offering a thorough explanation of its reasons and consequences;

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	6. Other requirements stipulated in applicable laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association. The notice and supplementary notice of the general meeting shall contain the contents required by the Listing Rules and the Articles of Association, and disclose full contents of all proposals in an adequate and complete manner. Where the issue to be discussed requires opinions from independent non-executive directors, the said opinions and reasons shall also be disclosed in the notice or supplementary notice of the general meeting.	6. Where any director, general manager or other senior management personnel has a material interest in a matter to be considered at a general meeting, the nature and extent of such an interest shall be disclosed. Where the matter to be considered affects the director, general manager or other senior management personnel as a shareholder differently than it affects other shareholders of the same class, the nature of such a difference shall be explained. 7. The full text of any special resolutions proposed for adoption at the meeting; 8. The time and location for the delivery of the power of attorney for the meeting; 9. Name and phone number of the permanent contact person for the meeting; 10. Other contents as stipulated in applicable laws and regulations and the Articles of Association. The notice and supplementary notice of the general meeting shall contain the contents required by the Listing Rules and the Articles of Association, and disclose full contents of all proposals in an adequate and complete manner. Where the issue to be discussed requires opinions from independent non-executive directors, the said opinions and reasons shall also be disclosed in the notice or supplementary notice of the general meeting.

Number	Original Rules of Procedures of General Meetings	Proposed Amendments to the Rules of Procedures of General Meetings
29	Article 29 Where the general meeting plans to discuss issues on election of directors and supervisors, the notice of the general meeting shall adequately disclose particulars of director candidates and supervisor candidates, including but not limited to the following: 1. Personal data including educational background, work experience and concurrent posts; 2. Whether he/she is an affiliate of the Company, or controlling shareholder and effective controller of the Company; 3. His/her shareholding in the Company; 4. Whether he/she has ever been punished by CSRC and other relevant authorities and the stock exchange; 5. Other matters required to be disclosed under the Listing Rules.	Article 29 Where the general meeting plans to discuss issues on election of directors (other than that of employee directors), the notice of the general meeting shall adequately disclose particulars of director candidates, including but not limited to the following: 1. Personal data including educational background, work experience and concurrent posts; 2. Whether he/she is an affiliate of the Company, or controlling shareholder and effective controller of the Company; 3. His/her shareholding in the Company; 4. Other matters required to be disclosed under the Listing Rules.
30	Article 30 After the notice of meeting has been issued, the convenor of the meeting shall not propose new motions on matters not set out in the notice of meeting, unless otherwise provided by applicable laws, administrative regulations, departmental rules or securities regulatory rules of the place where the Company's shares are listed.	Article 30 After the notice of meeting has been issued, the convenor of the meeting shall not propose new motions on matters not set out in the notice of meeting, unless otherwise provided by applicable laws and regulations.
31	Article 31 After the notice of a general meeting has been issued, the venue where the on-site meeting of the general meeting is to be held shall not be changed without justifiable reasons. In the event that a change is necessary, the convenor shall make an announcement prior to the date of the on-site meeting in accordance with the applicable laws, administrative regulations, departmental rules and the securities regulatory rules of the place where the Company's shares are listed and state the reasons therefor.	Article 31 After the notice of a general meeting has been issued, the venue where the on-site meeting of the general meeting is to be held shall not be changed without justifiable reasons. In the event that a change is necessary, the convenor shall make an announcement prior to the date of the on-site meeting in accordance with applicable laws and regulations and state the reasons therefor.

Number	Original Rules of Procedures of General Meetings	Proposed Amendments to the Rules of Procedures of General Meetings
32	Article 32 After the convener of the meeting issues the notice of convening the general meeting, it shall not be postponed or cancelled without justifiable reasons, and the proposals listed in the notice of the general meeting shall not be cancelled. In the event of a postponement or cancellation of a general meeting, the convener of the meeting shall make an announcement and state the reasons at least two (2) business days before the original date of the general meeting.	Article 32 After the convener of the meeting issues the notice of convening the general meeting, the general meeting shall not be postponed or cancelled without justifiable reasons, and the proposals listed in the notice of the general meeting shall not be cancelled. In the event of a postponement or cancellation of a general meeting, the convener of the meeting shall make an announcement and state the reasons at least two (2) business days before the original date of the general meeting. However, where the Listing Rules provide otherwise, such provisions shall prevail.
33	Article 33 Where the Company postpones the general meeting, the record date of shareholders having the right to attend the general meeting specified in the original notice shall not be altered; provided that where otherwise provided in the applicable laws, administrative regulations, departmental rules or securities regulatory rules of the place where the Company's shares are listed, the provisions thereof shall apply.	Article 33 Where the Company postpones the general meeting, the record date of shareholders having the right to attend the general meeting specified in the original notice shall not be altered; provided that where otherwise provided in applicable laws and regulations, the provisions thereof shall apply.
34	Article 34 The Company shall, in accordance with requirements of securities regulatory rules of the place where the Company's shares are listed, publicize relevant data on the meeting on the website of the stock exchange where the Company's shares are listed and the website of the Company before the general meeting is convened.	Article 34 The Company shall, in accordance with requirements of securities regulatory rules of the place where the Company's shares are listed, publicize relevant data on the meeting on the website of the stock exchange where the Company's shares are listed and the website of the Company before the general meeting is convened.
35	Article 35 All common shareholders or their proxies registered on the record date shall have the right to attend the general meeting, and the Company and the convenor shall not reject for any reason. Shareholders may attend the general meeting in person and exercise their voting rights, or they may appoint a proxy (who may not be a shareholder) to attend on their behalf and exercise their voting rights within the scope of authorization. Directors, supervisors and the secretary to the board of directors shall attend the meeting and the general manager and other senior management personnel of the Company shall attend the meeting; and the lawyer and accountant personnel engaged by and other people invited by the Company may also attend the meeting. In order to maintain seriousness and normal order at the general meeting, the Company has the right to refuse any person other than the persons for meeting affairs and foregoing people to enter the venue.	Article 35 All common shareholders or their proxies registered on the record date shall have the right to attend the general meeting, and the Company and the convenor shall not reject for any reason. Shareholders may attend the general meeting in person and exercise their voting rights, or they may appoint a proxy (who may not be a shareholder) to attend on their behalf and exercise their voting rights within the scope of authorization. Where a general meeting requires the attendance of directors and senior management personnel, such directors and senior management personnel shall attend and answer shareholders' inquiries. Lawyers and accountants who are either engaged by the Company or appointed by Computershare Hong Kong Investor Services Limited to be present at the venue and conduct the vote-counting process, as well as other persons invited by the Company, may also attend the meeting. In order to maintain seriousness and normal order at the general meeting, the Company has the right to refuse any person other than the persons for meeting affairs and foregoing people to enter the venue.

Number	Original Rules of Procedures of General Meetings	Proposed Amendments to the Rules of Procedures of General Meetings
36	Article 36 The Company shall prepare the attendee roster of the general meeting which shall be signed by the attendees. The attendee roster shall indicate the following information: name of the attendee (or company name), identity certificate number, address of residence, number of voting shares held or represented by him/her and name of the principal (or company name).	Article 36 The Company shall prepare the attendee roster of the general meeting which shall be signed by the attendees. The attendee roster shall indicate the name of the attendee (or company name) and other information.
37	Article 37 A shareholder shall appoint a proxy (who may not be a shareholder) in writing. The power of attorney issued by a shareholder to appoint another person to attend the general meeting shall contain the following contents: 1. Name of proxy; 2. Whether the proxy has voting rights; 3. Instructions to vote for, against or abstain on each item to be considered on the agenda of a general meeting; 4. Whether it has the right to vote on the provisional proposals that may be included in the agenda of the general meeting; 5. Date of issue and expiry of authorization letter;	Article 37 A shareholder shall appoint a proxy (who may not be a shareholder) in writing. The power of attorney issued by a shareholder to appoint another person to attend the general meeting shall contain the following contents: 1. Name of the proxy; 2. Name of the principal and the nature and number of shares of the Company held by the principal; 3. Specific instructions by the shareholder to vote for, against or abstain on each item to be considered on the agenda of a general meeting etc; 4. Date of issue and expiry of the power of attorney; 5. The signature (or seal) of the principal. If the principal is a corporate shareholder, the seal of the corporate entity shall be affixed or such instrument shall be signed by a person duly authorised by it.

Number	Original Rules of Procedures of General Meetings	Proposed Amendments to the Rules of Procedures of General Meetings
	6. The signature (or seal) of the proxy. If the proxy is a corporate shareholder, the seal of the corporate entity shall be affixed; 7. Where there are several proxies on shareholders' behalf, the power of attorney shall indicate the number of shares represented by each shareholder's proxy. The proxy shall indicate whether the shareholder's proxy may vote as he wishes if the shareholder does not give specific instructions. Where the power of attorney for voting is signed by another person authorized by the principal, the authority or other authorization documents under which the power of attorney is signed shall be notarized. The notarized authority or other authorization documents, and the power of attorney for voting shall be deposited at the domicile of the Company or any other place specified in the notice of the meeting. Where the principal is a corporation, its duly authorized representative, or the person authorized by resolutions of the board of directors or other decision making organs shall attend the general meeting of the Company and exercise shareholders' rights.	Where there are several proxies on shareholders' behalf, the power of attorney shall indicate the number of shares represented by each shareholder's proxy. Any proxy form issued by the board of directors of the Company to shareholders for appointing proxies shall allow shareholders to freely choose to instruct their proxies to vote for, against, or abstain at the general meeting, and to provide separate instructions for each matter on the meeting's agenda to be voted on. The power of attorney shall indicate that the shareholder's proxy may vote as he wishes if the shareholder does not give specific instructions. The proxy form shall state that, where the shareholder has not instructed the proxy on how to vote on a particular resolution, the proxy may decide whether to vote on it and, if he decides to do so, he may decide how to vote on it. The power of attorney for voting shall be deposited at the domicile of the Company or any other place specified in the notice of the meeting at least twenty-four (24) hours prior to the commencement of the relevant meeting or at least twenty-four (24) hours prior to the appointed time of voting. Where the power of attorney for voting is signed by another person authorized by the principal, the authority or other authorization documents under which the power of attorney is signed shall be notarized. The notarized authority or other authorization documents, and the power of attorney for voting shall be deposited at the domicile of the Company or any other place specified in the notice of the meeting. Where the principal is a corporation, its legal representative or a person authorised by a resolution of its board of directors or other decision-making body shall attend the Company's general meeting as the principal's proxy and exercise shareholders' rights. For the purposes of this Rules of Procedures, the attendance of the proxy at the meeting or any action taken by the proxy at the meeting shall be deemed to constitute the principal's own attendance at the meeting or (as applicable) the principal's own action. A corporate shareholder may appoint a proxy by executing a proxy form through its duly authorised personnel.

Number	Original Rules of Procedures of General Meetings	Proposed Amendments to the Rules of Procedures of General Meetings
38	Article 38 The convener and the lawyer shall jointly verify the legitimacy of the shareholder's qualifications according to the register of the Company provided by the securities registration and clearing institution, and register the name of the shareholder and the number of shares with voting rights held by the shareholder. The registration of the meeting shall be terminated until the chairman of the meeting announces the number of shareholders and proxies present at the meeting and the total number of their shares with voting right. Natural person shareholders present at the meeting in person shall present his/her own identity card or other valid documents or certificates that can indicate his/her identity and stock account card. Where he/she appoints a proxy to attend the meeting, the authorized proxy shall present his/her own identity certificate and the power of attorney by the shareholder. A corporate shareholder shall have a authorized representative or a proxy appointed by the authorized representative to attend and vote at the meeting. Where its authorized representative attend the meeting, he/she shall present his/her own identity card and valid certificate proving its qualification as the authorized representative; where the proxy is appointed to attend the meeting, the authorized proxy shall present his/her own identity card, and the power of attorney in writing issued according to law by the board of directors or other decision making organs of the corporate shareholder (or their duly authorized personnel). If such shareholder is a recognized clearing house (or its proxy) within the meaning of the Listing Rules or the relevant ordinances from time to time enacted in Hong Kong, it may authorize such person or persons as it thinks fit to act as its representative(s) at any general meeting; provided that, if more than one person is so authorized, the power of attorney shall specify the number and class of shares in respect of which each of such persons is so authorized. The power of attorney shall be signed by an authorized officer of the recognized clearing house. A person so authorized may represent a recognized clearing house (or its proxy) to attend a meeting (without having to produce evidence of shareholding, notarized authorization and/or further evidence of formal authorization) to exercise the powers of attending and voting (including the right to speak and vote) as if such person were an individual shareholder of the Company.	Article 38 The convener and the lawyer shall jointly verify the legitimacy of the shareholder's qualifications according to the register of the Company provided by the securities registration and clearing institution, and register the name of the shareholder and the number of shares with voting rights held by the shareholder. The registration of the meeting shall be terminated until the chairman of the meeting announces the number of shareholders and proxies present at the meeting and the total number of their shares with voting right. Natural person shareholders present at the meeting in person shall present his/her own identity card or other valid documents or certificates that can indicate his/her identity. Where he/she appoints a proxy to attend the meeting, the authorized proxy shall present his/her own identity certificate and the power of attorney by the shareholder (unless such power of attorney has been deposited with the Company in advance in accordance with Article 37 of the Rules of Procedures). A corporate shareholder shall have an authorized representative or a proxy appointed by the authorized representative to attend the meeting. Where its authorized representative attend the meeting, he/she shall present his/her own identity card and valid certificate proving its qualification as the authorized representative; where a proxy is appointed to attend the meeting, the proxy shall present his/her own identity card and the power of attorney in writing issued according to law by the corporate shareholder (unless such power of attorney has been deposited with the Company in advance in accordance with Article 37 of the Rules of Procedures, and except for a shareholder which is a recognized clearing house as defined in the Securities and Futures Ordinance of Hong Kong or the relevant regulations in effect from time to time ("**recognized clearing house**") or its proxy). If such shareholder is a recognized clearing house (or its proxy), it may authorize such person or persons as it thinks fit to act as its representative(s) at any general meeting; provided that, if more than one person is so authorized, the power of attorney shall specify the number and class of shares in respect of which each of such persons is so authorized. The power of attorney shall be signed by an authorized officer of the recognized clearing house. A person so authorized may represent a recognized clearing house (or its proxy) to attend a meeting (without having to produce evidence of shareholding, notarized authorization and/or further evidence of formal authorization) and shall enjoy the same statutory rights as other shareholders (including the right to speak and vote) as if such person were an individual shareholder of the Company.

Number	Original Rules of Procedures of General Meetings	Proposed Amendments to the Rules of Procedures of General Meetings
39	Article 39 The Company may convene the general meeting at its domicile or such other specific place as notified by the general meeting. The general meeting shall have a venue and be convened in the form of onsite meeting. Subject to applicable laws, administrative regulations, departmental rules and the securities regulatory rules of the place where the Company's shares are listed, the Company may, through safe, economic and convenient network or other method, provide convenience for shareholders attending the meeting. Shareholders attending the general meeting through the foregoing way shall be deemed to have attended the meeting. Where the Company convenes the general meeting through network or other method, it shall clearly indicate the time and procedures of voting through network or other method in the notice of the general meeting.	Article 39 The Company may convene the general meeting at its domicile or such other specific place as stated in the notice of the general meeting. The general meeting shall have a venue and be convened in the form of onsite meeting. Subject to applicable laws and regulations, the Company may, through safe, economic and convenient network or other method, provide convenience for shareholders attending the meeting. Shareholders attending the general meeting through the foregoing way shall be deemed to have attended the meeting. Where the Company convenes the general meeting through network or other method, it shall clearly indicate the time and procedures of voting through network or other method in the notice of the general meeting.
40	Article 40 The board of directors and other convenor shall take necessary measures to ensure the normal order of the general meeting. With respect to acts of disrupting general meetings, picking quarrels and provoking trouble and infringing upon the lawful rights and interests of shareholders, measures shall be taken to stop such acts and report to the relevant departments for investigation in a timely manner.	Article 40 The board of directors and other convenor shall take necessary measures to ensure the normal order of the general meeting. With respect to acts of disrupting general meetings, picking quarrels and provoking trouble and infringing upon the lawful rights and interests of shareholders, measures shall be taken to stop such acts and report to the relevant departments for investigation in a timely manner.

Number	Original Rules of Procedures of General Meetings	Proposed Amendments to the Rules of Procedures of General Meetings
41	Article 41 The general meeting shall be chaired by the chairman of the board of directors. Where the chairman of the board of directors cannot or does not perform the duty, the meeting shall be chaired by the vice chairman of the board of directors. Where the vice chairman of the board of directors cannot or does not perform the duty either, the meeting shall be chaired by the director elected by more than 50% of directors. Where the general meeting is called by the supervisory committee, the chairman of the supervisory committee shall chair the meeting. Where the chairman of the supervisory committee cannot or does not perform the duty, the meeting shall be chaired by the supervisor elected by more than 50% of supervisors. Where the general meeting is called by the shareholders, the convener shall recommend a representative to chair the meeting. In the course of the general meeting, where meeting cannot proceed because the chairman of the meeting violates this Rules of Procedures, within the consent of 50% or more shareholders with voting rights present at the general meeting, the general meeting may elect another chairman to proceed with the meeting. If, for any reason, it is not possible to elect a chairman for a general meeting, the shareholders (including the shareholders' proxies) present at the meeting holding the largest number of shares with voting rights shall act as the chairman of the meeting.	Article 41 The general meeting shall be chaired by the chairman of the board of directors, who shall also act as the chairman of the meeting. Where the chairman of the board of directors cannot or does not perform the duty, the meeting shall be chaired by the vice chairman of the board of directors, who shall also act as the chairman of the meeting (where the Company has two vice chairmen, the vice chairman elected by a majority of the directors shall chair the meeting and act as the chairman of the meeting). Where the vice chairman of the board of directors cannot or does not perform the duty either, the meeting shall be chaired by a director elected by a majority of the directors, who shall also act as the chairman of the meeting. Where applicable laws and regulations provide otherwise, such provisions shall prevail. Where the general meeting is called by the audit committee, the chairman of the audit committee shall chair the meeting and acts as the chairman of the meeting. Where the chairman of the audit committee cannot or does not perform the duty, the meeting shall be chaired by of a member of the audit committee elected by a majority of the members of the audit committee, who shall also act as the chairman of the meeting. Where the general meeting is called by the shareholders, it shall be chaired by the convener or a representative elected by him, who shall also act as the chairman of the meeting. In the course of the general meeting, where meeting cannot proceed because the chairman of the meeting violates this Rules of Procedures, within the consent of 50% or more shareholders with voting rights present at the general meeting, the general meeting may elect another chairman to proceed with the meeting. If, for any reason, it is not possible to elect a chairman for a general meeting, the shareholders (including the shareholders' proxies) present at the meeting holding the largest number of shares with voting rights shall act as the chairman of the meeting.
42	Article 42 At the annual general meeting, the board of directors and the supervisory committee shall report their respective work in the previous year to the general meeting.	Article 42 At the annual general meeting, the board of directors shall report its work in the previous year to the general meeting.

Number	Original Rules of Procedures of General Meetings	Proposed Amendments to the Rules of Procedures of General Meetings
43	Article 44 After the chairman of the meeting announces commencement of the meeting, he/she shall first announce the number of shareholders and shareholders' proxies present at the meeting and the total number of voting shares held by them. The number of shareholders and shareholders' proxies present at the meeting and the total number of voting shares held by them are subject to the information registered for the meeting. He/she shall then announce the agenda specified in the notice, and ask the attendees if they have any objection as to the order in which proposals are to be voted on. Where the chairman of the board of directors or the chairman of the meeting does not list the proposal of the supervisory committee or of the shareholder on the agenda of the general meeting, explanation and description shall be given at the general meeting. No person may require consideration of any new proposal not specified in the notice of the general meeting.	Article 44 After the chairman of the meeting announces commencement of the meeting, he/she shall first announce the number of shareholders and shareholders' proxies present at the meeting and the total number of voting shares held by them. The number of shareholders and shareholders' proxies present at the meeting and the total number of voting shares held by them are subject to the information registered for the meeting. He/she shall then announce the agenda specified in the notice, and ask the attendees if they have any objection as to the order in which proposals are to be voted on. Where the chairman of the board of directors or the chairman of the meeting does not list the proposal of the audit committee or of the shareholder on the agenda of the general meeting, explanation and description shall be given at the general meeting. No person may require consideration of any new proposal not specified in the notice of the general meeting.
44	Article 45 After asking the attendees if they have any objection as to the agenda of the meeting, the chairman of the meeting shall start reading the proposals one by one or appoint such person as the secretary to the board of directors to do the same, and describe the proposal as follows when necessary: 1. Where the proposal is raised by the board of directors, the chairman of the board of directors or other person appointed by the chairman of the board of directors shall describe the proposal; 2. Where the proposal is raised by the supervisory committee, the chairman of the supervisory committee or other person appointed by the chairman of the board of directors shall describe the proposal; 3. Where the proposal is raised by shareholders individually or collectively holding more than three percent (3%) of all voting shares in the Company, such shareholder or his proxy shall describe the proposal.	Article 45 After asking the attendees if they have any objection as to the agenda of the meeting, the chairman of the meeting shall start reading the proposals one by one or appoint such person as the secretary to the board of directors to do the same, and describe the proposal as follows when necessary: 1. Where the proposal is raised by the board of directors, the chairman of the board of directors or other person appointed by the chairman of the board of directors shall describe the proposal; 2. Where the proposal is raised by the audit committee, the chairman of the audit committee or other person appointed by the chairman of the board of directors shall describe the proposal; 3. Where the proposal is raised by shareholders individually or collectively holding more than one percent (1%) of the Company's shares, such shareholder or his proxy shall describe the proposal.

Number	Original Rules of Procedures of General Meetings	Proposed Amendments to the Rules of Procedures of General Meetings
45	Article 46 Proposals listed on the agenda of the meeting shall be discussed before voting. The general meeting shall allow reasonable time for discussion on each proposal. The chairman of the meeting shall orally ask shareholders or their proxies present at the meeting whether they have any objection or comment on the proposal, and discussion shall be deemed to have ended if no shareholder or his proxy present at the meeting indicates orally that he has objection or comment in respect thereof.	Article 46 Proposals listed on the agenda of the meeting shall be discussed before voting. The general meeting shall allow reasonable time for discussion on each proposal. The chairman of the meeting shall orally ask shareholders or their proxies present at the meeting whether they have any objection or comment on the proposal, and discussion shall be deemed to have ended if no shareholder or his proxy present at the meeting indicates orally that he has objection or comment in respect thereof.
46	Article 47 Shareholders or their proxies may raise interpellation on proposals or matters under discussion at the general meeting, and directors, supervisors and senior management personnel of the Company shall give explanation and description in response to the interpellation, to the extent that no trade secret of the Company shall be disclosed at the general meeting.	Article 47 Shareholders or their proxies may raise interpellation on proposals or matters under discussion at the general meeting and senior management personnel of the Company shall give explanation and description in response to the interpellation at the general meeting, to the extent that no trade secret of the Company shall be disclosed at the general meeting.
47	Article 48 The general meeting shall vote on and make resolution for proposals under discussion.	Article 48 The general meeting shall vote on and make resolution for proposals under discussion.
48	Article 49 The general meeting shall not vote on issues not listed on the notice of the general meeting. When considering proposals, the general meeting shall not alter the proposal, otherwise relevant alternation shall be deemed a new proposal which shall not be voted on at that general meeting.	Article 49 The general meeting shall not vote on issues not listed on the notice of the general meeting. When considering proposals, the general meeting shall not alter the proposal, otherwise relevant alternation shall be deemed a new proposal which shall not be voted on at that general meeting.
49	Article 50 The general meeting shall vote on proposals listed on the agenda one by one. Where there are different proposals on the same issue, they shall be voted on in the order in which the proposals are submitted. Except the general meeting suspends or cannot make resolution due to special reasons including force majeure, no proposal shall be tabled or not voted on for any reason.	Article 50 The general meeting shall vote on proposals listed on the agenda one by one. Where there are different proposals on the same issue, they shall be voted on in the order in which the proposals are submitted. Except the general meeting suspends or cannot make resolution due to special reasons including force majeure, no proposal shall be tabled or not voted on for any reason.

Number	Original Rules of Procedures of General Meetings	Proposed Amendments to the Rules of Procedures of General Meetings
50	Article 51 The chairman of the meeting is obligated to request the general meeting to vote on the proposal through open ballot. Each shareholder or shareholder's proxy exercises the voting right in proportion to the number of voting shares represented by him/her, each share is entitled to one vote.	Article 51 The chairman of the meeting is obligated to request the general meeting to vote on the proposal through open ballot. However, subject to compliance with the Listing Rules, the chairman of the meeting may in good faith permit resolutions relating purely to procedural or administrative matters to be voted on by a show of hands. Each shareholder or shareholder's proxy exercises the voting right in proportion to the number of voting shares represented by him/her, each share is entitled to one vote.
51	Article 52 When considering proposals on election of directors and supervisors, the general meeting shall individually vote on each director candidate and each supervisor candidate.	Article 52 When considering proposals on election of directors, the general meeting shall individually vote on each director candidate.
52	Article 53 Resolutions of the general meeting can be divided into ordinary resolutions and special resolutions. Where any issue requires ordinary resolution of the general meeting in accordance with the Articles of Association, the resolution shall be approved by shareholders (including shareholders' proxies) with voting rights holding one half (1/2) or more of all voting rights of shareholders present at the general meeting. Where any issue requires special resolution of the general meeting in accordance with the Articles of Association, the resolution shall be approved by shareholders (including shareholders' proxies) with voting rights holding two thirds (2/3) or more of all voting rights of shareholders present at the general meeting.	Article 53 Resolutions of the general meeting can be divided into ordinary resolutions and special resolutions. Where any issue requires ordinary resolution of the general meeting in accordance with the Articles of Association, the resolution shall be approved by shareholders (including shareholders' proxies) with voting rights holding one half (1/2) or more of all voting rights of shareholders present at the general meeting. Where any issue requires special resolution of the general meeting in accordance with the Articles of Association, the resolution shall be approved by shareholders (including shareholders' proxies) with voting rights holding two thirds (2/3) or more of all voting rights of shareholders present at the general meeting.

Number	Original Rules of Procedures of General Meetings	Proposed Amendments to the Rules of Procedures of General Meetings
53	Article 54 Shares in the Company held by itself have no voting right and such portion of shares shall not be taken into account when determining the total number of voting shares present at the general meeting. When the general meeting considers issues on related party transactions, the related shareholder shall not vote thereon, and the number of voting shares represented by the related shareholder shall not be counted when determining the total number of valid voting shares. The announcement of resolutions of the general meeting shall adequately disclose voting by non-related shareholders. If the Listing Rules require any shareholder to abstain from voting on a resolution or restrict any shareholder from voting for (or against) a resolution, the number of votes cast by or on behalf of any shareholder in contravention of the relevant requirement or restriction shall not count. If the applicable laws, administrative regulations, departmental rules or the securities regulatory rules of the place where the Company's shares are listed provide otherwise on the issues mentioned in this Article, such provisions shall also apply.	Article 54 Shares in the Company held by itself have no voting right and such portion of shares shall not be taken into account when determining the total number of voting shares present at the general meeting. When the general meeting considers issues on related party transactions, the related shareholder shall not vote thereon, and the number of voting shares represented by the related shareholder shall not be counted when determining the total number of valid voting shares. In cases where related shareholders are unable to rescue themselves due to special circumstances, voting may proceed according to normal procedures upon obtaining the unanimous consent of all other non-related shareholders. When resolutions relating to the Company's provision of guarantees to its shareholders, de facto controllers or related parties are considered at a general meeting, shareholders controlled by such shareholders and de facto controllers shall not vote on such resolutions. Such resolutions shall be passed by a majority of the voting rights held by other shareholders attending the meeting, unless otherwise provided by applicable laws and regulations and the Articles of Association. Where any shareholder is required under the Listing Rules to abstain from voting on a particular resolution or is restricted to voting for or against it, any vote cast by such shareholder or its representative in contravention of such requirements shall be deemed invalid. Where applicable laws and regulations provide otherwise on the issues mentioned in this Article, such provisions shall also apply.

Number	Original Rules of Procedures of General Meetings	Proposed Amendments to the Rules of Procedures of General Meetings
54	Article 55 The shareholders attending the shareholders' general meeting shall deliver one of the following opinions on the proposals: agree, object or abstain. Except that the securities registration and clearing institution, as the nominal holder (if any) of the stocks under the Stock Connect Mechanism between the Mainland and Hong Kong stock markets, declares in accordance with the intention of the actual holder. Shareholders shall carefully complete the voting ticket as required and in case of uncompleted or incorrectly completed voting tickets, or votes with unrecognizable handwriting or failure to cast the vote, relevant shareholder shall be deemed to have waived his/her voting right, and the voting results of the number of shares represented by such shareholder shall be counted as abstention.	Article 55 The shareholders attending the shareholders' general meeting shall deliver one of the following opinions on the proposals: for, against or abstain. Except that the securities registration and clearing institution, as the nominal holder (if any) of the stocks under the Stock Connect Mechanism between the Mainland and Hong Kong stock markets, or a recognized clearing house or its proxy as the nominal holder, declares in accordance with the intention of the actual holder. When voting, shareholders (including their proxies) holding two (2) or more voting shares need not cast all their votes in the same way. Shareholders shall carefully complete the voting ticket as required and in case of uncompleted or incorrectly completed voting tickets, or votes with unrecognizable handwriting or failure to cast the vote, relevant shareholder shall be deemed to have waived his/her voting right, and the voting results of the number of shares represented by such shareholder shall be counted as abstention.
55	Article 56 Before the general meeting votes on the proposal, shareholders present at the meeting shall elect two (2) shareholder representatives (if any) to calculate and scrutinize the votes. Where the shareholders present at the meeting fail to elect the abovementioned shareholder representatives, the chairman of the meeting shall appoint such shareholder representatives. Where the voted issue is related to the shareholder, such shareholder and relevant proxy shall not participate in calculating and scrutinizing the votes. Where the general meeting votes on the proposal, the attorney (if any), the shareholder representative, the supervisor representative (if any) and other relevant persons appointed under the Listing Rules shall, in accordance with the Listing Rules, jointly calculate and scrutinize the votes, and announce the results of the voting on the spot and record the voting results of the resolutions in the minutes of the meeting. Shareholders of the Company or their proxies who votes through the internet or other method have the right to verify his/her voting result through relevant voting system.	Article 56 Before the general meeting votes on the proposal, shareholders present at the meeting shall elect two (2) shareholder representatives (if any) to calculate and scrutinize the votes. Where the shareholders present at the meeting fail to elect the abovementioned shareholder representatives, the chairman of the meeting shall appoint such shareholder representatives. Where the voted issue is related to the shareholder, such shareholder and relevant proxy shall not participate in calculating and scrutinizing the votes. Where the general meeting votes on the proposal, the attorney (if any), the shareholder representative and other relevant persons appointed under the Listing Rules shall, in accordance with the Listing Rules, jointly calculate and scrutinize the votes, and announce the results of the voting on the spot and record the voting results of the resolutions in the minutes of the meeting. Shareholders of the Company or their proxies who votes through the internet or other method have the right to verify his/her voting result through relevant voting system.

Number	Original Rules of Procedures of General Meetings	Proposed Amendments to the Rules of Procedures of General Meetings
56	Article 58 Onsite general meeting shall not close earlier than internet voting or voting through other method (if any). The chairman of the meeting shall announce the voting status and result of each proposal, and announce whether the proposal is adopted based on the voting result, and shall record it in the minutes of the meeting. Before official announcement of the voting result, companies, the tally clerk, the scrutator, majority shareholders, internet service provider and other related parties involved in onsite voting, internet voting and other voting methods (if any) for the general meeting shall keep the voting status confidential.	Article 58 Onsite general meeting shall not close earlier than internet voting or voting through other method (if any). The chairman of the meeting shall announce the voting status and result of each proposal, and announce whether the proposal is adopted based on the voting result, and shall record it in the minutes of the meeting. Before official announcement of the voting result, companies, the tally clerk, the scrutator, shareholders, internet service provider and other related parties involved in onsite voting, internet voting and other voting methods (if any) for the general meeting shall keep the voting status confidential.
57	Article 59 The chairman of the meeting shall decide whether the resolution of the general meeting is adopted based on the tally clerk's counting result, and shall be announced at the meeting and recorded in the minutes of the meeting. If the chairman of the general meeting has any doubt about the result of a resolution submitted for voting, he may organize a count of the votes cast; if the chairman of the general meeting does not conduct a count of the votes, shareholders or shareholders' proxies attending the meeting who disagree with the chairman's announcement of the result have the right to request for a count of the votes immediately after the announcement of the result of the voting, and the chairman of the general meeting shall immediately organize a count of the votes. If a vote count is conducted at a general meeting, the results of the vote count shall be recorded in the minutes of the meeting.	Article 59 The chairman of the meeting shall decide whether the resolution of the general meeting is adopted based on the tally clerk's counting result, and shall be announced at the meeting and recorded in the minutes of the meeting. If the chairman of the general meeting has any doubt about the result of a resolution submitted for voting, he may organize a count of the votes cast; if the chairman of the general meeting does not conduct a count of the votes, shareholders or shareholders' proxies attending the meeting who disagree with the chairman's announcement of the result have the right to request for a count of the votes immediately after the announcement of the result of the voting, and the chairman of the general meeting shall immediately organize a count of the votes. If a vote count is conducted at a general meeting, the results of the vote count shall be recorded in the minutes of the meeting.

Number	Original Rules of Procedures of General Meetings	Proposed Amendments to the Rules of Procedures of General Meetings
58	Article 60 The secretary to the board of directors shall maintain minutes of the general meeting which shall contain the following information: 1. Time, venue and agenda of the meeting, and name of the convener; 2. Names of the chairman of the meeting and directors, supervisors, the general managers and other senior management personnel present at the meeting; 3. The number of shareholders and proxies present at the meeting, and total number of voting shares held by them and its percentage in total number of shares in the Company; 4. The course of discussion on, key points in speeches and voting result of each proposal; 5. Interpellation opinions or suggestions of shareholders and corresponding reply or description; 6. Name of the attorney (if any), the tally clerk and the scrutator; 7. Other contents required by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association to be recorded in the minutes of the meeting. The convener shall ensure that the minutes of the meeting are true, accurate and complete. Directors, supervisors, the secretary to the board of directors, the convener or its representative, the chairman of the meeting shall sign the minutes. The minutes shall be kept together with the attendance register of shareholders present at the onsite meeting, the power of attorney, and valid documents in respect of voting through internet or other voting method (if any) shall be maintained at the Company's domicile for a minimum of ten (10) years	Article 60 The secretary to the board of directors shall maintain minutes of the general meeting which shall contain the following information: 1. Time, venue and agenda of the meeting, and name of the convener; 2. Names of the chairman of the meeting and directors, the general managers and other senior management personnel present at the meeting; 3. The number of shareholders and proxies present at the meeting, and total number of voting shares held by them and its percentage in total number of shares in the Company; 4. The course of discussion on, key points in speeches and voting result of each proposal; 5. Interpellation opinions or suggestions of shareholders and corresponding reply or description; 6. Name of the attorney (if any), the tally clerk and the scrutator; 7. Other contents required by applicable laws and regulations and the Articles of Association to be recorded in the minutes of the meeting. The convener shall ensure that the minutes of the meeting are true, accurate and complete. Directors who attend or are present at the meeting, the secretary to the board of directors, the convener or its representative, the chairman of the meeting shall sign the minutes. The minutes shall be kept together with the attendance register of shareholders present at the onsite meeting, the power of attorney, and valid documents in respect of voting through internet or other voting method (if any) shall be maintained at the Company's domicile for a minimum of ten (10) years

Number	Original Rules of Procedures of General Meetings	Proposed Amendments to the Rules of Procedures of General Meetings
59	Article 61 The board of directors of the Company may engage a Chinese attorney with practicing qualification to attend the general meeting in accordance with law, so as to express opinions on the following issues which shall be announced together with the resolution of the general meeting: 1. Whether the calling and convening procedures of the general meeting comply with provisions of laws and regulation, the Articles of Association; 2. Verify the legality and validity of qualifications of attendees; 3. Verify the qualification of shareholders raising new proposal at the general meeting; 4. Verify whether voting procedures of the general meeting are legal and valid; 5. Legal opinions expressed on other relevant issues at the Company's request. Where the extraordinary general meeting is chaired by the shareholder who requests its convening, such shareholder shall, in accordance with law, engage an attorney to express legal opinions as a witness in accordance with the above provision, and the convening procedures shall also meet requirements of relevant regulations and this Rules of Procedures.	Article 61 The board of directors of the Company may engage a Chinese attorney with practicing qualification to attend the general meeting in accordance with law, so as to express opinions on the following issues: 1. Whether the calling and convening procedures of the general meeting comply with provisions of laws and regulation, the Articles of Association; 2. Verify the legality and validity of qualifications of attendees; 3. Verify the qualification of shareholders raising new proposal at the general meeting; 4. Verify whether voting procedures of the general meeting are legal and valid; 5. Legal opinions expressed on other relevant issues at the Company's request. Where the extraordinary general meeting is chaired by the shareholder who requests its convening, such shareholder shall, in accordance with law, engage an attorney to express legal opinions as a witness in accordance with the above provision, and the convening procedures shall also meet requirements of relevant regulations and this Rules of Procedures.
60	Article 62 The convener shall ensure that the general meeting is held consecutively within reasonable working hours till the formation of final resolution.	Article 62 The convener shall ensure that the general meeting is held consecutively within reasonable working hours till the formation of final resolution.
61	Article 63 In the course of meeting, while any present shareholder has any objection as to any shareholder identity and any voting counting results and the same cannot be solved spontaneously, as a result of which the order at the meeting is affected and the meeting cannot proceed, the chairman of the meeting shall announce adjournment of the meeting. Where the foregoing issue is solved, the chairman of the meeting shall notify shareholders of the adjourned meeting as soon as possible.	Article 63 In the course of meeting, while any present shareholder has any objection as to any shareholder identity and any voting counting results and the same cannot be solved spontaneously, as a result of which the order at the meeting is affected and the meeting cannot proceed, the chairman of the meeting shall announce adjournment of the meeting. Where the foregoing issue is solved, the chairman of the meeting shall notify shareholders of the adjourned meeting as soon as possible.

Number	Original Rules of Procedures of General Meetings	Proposed Amendments to the Rules of Procedures of General Meetings
62	Article 64 In the event that a general meeting is suspended or a resolution cannot be made due to force majeure or other special causes, the convenor shall take the necessary measures to resume the convening of the general meeting as soon as possible or to terminate this general meeting directly, and shall make a timely announcement in accordance with the provisions of the applicable laws, administrative regulations, departmental rules and securities regulatory rules of the place where the Company's shares are listed. At the same time, the convenor shall, in accordance with applicable laws, administrative regulations, departmental rules and securities regulatory rules of the place where the Company's shares are listed, report to the securities supervision and management organization of the place where the Company is registered and the stock exchange where the Company's shares are listed.	Article 64 In the event that a general meeting is suspended or a resolution cannot be made due to force majeure or other special causes, the convenor shall take the necessary measures to resume the convening of the general meeting as soon as possible or to terminate this general meeting directly, and shall make a timely announcement in accordance with applicable laws and regulations. At the same time, the convenor shall, in accordance with applicable laws and regulations, report to the securities supervision and management organization of the place where the Company is registered and the stock exchange where the Company's shares are listed.
63	Article 65 Resolutions of a general meeting shall be announced in a timely manner in accordance with applicable laws, administrative regulations, departmental rules and the securities regulatory rules of the place where the Company's shares are listed, etc. The announcement shall state the total number of shares held by shareholders and shareholders' proxies who have the right to attend the meeting and to vote, the manner in which the vote is taken, the voting results of each proposal and the resolutions passed. Where the resolution of the meeting is not passed, or the general meeting alters the resolution of previous general meeting, the board of directors shall, in accordance with applicable laws, administrative regulations, departmental rules and the securities regulatory rules of the place where the Company's shares are listed, etc., give special reminder thereof in the announcement of the resolution of the general meeting.	Article 65 Resolutions of a general meeting shall be announced in a timely manner in accordance with applicable laws and regulations. The announcement shall state the total number of shares held by shareholders and shareholders' proxies who have the right to attend the meeting and to vote, the manner in which the vote is taken, the voting results of each proposal and the resolutions passed. Where the resolution of the meeting is not passed, or the general meeting alters the resolution of previous general meeting, the board of directors shall, in accordance with applicable laws and regulations, give special reminder thereof in the announcement of the resolution of the general meeting.
64	Article 66 The attendee roster of the general meeting, the power of attorney, voting statistics documents, minutes, legal opinions of the attorney as a witness (if any), announcement of the resolution and other texts shall be kept by the secretary to the board of directors.	Article 66 The attendee roster of the general meeting, the power of attorney, voting statistics documents, minutes, legal opinions of the attorney as a witness (if any), announcement of the resolution and other texts shall be kept by the secretary to the board of directors.
65	Article 67 Where the general meeting passes any proposal on the election of relevant directors and supervisors, the new director and supervisor shall take office at the conclusion of the general meeting.	Article 67 Where the general meeting passes any proposal on the election of who is not an employee director, the new director and shall take office at the conclusion of the general meeting.

Number	Original Rules of Procedures of General Meetings	Proposed Amendments to the Rules of Procedures of General Meetings
66	Article 68 The distribution of dividends (or shares) shall be completed within two (2) months after the resolution on the profit distribution plan has been made by the general meeting or after the board of directors has formulated a specific plan in accordance with the conditions and upper limit of the interim dividend distribution for the following year as considered and approved by the annual general meeting.	Article 68 Where a resolution on the profit distribution plan has been adopted at a general meeting, the board of directors shall distribute the profits within six (6) months from the date of the resolution. Where the board of directors has formulated a specific plan in accordance with the conditions and upper limit of the interim dividend distribution for the following year as considered and approved by the annual general meeting and resolved on it, the Company shall complete the distribution of the interim dividend within two (2) months from the date of the board resolution. However, if the Listing Rules stipulate different time limits for completing profit distribution and interim dividend payments, such stipulations shall prevail.
67	Article 69 Any resolution of the general meeting of the Company in violation of laws and administrative regulations shall be invalid. Where the convening procedures and voting method of the general meeting violate laws, administrative regulations or the Articles of Association, or contents of the resolution violate the Articles of Association, the shareholder may apply to the people's court for cancellation of such resolution within 60 days after the resolution is generated.	Article 69 Any resolution of the general meeting of the Company in violation of laws and administrative regulations shall be invalid. Where the convening procedures and voting method of the general meeting violate laws, administrative regulations or the Articles of Association, or contents of the resolution violate the Articles of Association, the shareholder may apply to the people's court for cancellation of such resolution within sixty (60) days after the resolution is generated.
68	Article 70 For the purpose of this Rules of Procedures, reference to "no less than" or "not over" a number shall include that number; and reference to "over", "lower than" or "more than" shall exclude that number.	Article 70 For the purpose of this Rules of Procedures, reference to "no less than" or "not over" a number shall include that number; and reference to "over", "less than" or "more than" shall exclude that number.
69	Article 71 In the event of any matters not covered in this Rules of Procedures, or in the event of any conflict with applicable laws, administrative regulations, departmental rules, regulatory documents, securities regulatory rules of the place where the Company's shares are listed, or the provisions of the Articles of Association, the applicable laws, administrative regulations, departmental rules, regulatory documents, securities regulatory rules of the place where the Company's shares are listed and the provisions of the Articles of Association shall prevail.	Article 71 In the event of any matters not covered in this Rules of Procedures, or in the event of any conflict with applicable laws and regulations or the Articles of Association, the applicable laws and regulations and the Articles of Association shall prevail.
70	Article 72 This Rules of Procedures shall be attached as an appendix to the Articles of Association, and their enactment and amendment shall be effective only after they have been considered and passed by the board of directors of the Company and approved at the general meeting by way of a special resolution.	Article 72 This Rules of Procedures shall be attached as an appendix to the Articles of Association, and their enactment and amendment shall be effective only after they have been considered and passed by the board of directors of the Company and approved at the general meeting by way of a special resolution.

Number	Original Rules of Procedures of the Board	Proposed Amendments to the Rules of Procedures of the Board
1	Article 1 In order to further regulate the procedure and decision-making process of the board of directors of Hainan Meilan International Airport Company Limited (hereinafter referred to as the "**Company**"), to ensure regular and efficient operation and scientific decision-making of the board of directors, this Rules of Procedures are formulated in accordance with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises (《境內企業境外發行證券和上市管理試行辦法》) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "**Listing Rules**") and other relevant laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association of Hainan Meilan International Airport Company Limited (hereinafter referred to as the "**Articles of Association**"), combined with the actual situation of the Company.	Article 1 In order to further regulate the procedure and decision-making process of the board of directors of Hainan Meilan International Airport Company Limited (hereinafter referred to as the "**Company**"), to ensure regular and efficient operation and scientific decision-making of the board of directors, this Rules of Procedures are formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "**Company Law**"), Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises (《境內企業境外發行證券和上市管理試行辦法》) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "**Listing Rules**") and other relevant laws, administrative regulations, departmental rules, normative documents, the securities regulatory rules of the place where the Company's shares are listed (collectively, "**laws and regulations**") and the Articles of Association of Hainan Meilan International Airport Company Limited (hereinafter referred to as the "**Articles of Association**"), combined with the actual situation of the Company.
2	Article 2 The board of directors is composed of all directors elected by the general meeting, reports to the general meeting and exercises its powers in accordance with the applicable relevant laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.	Article 2 The board of directors is composed of all directors, reports to the general meeting and exercises its powers in accordance with applicable laws and regulations and the Articles of Association.

Number	Original Rules of Procedures of the Board	Proposed Amendments to the Rules of Procedures of the Board
3	Article 4 The board of directors shall consider and make resolution on issues which the board of directors shall submit to the general meeting for deliberation or approval as required by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association. Where shareholders individually or collectively holding three percent (3%) or more of total voting shares in the Company raise extemporaneous proposal in accordance with the provisions of the Articles of Association ten (10) days before the convening of the general meeting, the board of directors shall issue a supplementary notice of the general meeting within two (2) days after receiving the proposal, to announce the content of the extemporaneous proposal; if the securities regulatory rules of the place where the Company's shares are listed stipulate otherwise, the provisions thereof shall be met at the same time.	Article 4 The board of directors shall consider and make resolution on issues which the board of directors shall submit to the general meeting for deliberation or approval as required by applicable laws and regulations and the Articles of Association. Where shareholders individually or collectively holding one percent (1%) or more of the Company's shares raise extemporaneous proposal in writing in accordance with the provisions of the Articles of Association ten (10) days (excluding the day on which the meeting is held) before the convening of the general meeting, the board of directors shall, upon receipt of the written proposal, issue a supplementary notice of the general meeting to announce the content of the extemporaneous proposal in accordance with applicable laws and regulations. The board of directors shall also, in accordance with applicable laws and regulations, submit the extemporaneous proposal to the general meeting for consideration, except where the extemporaneous proposal violates laws, administrative regulations or the Articles of Association or falls outside the scope of the terms of reference of the general meeting. To comply with applicable laws and regulations, the board of directors may postpone the relevant meeting.

Number	Original Rules of Procedures of the Board	Proposed Amendments to the Rules of Procedures of the Board
4	Article 5 The board of directors shall exercise the following powers: 1. Call the general meeting, and report its work to the general meeting; 2. Implement resolutions of the general meeting; 3. Decide operating plan and investment plan of the Company; 4. Develop the annual financial budget plan and settlement plan of the Company; 5. Develop the profit distribution plan and the loss make-up plan of the Company; 6. Develop the plan for increase or decrease in registered capital, and the issue of stocks, bonds or other securities of the Company; 7. Draft the plan for material acquisition, acquisition of stocks of the Company, or merger, splitting, dissolution and change in corporate form of the Company; 8. Within the power delegated by the general meeting, decide issues concerning investments to external parties, asset acquisition and disposal, asset pledge, guarantee for external parties, wealth management by third parties, related party transactions, and external donations; issues falling out of the scope of the powers delegated by the general meeting shall be submitted to the general meeting for consideration; 9. Decide on the establishment or cancellation of the Company's internal management structure, branch or representative office; 10. Decide on the appointment or dismissal of the Company's general manager, the secretary to the board of directors and other senior management personnel, and decide their remuneration, awards and punishments based on the recommendation of the chairman of the board of directors; based on nomination by the General Manager, decide on the appointment or dismissal of the vice General Manager, the finance director and other senior management personnel of the Company and decide their remuneration, awards and punishments;	Article 5 The board of directors shall exercise the following powers: 1. To convene the general meeting and report on its work to the meeting; 2. To implement the resolutions of the general meeting; 3. To decide on the Company's business and investment plans; 4. To formulate the Company's proposals for distribution of profits and recovery of losses; 5. To formulate proposals for the increase or reduction of the Company's registered capital, the issuance of corporate bonds; 6. To prepare plans for the merger, division, dissolution or change in corporate form of the Company; 7. To decide on the Company's internal management structure; 8. To decide on the appointment or dismissal of the Company's general manager, the secretary to the board of directors and other senior management personnel and to decide on his/her remuneration as well as rewards or penalties for him/her, and based on the general manager's recommendation, to decide on the appointment or dismissal of deputy general manager, assistant general manager, CFO and other senior management personnel, and to decide on their remuneration as well as rewards or penalties for them; 9. To formulate the Company's basic management system; 10. Subject to compliance with the relevant provisions of the Listing Rules, to decide within three (3) years, in accordance with the Articles of Association or under the authorisation by the general meeting, that the Company shall issue shares not exceeding fifty percent (50%) of the issued shares (provided that, in the case of a capital contribution by way of non-monetary assets, this shall be resolved by the general meeting);

Number	Original Rules of Procedures of the Board	Proposed Amendments to the Rules of Procedures of the Board
	11. Prepare basic management rules of the Company; 12. Prepare revision plan for the Articles of Association; 13. Propose the general meeting to employ or replace the accounting firm that provides the Company with annual financial report audit services; 14. Listen to the work report of the General Manager of the Company and inspect the work of the General Manager; 15. Decide on the establishment of special committees of the board of directors and their composition; 16. Consider the acquisition of the Company's shares based on the circumstances specified in Items (3), (5) and (6) of Article 24 of the Articles of Association; 17. Other powers granted by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.	11. To resolve on the issuance of corporate bonds convertible into shares by the Company and the specific conversion method in accordance with the Articles of Association and under the authorisation by the general meeting; 12. To decide on the Company's investment in other enterprises, except for those that should be decided by the general meeting in accordance with the applicable laws and regulations and the Articles of Association; 13. To decide on the guarantees provided by the Company for others, except for those that should be decided by the general meeting in accordance with the applicable laws and regulations and the Articles of Association; 14. To resolve on the provision of financial assistance by the Company to others for the acquisition of shares in the Company or its parent company in accordance with the Articles of Association or under the authorisation by the general meeting; 15. In accordance with the Articles of Association or the authorisation of the general meeting, to resolve on the acquisition of shares of the Company by the Company under any of the following circumstances, provided that the meeting of the Board shall be held only when more than two-thirds (2/3) of the Directors are present: (1) Using the shares in employee shares ownership plans or equity incentives; (2) Using the shares for converting company-issued corporate bonds convertible into shares; (3) Being necessary to maintain the value of the Company and the rights and interests of its shareholders. 16. To formulate the plan to amend the Articles of Association; 17. To prepare the Company's plans for major acquisition or sale;

Number	Original Rules of Procedures of the Board	Proposed Amendments to the Rules of Procedures of the Board
		18. To evaluate and determine the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives; 19. To ensure the establishment and maintenance of appropriate and effective risk management and internal control systems; 20. To oversee management in the design, implementation and monitoring of the risk management and internal control systems; 21. To make proposals to general meeting on the appointment, re-appointment or dismissal of accounting firms undertaking the audit of the Company; and 22. Other powers conferred by applicable laws and regulations and the Articles of Association or the general meeting.
5	Article 6 The board of directors consists of eleven (11) directors, and has one (1) chairman, and one (1) to two (2) vice chairman; at any time, the number of independent non-executive directors shall not be less than three (3) and shall represent more than one third (1/3) of the total number of the board of directors.	Article 6 The board of directors consists of eleven (11) directors, and has one (1) chairman, and one (1) to two (2) vice chairman. The board of directors shall have one (1) employee director (however, if the Company has fewer than three hundred (300) employees, it may choose not to appoint any employee director). At least one-half (1/2) of the directors shall be external directors (who are directors not holding any position in the Company), and at least one-third (1/3) shall be independent non-executive directors (as defined in the Listing Rules).

Number	Original Rules of Procedures of the Board	Proposed Amendments to the Rules of Procedures of the Board
6	Article 7 The board of directors has established the audit committee, nomination committee, remuneration committee, strategy committee, and other special committees as required. The special committees are responsible to the board of directors, and performs their duties in accordance with applicable laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, the Articles of Association and this Rules of Procedures, and provide advice and suggestions on major decisions of the board of directors and issues within the scope of exercise of the chairman of the board of directors of the authorization delegated by the Board. Proposals shall be submitted to the board of directors for deliberation and decision. All members of the special committees are directors, with a majority of independent non-executive directors in the audit committee, nomination committee and remuneration committee; the audit committee and the remuneration committee shall be chaired by an independent non-executive director (the convenor) and the nomination committee shall be chaired by the chairman of the board of directors or an independent non-executive director. The establishment and composition of special committees shall continuously comply with laws, administrative regulations, departmental rules and the Listing Rules.	Article 7 The board of directors has established the audit committee (which has the same meaning as the "**Audit Committee**" under the Company Law, the Articles of Association, and this Rules of Procedures), nomination committee, remuneration committee, strategy committee, and other special committees as required. The special committees are responsible to the board of directors, and exercise their powers and performs their duties in accordance with applicable laws and regulations, the Articles of Association, this Rules of Procedures and the terms of reference formulated by the board of directors for each special committee, and provide advice and suggestions on major decisions of the board of directors and issues within the scope of exercise of the chairman of the board of directors of the authorization delegated by the Board. Proposals of the special committees shall be submitted to the board of directors for deliberation and decision. All members of the special committees are directors, with a majority of independent non-executive directors in the audit committee, nomination committee and remuneration committee. The chairman (convener) of the audit committee and the remuneration committee shall be an independent non-executive director; and the chairman (convener) of the nomination committee shall be the chairman of the board of directors or an independent non-executive director. The specific composition is stipulated in the terms of reference for each special committee established by the board of directors. The establishment and composition of special committees shall continuously comply with applicable laws and regulations.
7	Article 9 The primary duties of the audit committee include overseeing financial reporting and providing independent advice to the board of directors on the effectiveness of internal controls of the Company and its subsidiaries (as defined in the Listing Rules), and on the adequacy of the external auditor and the internal auditor to assist the board of directors in fulfilling its responsibilities, to ensure that the Company has complied with appropriate accounting principles and reporting practices, etc. The specific responsibilities are stipulated in the Terms of Reference and Procedures of the Audit Committee of the Board of Directors (《董事會審核委員會職權範圍及程序》) formulated by the board of directors of the Company.	Article 9 The audit committee exercises the powers of the supervisory committee as stipulated in the Company Law. It is also responsible for overseeing financial reporting and providing independent advice to the board of directors on the effectiveness of internal controls of the Company and its subsidiaries (as defined in the Listing Rules), and on the adequacy of the external auditor and the internal auditor to assist the board of directors in fulfilling its responsibilities, to ensure that the Company has complied with appropriate accounting principles and reporting practices, etc. The specific responsibilities are stipulated in the Terms of Reference and Procedures of the Audit Committee of the Board of Directors (《董事會審核委員會職權範圍及程序》) formulated by the board of directors.
8	Article 12 The board of directors shall separately formulate the rules of procedures of the special committees of the board of directors (i.e., the Terms of Reference and Procedures of the special committees as stipulated in Articles 8 to 11 of this Rules of Procedures) to provide for the composition, duties, and procedures of the specialized committees.	Article 12 The board of directors shall separately formulate the rules of procedures of the special committees of the board of directors (i.e., the Terms of Reference and Procedures of the special committees as stipulated in Articles 7 to 11 of this Rules of Procedures) to provide for the composition, duties, and procedures of the specialized committees.

Number	Original Rules of Procedures of the Board	Proposed Amendments to the Rules of Procedures of the Board
9	Article 14 Each special committee shall not make any resolution in the name of the board of directors, but may exercise decision-making power on authorized matters according to the authorization delegated by the general meeting or the board of directors.	Article 14 Each special committee shall not make any resolution in the name of the board of directors, but may exercise decision-making power on authorized matters according to the authorization delegated by the general meeting or the board of directors.
10	Article 16 The secretary to the board of directors is accountable to the Company and the board of directors, and shall perform the following duties: 1. Handle the Company's information disclosure, coordinate in information disclosure of the Company, organize the preparation of information disclosure management rules, and urge the Company and the person under information disclosure obligation to abide by rules related to information disclosure; 2. Take charge of investor relationship management, and coordinate information communication between the Company and securities regulatory authorities, investors, securities service institutions and media; 3. Take charge of preparation for the meeting of board of directors and the general meeting, the preservation of documents, attend the general meeting, the meeting of the board of directors, meetings of the supervisory committee and meetings of senior management personnel, and maintain the minutes of the general meeting and the meeting of the board of directors and sign the same; 4. Take charge of confidentiality concerning information disclosure of the Company; 5. Pay attention to media coverage and actively verify its authenticity and urge the board of directors of the Company to timely respond to inquiries from stock exchanges and securities regulators; 6. Organize directors, supervisors and senior management personnel of the Company to take trainings on relevant laws and administrative regulations, and assist the foregoing people to understand their respective responsibilities for information disclosure;	Article 16 The secretary to the board of directors is accountable to the Company and the board of directors, and shall perform the following duties: 1. Handle the Company's information disclosure, coordinate in information disclosure of the Company, organize the preparation of information disclosure management rules, and urge the Company and the person under information disclosure obligation to abide by rules related to information disclosure; 2. Take charge of investor relationship management, and coordinate information communication between the Company and securities regulatory authorities, investors, securities service institutions and media; 3. Take charge of preparation for the meeting of board of directors and the general meeting, the preservation of documents, attend the general meeting, the meeting of the board of directors and meetings of senior management personnel, and maintain the minutes of the general meeting and the meeting of the board of directors and sign the same; 4. Take charge of confidentiality concerning information disclosure of the Company; 5. Pay attention to media coverage and actively verify its authenticity and urge the board of directors of the Company to timely respond to inquiries from stock exchanges and securities regulators; 6. Organize directors and senior management personnel of the Company to take trainings on relevant laws and administrative regulations, and assist the foregoing people to understand their respective responsibilities for information disclosure;

Number	Original Rules of Procedures of the Board	Proposed Amendments to the Rules of Procedures of the Board
	7. After knowing that directors, supervisors and senior management personnel of the Company violate laws, administrative regulations, departmental rules, other normative documents, the Articles of Association, this Rules of Procedures, etc., or that the Company makes any decision which violates or may violates relevant regulations, remind relevant people of the same; 8. Take charge of equity management issues of the Company and information management of the Company's shareholders, keep data on shareholding of directors, supervisors, senior management, and the controlling shareholder and its directors, supervisors and senior management personnel in the Company, and disclose changes in such shareholding of directors, supervisors and senior management personnel of the Company; 9. Other duties stipulated in applicable laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, the Articles of Association and as required by regulatory authorities.	7. After knowing that directors and senior management personnel of the Company applicable laws and regulations, the Articles of Association, this Rules of Procedures, etc., or that the Company makes any decision which violates or may violates relevant regulations, remind relevant people of the same; 8. Take charge of equity management issues of the Company and information management of the Company's shareholders, keep data on shareholding of directors, senior management, and the controlling shareholder and its directors and senior management personnel in the Company, and disclose changes in such shareholding of directors and senior management personnel of the Company; 9. Other duties stipulated in applicable laws and regulations and the Articles of Association and as required by regulatory authorities.

Number	Original Rules of Procedures of the Board	Proposed Amendments to the Rules of Procedures of the Board
11	Article 20 In any of the following circumstances, the chairman of the board of directors shall hold an extraordinary meeting of the board of directors: 1. The chairman of the board of directors deems it necessary; 2. One third (1/3) or more directors jointly request such meeting; 3. One half (1/2) or more independent non-executive directors jointly request such meeting; 4. The supervisory committee requests such meeting; 5. The General Manager requests such meeting; 6. Shareholders representing 10% (1/10) or more voting rights requests such meeting; 7. Securities regulatory authorities requires such meeting; 8. Other circumstances specified in applicable laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.	Article 20 In any of the following circumstances, the chairman of the board of directors shall hold an extraordinary meeting of the board of directors: 1. Shareholders representing 10% (1/10) or more voting rights requests such meeting; 2. One third (1/3) or more directors jointly request such meeting; 3. When the audit committee requests such meeting; 4. Other circumstances specified in applicable laws and regulations and the Articles of Association.
12	Article 21 Where an extraordinary meeting of the board of directors is requested to be convened in accordance with the preceding Article, a written request signed (sealed) by the requester shall be submitted through the office of the board of directors or directly to the chairman of the board of directors. The written resolution shall indicate the following: 1. Name of the requester; 2. Reason for such request or objective cause based on which the request is raised; 3. Time or timeframe, venue and method for convening the requested meeting; 4. Definite and specific proposal (resolution); 5. Contact details of the requestor, the date of request, etc.	Article 21 Where an extraordinary meeting of the board of directors is requested to be convened in accordance with the preceding Article, a written request signed (sealed) by the requester shall be submitted through the office of the board of directors or directly to the chairman of the board of directors. The written resolution shall indicate the following: 1. Name of the requester; 2. Reason for such request or objective cause based on which the request is raised; 3. Time or timeframe, venue and method for convening the requested meeting; 4. Definite and specific proposal (resolution); 5. Contact details of the requestor, the date of request, etc.

Number	Original Rules of Procedures of the Board	Proposed Amendments to the Rules of Procedures of the Board
	The proposal shall relate to issue falling within the scope of powers of the board of directors as specified in the Articles of Association and this Rules of Procedures, and documents related to the proposal shall also be submitted. After its receipt of the foregoing written resolution and relevant documents, the office of the board of directors shall forward them to the chairman of the board of directors on the same date. Where the chairman of the board of directors believes that the proposal does not have definite and specific content or relevant documents are not adequate, he/she may require the requestor to make revision or supplement. The chairman of the board of directors shall call and chair the meeting of the board of directors within ten (10) days after its receipt of the above proposal, or the requirement of securities regulatory authorities.	The proposal shall relate to issue falling within the scope of powers of the board of directors as specified in the Articles of Association and this Rules of Procedures, and documents related to the proposal shall also be submitted. After its receipt of the foregoing written resolution and relevant documents, the office of the board of directors shall forward them to the chairman of the board of directors on the same date. Where the chairman of the board of directors believes that the proposal does not have definite and specific content or relevant documents are not adequate, he/she may require the requestor to make revision or supplement. The chairman of the board of directors shall call and chair the meeting of the board of directors as soon as possible after receiving the proposal in accordance with the requirements for an extraordinary meeting of the board of directors.
13	Article 22 Proposals of meetings of the board of directors are mainly based on the following: 1. Issues proposed by the directors; 2. Issues proposed by the supervisory committee; 3. Proposals (resolutions) of the special committee under the board of directors; 4. Proposals (resolutions) put forward by the proposer who proposes to hold an extraordinary meeting of the board of directors; 5. Issues which requires consideration by the general meeting of subsidiaries and associated companies of the Company.	Article 22 Proposals of meetings of the board of directors are mainly based on the following: 1. Issues proposed by the directors; 2. Issues proposed by the audit committee; 3. Proposals (resolutions) of the special committee under the board of directors; 4. Proposals (resolutions) put forward by the proposer who proposes to hold an extraordinary meeting of the board of directors; 5. Issues which requires consideration by the general meeting of subsidiaries and associated companies of the Company.

Number	Original Rules of Procedures of the Board	Proposed Amendments to the Rules of Procedures of the Board
14	Article 24 The chairman of the board of directors shall issue the notice of and call the meeting of the board of directors. If the chairman of the board of directors cannot or does not perform the duties, the vice chairman of the board of directors shall perform the duties (in the event that the Company has two (2) vice chairmen, the vice chairman of the board of directors jointly elected by more than half of the directors shall perform the duties). Where the vice chairman of the board of directors cannot or does not perform the duties, one (1) director jointly recommended by one half or more directors shall perform the duties. The convener shall issue the notice of the meeting.	Article 24 The chairman of the board of directors shall issue the notice of the meeting of the board of directors and convene and chair the meeting. If the chairman of the board of directors cannot or does not perform the duties, the vice chairman of the board of directors shall perform the duties (in the event that the Company has two (2) vice chairmen, the vice chairman of the board of directors jointly elected by a majority of the directors shall perform the duties). Where the vice chairman of the board of directors cannot or does not perform the duties, one (1) director jointly elected by a majority of the directors shall perform the duties. The convener shall issue the notice of the meeting.
15	Article 25 The notice of the meeting of the board of directors shall be given as follows: 1. Before the meeting of the board of directors is convened, the notice of the meeting shall be given to all directors, all supervisors, the General Manager, the secretary to the board of directors and other people present at and attending the meeting. The notice shall generally cover: (1) The date and venue of the meeting; (2) The duration and convening method of the meeting; (3) Cause, issues and meeting documents necessary for voting by directors; (4) The date on which the notice is given; (5) The contact and contact details.	Article 25 The notice of the meeting of the board of directors shall be given as follows: 1. Before the meeting of the board of directors is convened, the notice of the meeting shall be given to all directors, the General Manager, the secretary to the board of directors and other people present at and attending the meeting. The notice shall generally cover: (1) The date and venue of the meeting; (2) The duration and convening method of the meeting; (3) Cause, issues and meeting documents necessary for voting by directors; (4) The date on which the notice is given; (5) The contact and contact details. Where the time, venue and proposed agenda items of the regular meeting of the board of directors have been fixed in advance by the board of directors, it is not necessary to give notice of the meeting to the directors;

Number	Original Rules of Procedures of the Board	Proposed Amendments to the Rules of Procedures of the Board
	2. The notice of the board meeting shall be given in the following way as per following requirement: (1) The notice of the board meeting shall be delivered by personal service, or by fax, express mail, or other electronic communication methods (including but not limited to email, etc., if it is not delivered directly, it should be confirmed by telephone and recorded accordingly); (2) The time limit for notice of meetings of the board of directors is: notice of the regular meeting of the board of directors shall be given fourteen (14) days before the meeting (excluding the day of the meeting), and notice of the extraordinary meeting of the board of directors shall be given ten (10) days before the meeting (excluding the day of the meeting) (if the board of directors deems it necessary in case of emergency, the extraordinary meeting of the board of directors may give shorter notice, which, in principle, shall be not less than two (2) days in advance); in the case of compliance with the securities regulatory rules of the place where the Company's shares are listed, the above time limit for notice may be waived with the consent of the directors of the Company. If an emergency occurs and it is necessary to convene an extraordinary meeting of the board of directors as soon as possible, a notice of the meeting may be issued at any time by telephone or other oral means, but the convener shall explain at the meeting and record it in the minutes of the meeting; (3) The notice of the meeting of the board of directors shall be made in Chinese and where necessary, in English, and the Chinese version shall prevail. Where the director has attended the meeting and has not raised the objection before or upon arrival at the meeting that he/she has not received the notice of the meeting, it shall be deemed that he/she has been given the notice of the meeting.	2. The notice of the board meeting shall be given in the following way as per following requirement: (1) The notice of the board meeting shall be delivered by personal service, or by telex, telegram, fax, express mail or registered mail, email or other methods permitted by applicable laws and regulations; (2) The time limit for notice of meetings of the board of directors is: notice of the regular meeting of the board of directors shall be given fourteen (14) days before the meeting (excluding the day of the meeting), and notice of the extraordinary meeting of the board of directors shall be given ten (10) days before the meeting (excluding the day of the meeting) (no less than two (2) days in advance in the event of an urgent matter requiring an extraordinary meeting of the board of directors). Where the Listing Rules otherwise provide specifically, such provisions shall also apply; (3) The notice of the meeting of the board of directors shall be made in Chinese and where necessary, in English, and the Chinese version shall prevail. Any director may decide to give up the right to receive notice of the meeting of the board of directors. Where the director has attended the meeting and has not raised the objection before or upon arrival at the meeting that he/she has not received the notice of the meeting, it shall be deemed that he/she has been given the notice of the meeting in accordance with applicable laws and regulations, the Articles of Association and this Rules of Procedures.

Number	Original Rules of Procedures of the Board	Proposed Amendments to the Rules of Procedures of the Board
16	Article 26 After the notice of the meeting is given and before the meeting is convened, the secretary to the board of directors shall conduct or procure communication and contact with all directors, particularly independent non-executive director, obtain their opinions or suggestions and timely forward such opinions or suggestions to the proposer to improve relevant proposals. The secretary to the board of directors shall also timely make available data necessary for directors to supplement relevant proposal, including background information related to themes of the meeting, and other data helping the directors make scientific, rapid and prudent decisions. Where one quarter (1/4) or more directors or two (2) or more independent non-executive directors believe that such data of the meeting or proposal are not sufficient or the proving is not definite, they may jointly request the board of directors to postpone the board meeting or postpone discussion of such relevant proposals, which shall be adopted by the board of directors. Unless such request is raised directly at the meeting of the board of directors, the secretary to the board of directors shall, after its receipt of the written request raised jointly by relevant directors for postponing the board meeting or postponing discussing such relevant proposals, timely notify directors, supervisors and other attendees of the same.	Article 26 After the notice of the meeting is given and before the meeting is convened, the secretary to the board of directors shall conduct or procure communication and contact with all directors, particularly independent non-executive director, obtain their opinions or suggestions and timely forward such opinions or suggestions to the proposer to improve relevant proposals. The secretary to the board of directors shall also timely make available data necessary for directors to supplement relevant proposal, including background information related to themes of the meeting, and other data helping the directors make scientific, rapid and prudent decisions. Where one quarter (1/4) or more directors or two (2) or more non-executive directors (who are directors not holding any position in the Company, including independent non-executive directors) believe that information on the matters under consideration is not sufficient or the proving is not definite, they may jointly request the board of directors to postpone the board meeting or postpone discussion of certain matters considered at the meeting of the board of directors, which shall be adopted by the board of directors. Unless such request is raised directly at the meeting of the board of directors, the convener of the meeting shall, after its receipt of the written request raised jointly by relevant directors for postponing the board meeting or postponing discussing such relevant matters, arrange for the secretary to the board of directors to timely notify directors and other attendees of the same.

Number	Original Rules of Procedures of the Board	Proposed Amendments to the Rules of Procedures of the Board
17	Article 27 After the written notice of regular meeting of the board of directors is given, in case of any change in time, venue, etc. of the meeting, or adding, changing, or cancelling the proposal of the meeting, written notice of such change shall be given three (3) days before the original date fixed for the meeting (excluding the day of the meeting), stating the situation and giving relevant contents of new proposal (if any) and relevant information. Where the notice is shorter than three days, the meeting shall be accordingly postponed, or convened on the original date with the consent of all directors. After the written notice of the extraordinary board meeting is given, in case of any change in time, venue, etc. of the meeting or adding, changing or cancelling the proposal of the meeting, prior consent of all directors present at the meeting shall be obtained and the same shall be recorded properly.	Article 27 After the written notice of regular meeting of the board of directors is given, in case of any change in time, venue, etc. of the meeting, or adding, changing, or cancelling the proposal of the meeting, written notice of such change shall be given three (3) days before the original date fixed for the meeting (excluding the day of the meeting), stating the situation and giving relevant contents of new proposal (if any) and relevant information. Where the notice is shorter than three (3) days, the meeting shall be accordingly postponed, or convened on the original date with the consent of all directors. After the written notice of the extraordinary board meeting is given, in case of any change in time, venue, etc. of the meeting or adding, changing or cancelling the proposal of the meeting, written notice of such change shall be given one (1) day before the original date fixed for the meeting (excluding the day of the meeting), stating the situation and giving relevant contents of new proposal (if any) and relevant information. Where the notice is shorter than one (1) day, the meeting shall be accordingly postponed, or convened on the original date with the consent of all directors.

Number	Original Rules of Procedures of the Board	Proposed Amendments to the Rules of Procedures of the Board
18	Article 28 The board meeting shall not be convened unless one half or more directors are present. The director shall attend the board meeting in person, and where the director cannot attend the meeting in person for cause, he/she may authorize another director to attend the meeting on his/her behalf in writing. Such another director shall be taken into account when calculating the number of directors present at the meeting. Where the independent non-executive director cannot attend the meeting in person, he/she may authorize another independent non-executive director to attend the meeting on his/her behalf (except the board meeting which shall be attended in person). If a director fails to attend a board meeting or to attend by proxy, he shall be deemed to have waived his right to vote at the meeting. If a director fails to attend a board meeting or to attend by proxy, he shall be deemed to have waived his right to vote at the meeting. Where the director fails to attend the board meeting in person or authorize another director to attend the meeting on his/her behalf for two (2) times consecutively, it shall be deemed that such director cannot perform his/her duties, and the board of directors shall propose the general meeting to replace such director. Where an independent non-executive director fails to attend the board meeting for three (3) times consecutively, the board of directors shall propose the general meeting to replace such director. Subject to the securities regulatory rules of the place where the Company's shares are listed, directors who attend board meetings online, by video, by telephone or in other ways with the same effect are also deemed to have attended in person. Supervisors may also attend (without voting rights) the meeting of the board of directors. The General Manager and the secretary to the board of directors who is not a director shall attend (without voting rights) the meeting of the board of directors.	Article 28 The board meeting shall not be convened unless one half or more directors (including their proxies) are present. However, where applicable laws and regulations and the Articles of Association otherwise provide specifically, such provisions shall prevail. The director shall attend the board meeting in person, and where the director cannot attend the meeting in person for cause, he/she may authorize another director to attend the meeting on his/her behalf in writing. Such another director shall be taken into account when calculating the number of directors present at the meeting. Where the independent non-executive director cannot attend the meeting in person, he/she may authorize another independent non-executive director to attend the meeting on his/her behalf (except the board meeting which shall be attended in person). If a director fails to attend a board meeting or to attend by proxy, he shall be deemed to have waived his right to vote at the meeting. Where the director fails to attend the board meeting in person or authorize another director to attend the meeting on his/her behalf for two (2) times consecutively, it shall be deemed that such director cannot perform his/her duties, and the board of directors shall, in the case of a director who is not an employee director, propose the general meeting to replace such director or, in the case of an employee director, propose such director be replaced at an employee representative meeting or an employee meeting or by other democratic means. Where an independent non-executive director fails to attend the board meeting for three (3) times consecutively, the board of directors shall propose the general meeting to replace such director. Subject to the securities regulatory rules of the place where the Company's shares are listed, directors who attend board meetings online, by video, by telephone or in other ways with the same effect are also deemed to have attended in person. The General Manager and the secretary to the board of directors who is not a director shall attend (without voting rights) the meeting of the board of directors.

Number	Original Rules of Procedures of the Board	Proposed Amendments to the Rules of Procedures of the Board
19	Article 29 The meeting of the board of directors shall be chaired by the chairman of the board of directors. If the chairman of the board of directors is unable to or does not perform the duties, the vice chairman of the board of directors shall perform the duties (in the event that the Company has two (2) vice chairmen, the vice chairman jointly elected by more than half of the directors shall perform the duties). Where the vice chairman of the board of directors is unable to or does not perform the duties, one (1) director jointly recommended by one half or more directors shall perform the duties. If the board of directors is changed, since the chairman of the new board of directors has not yet been elected, more than half of the directors of the new board of directors will jointly elect one (1) director to preside over the first meeting of the new board of directors and elect the chairman of the current board of directors.	Article 29 The meeting of the board of directors shall be chaired by the chairman of the board of directors. If the chairman of the board of directors is unable to or does not perform the duties, the vice chairman of the board of directors shall perform the duties (in the event that the Company has two (2) vice chairmen, the vice chairman jointly elected by a majority of the directors shall perform the duties). Where the vice chairman of the board of directors is unable to or does not perform the duties, one (1) director jointly elected by a majority of the directors shall perform the duties. If the board of directors is changed, since the chairman of the new board of directors has not yet been elected, one (1) director jointly elected by a majority of the directors of the new board of directors shall convene and preside over the first meeting of the new board of directors and elect the chairman of the current board of directors.
20	Article 33 Independent non-executive directors express independent opinions to the board of directors in accordance with applicable relevant laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.	Article 33 Independent non-executive directors express independent opinions on relevant matters to the board of directors in accordance with applicable laws and regulations and the Articles of Association.
21	Article 34 Where the board of directors deliberates proposals, all directors present at the meeting shall either vote for or against the proposal or vote abstention. The director present at the meeting shall choose one of the above three options. Where the director fails to make a choice or selects two or more options, the chairman of the meeting shall require such director to make a choice once again; if the director refuses to do the same, he/she shall be deemed to have waived such right. Where the director leaves in the middle of the meeting and does not make such a choice, such director shall be deemed to have waived his/her right. The director attending the meeting on behalf of another director shall exercise his/her principal's rights within the scope of authority.	Article 34 Where the board of directors deliberates proposals, all directors present at the meeting shall either vote for or against the proposal or vote abstention. The director present at the meeting shall choose one of the above three voting options. Where the director fails to make a choice or selects two or more options, he/she shall be deemed to have waived such right. Where the director leaves in the middle of the meeting and does not make such a choice, such director shall be deemed to have waived his/her right. The director attending the meeting on behalf of another director shall exercise his/her principal's rights within the scope of authority.

Number	Original Rules of Procedures of the Board	Proposed Amendments to the Rules of Procedures of the Board
22	Article 35 The meeting of the board of directors shall generally make resolution on issues and proposals discussed at the meeting. The following issues are subject to the approval of two thirds or more directors: 1. Formulate plans for the Company to increase or decrease its registered capital, issue stocks, bonds or other securities and listing; 2. Draft plans for major acquisitions of the Company, acquisition of the Company's stock or merger, splitting and dissolution of the Company and change of company form; 3. Consider the acquisition of the Company's shares based on the circumstances specified in Items (3), (5) and (6) of Article 24 of the Articles of Association; 4. Prepare amendments plan for the Articles of Association. Except for the above four items, the rest of the matters shall be approved by more than half of the directors, but if the applicable laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and Articles of Association stipulate otherwise, such provisions shall prevail. When the board of directors considers the external guarantee matters mentioned in Article 48 of the Articles of Association, in addition to the consideration and approval of more than half of all directors, it shall also be considered and approved by more than two-thirds of the directors present at the meeting of the board of directors.	Article 35 The meeting of the board of directors shall generally make resolution on issues and proposals discussed at the meeting. The following issues are subject to the approval of two thirds (2/3) or more directors: 1. To formulate proposals for the increase or reduction of the Company's registered capital, the issuance of corporate bonds; 2. To formulate plans for the merger, division, dissolution or change in corporate form of the Company; 3. Subject to compliance with the relevant provisions of the Listing Rules, to decide within three (3) years, in accordance with the Articles of Association or under the authorisation by the general meeting, that the Company shall issue shares not exceeding fifty percent (50%) of the issued shares (provided that, in the case of a capital contribution by way of non-monetary assets, this shall be resolved by the general meeting); 4. To decide on the guarantees provided by the Company for others, except for those that should be decided by the general meeting in accordance with the applicable laws and regulations and the Articles of Association; 5. To resolve on the provision of financial assistance by the Company to others for the acquisition of shares in the Company or its parent company in accordance with the Articles of Association or under the authorisation by the general meeting; 6. To formulate the plan to amend the Articles of Association; 7. Other matters subject to the approval of two thirds (2/3) or more directors attending the meeting as stipulated in applicable laws and regulations, the Articles of Association and this Rules of Procedures. All matters other than the above matters shall be approved by more than half of the directors, but where applicable laws and regulations and the Articles of Association provide otherwise, such provisions shall prevail.

Number	Original Rules of Procedures of the Board	Proposed Amendments to the Rules of Procedures of the Board
23	Article 36 The voting methods for resolutions of the board of directors are: Voting by show of hands or registered written voting. Each director has one vote. On the premise that the directors can fully express opinions and comply with the provisions of the securities regulatory rules of the place where the Company's shares are listed, the extraordinary meeting of the board of directors may be conducted by fax, telephone or video conference or other methods with the same effect, and a resolution shall be made and signed by the directors participating in the meeting (the directors who sign by fax, email, etc. have the same effect).	Article 36 The voting methods for resolutions of the board of directors are: Voting by show of hands or registered written voting. Each director has one (1) vote. Regular or extraordinary meetings of the board of directors may be held by means of a conference call or similar communication device. As long as all participating directors can clearly hear each other and communicate through such facilities during the meeting, all participating directors shall be deemed to have attended the meeting in person. The board of directors may adopt resolutions in writing in lieu of holding a meeting, provided that the draft resolution is distributed to each director by telegram, telex, fax, express mail or registered post, email or personal delivery. If the board of directors has distributed the resolution to all directors and the number of directors signing in agreement reaches the quorum required for a board resolution, the resolution shall become a board resolution upon delivery to the secretary to the board by any of the aforementioned means without the need to convene a meeting of the board of directors. However, where the Listing Rules otherwise provide specifically, such provisions shall prevail. A written resolution signed by all directors shall be deemed as valid as a resolution passed at a duly convened meeting of the board of directors. Such written resolution may consist of one (1) original and multiple copies, each signed by one (1) or more directors. A resolution signed by a director or bearing the name of a director and sent by telegram, telex, fax, express mail or registered mail, email or personal delivery shall, for the purposes of this paragraph, be deemed to be one (1) valid document duly signed by him.

Number	Original Rules of Procedures of the Board	Proposed Amendments to the Rules of Procedures of the Board
24	Article 37 In considering related party transactions, related director shall abstain from voting, with the specific requirements as follows: Any director who is related to the company involved in the resolution of the meeting of the board of directors shall not exercise the voting rights on such resolution, and shall not exercise the voting rights on behalf of any other director either. The meeting of the board of directors may be convened when over 50% of non-related directors are present. Resolution of the meeting of the board of directors is subject to the approval of over 50% of non-related directors. Where less than three (3) non-related directors are present at the meeting of the board of directors, the Company shall submit the issue to the general meeting for deliberation. The specific voting of the board of directors on the connected transactions under the Listing Rules shall comply with the relevant provisions of the Listing Rules.	Article 37 In considering related party transactions, related director shall abstain from voting, with the specific requirements as follows: Any director who is related to the company or individual involved in the resolution of the meeting of the board of directors shall submit a written report to the board of directors in a timely manner. A related director shall not exercise the voting rights on such resolution, and shall not exercise the voting rights on behalf of any other director either. The meeting of the board of directors may be convened when over 50% of non-related directors are present. Resolution of the meeting of the board of directors is subject to the approval of over 50% of non-related directors. Where less than three (3) non-related directors are present at the meeting of the board of directors, the Company shall submit the issue to the general meeting for deliberation. The specific voting of the board of directors on the connected transactions under the Listing Rules shall comply with the relevant provisions of the Listing Rules. Except as otherwise provided in the Listing Rules, where a matter considered at a meeting of the board of directors involves a material interest of a director or any one (1) of his/her close associates (as defined in the Listing Rules), such director shall abstain from voting and shall not be counted in the calculation of the quorum of directors present at the meeting.
25	Article 38 Directors shall be liable for resolutions of the meeting of the board of directors. If the resolution of the board of directors violates laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association, and the resolution of the general meeting, leading to material loss of the Company, the directors participating in the resolution shall be liable to the Company for compensation; however, directors who are proved to have raised objection at the time of voting as recorded in the minutes shall be released from liabilities.	Article 38 Directors shall be liable for resolutions of the meeting of the board of directors. If the resolution of the board of directors violates applicable laws and regulations or the Articles of Association, and the resolution of the general meeting, leading to material loss of the Company, the directors participating in the resolution shall be liable to the Company for compensation; however, directors who are proved to have raised objection at the time of voting as recorded in the minutes shall be released from liabilities.
26	Article 40 The board of directors of the Company shall, in strict compliance with applicable laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and provisions on information disclosure issued by the stock exchange, disclose required issues considered by or resolutions made by the board meeting in a timely, true, accurate and complete manner.	Article 40 The board of directors of the Company shall, in strict compliance with applicable laws and regulations and provisions on information disclosure issued by the stock exchange, disclose required issues considered by or resolutions made by the board meeting in a timely, true, accurate and complete manner.

Number	Original Rules of Procedures of the Board	Proposed Amendments to the Rules of Procedures of the Board
27	Article 42 Before their implementation, the following issues are subject to the deliberation and passing of the meeting of the board of directors and then to the approval of the general meeting: 1. Annual financial plan and settlement plan of the Company; 2. The profit distribution plan and the loss make-up plan of the Company; 3. The plan for increase or decrease in registered capital and issuance of bonds of the Company; 4. Merger, splitting, dissolution, liquidation or change in corporate form of the Company; 5. Matters related to purchase or sale of material assets by the Company within one (1) year that exceeds thirty percent (30%) of the Company's total audited assets for the most recent period; 6. Amendments to the Articles of Association; 7. Engagement or replacement of the accounting firm performing audit for the Company; 8. Other matters that shall be approved by the general meeting as stipulated in applicable laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.	Article 42 Before their implementation, the following issues are subject to the deliberation and passing of the meeting of the board of directors and then to the approval of the general meeting: 1. The profit distribution plan and the loss make-up plan of the Company; 2. The plan for increase or decrease in registered capital and issuance of bonds of the Company; 3. Merger, splitting, dissolution, liquidation or change in corporate form of the Company; however, for a merger, where the consideration paid does not exceed ten percent (10%) of the Company's net assets and complies with applicable laws and regulations, approval by the general meeting is not required; 4. Matters related to purchase or sale of material assets by the Company within one (1) year that exceeds thirty percent (30%) of the Company's total audited assets for the most recent period; 5. Amendments to the Articles of Association; 6. Engagement or replacement of the accounting firm performing audit for the Company; 7. Other matters that shall be approved by the general meeting as stipulated in applicable laws and regulations or the Articles of Association.
28	Article 47 For the purpose of this Rules of Procedures, reference to "no less than" or "not over" a number shall include that number; and reference to "over" or "lower than" shall exclude that number.	Article 47 For the purpose of this Rules of Procedures, reference to "more than" or "within" a number shall include that number; and reference to "over", "less than" or "exceeding" shall exclude that number.
29	Article 48 In the event of any matters not covered in this Rules of Procedures, or in the event of any conflict with applicable laws, administrative regulations, departmental rules, regulatory documents, securities regulatory rules of the place where the Company's shares are listed, or the provisions of the Articles of Association, the applicable laws, administrative regulations, departmental rules, regulatory documents, securities regulatory rules of the place where the Company's shares are listed and the provisions of the Articles of Association shall prevail.	Article 48 In the event of any matters not covered in this Rules of Procedures, or in the event of any conflict with applicable laws and regulations or the Articles of Association, the applicable laws and regulations and the Articles of Association shall prevail.

Number	Original Rules of Procedures of the Board	Proposed Amendments to the Rules of Procedures of the Board
30	Article 49 This rules of Procedures shall be attached as an appendix to the Articles of Association, and their enactment and amendment shall be effective only after they have been considered and passed by the board of directors of the Company and approved at the general meeting by way of a special resolution.	Article 49 This Rules of Procedures shall be attached as an appendix to the Articles of Association, and their enactment and amendment shall be effective only after they have been considered and passed by the board of directors of the Company and approved at the general meeting by way of a special resolution.

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海南美蘭國際空港股份有限公司
Hainan Meilan International Airport Company Limited*

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

(Stock Code: 357)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the "**EGM**") of Hainan Meilan International Airport Company Limited (the "**Company**") will be held at 10:00 a.m. on Wednesday, 22 April 2026 at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the People's Republic of China (the "**PRC**") for the purpose of considering and, if thought fit, passing the following resolutions. Unless the context otherwise requires, expressions used in this notice shall have the same meaning set out in the circular of the Company dated 18 March 2026.

BY WAY OF ORDINARY RESOLUTIONS

1. To consider and approve the appointment of Mr. Qiu Guoliang (邱國良先生) as an executive director of the Company, and to authorise the chairman of the Board or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company;

2. To consider and approve the appointment of Mr. Xiang Xiujin (項修金先生) as a non-executive director of the Company, and to authorise the chairman of the Board or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company;

3. To consider and approve the appointment of Mr. Ya Zhihui (亞志慧先生) as a non-executive director of the Company, and to authorise the chairman of the Board or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company;

4. To consider and approve the appointment of Mr. Zhou Peng (周鵬先生) as a non-executive director of the Company, and to authorise the chairman of the Board or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company; and

5. To consider and approve proposals (if any) put forward at such meeting by any Shareholder(s) holding one per cent (1%) or more of the Shares carrying the right to vote at such meeting.

* *For identification purposes only*

BY WAY OF SPECIAL RESOLUTIONS

6. To consider and approve the proposed amendments to the Articles of Association and cancellation of the Supervisor Committee, and to authorise the chairman of the Board to sign and deal with full authority all and every documents and procedures required for the commercial registration/filings in relation to the amendments to the Articles of Association (including making corresponding revisions or adjustments to the Articles of Association in accordance with the oral or written opinions/requirements of the relevant regulatory authorities);

7. To consider and approve the proposed amendments to the Rules of Procedures of General Meetings, and to authorise the chairman of the Board to sign and deal with full authority all and every documents and procedures required for the commercial registration/filings in relation to the amendments to the Rules of Procedures of General Meetings (including making corresponding revisions or adjustments to the Rules of Procedures of General Meetings in accordance with the oral or written opinions/requirements of the relevant regulatory authorities);

8. To consider and approve the proposed amendments to the Rules of Procedures of the Board, and to authorise the chairman of the Board to sign and deal with full authority all and every documents and procedures required for the commercial registration/filings in relation to the amendments to the Rules of Procedures of the Board (including making corresponding revisions or adjustments to the Rules of Procedures of the Board in accordance with the oral or written opinions/requirements of the relevant regulatory authorities); and

9. To consider and approve proposals (if any) put forward at such meeting by any Shareholder(s) holding one per cent (1%) or more of the Shares carrying the right to vote at such meeting.

By order of the Board
Hainan Meilan International Airport Company Limited*
Wang Hong
Chairman

Hainan Province, the PRC
18 March 2026

As at the date of this notice, the Board comprises (i) two executive directors, namely Mr. Wang Hong and Mr. Ren Kai; and (ii) four independent non-executive directors, namely Mr. Fung Ching, Simon, Mr. Ye Zheng, Ms. Liu Hongbin and Ms. Tang Bi.

Notes:

(A) The Company's register of members will be closed from Thursday, 2 April 2026 to Wednesday, 22 April 2026 (both days inclusive), during which no transfer of Shares will be registered. The Shareholders who are registered on Thursday, 2 April 2026, being the record date for the EGM, and their proxies will be entitled to attend the EGM, provided they present valid identity documents. In order to qualify for attending and voting at the EGM, Shareholders must deliver their transfer documents, accompanied by the relevant share certificates and forms of transfer, to the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited, located at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for H Shareholders) or the office of the secretary to the Board at the Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC (for Domestic Shareholders), no later than 4:30 p.m. on Wednesday, 1 April 2026.

(B) Shareholders whose names appear on the Company's register of members at the close of business on Thursday, 2 April 2026 are entitled to attend and vote at the EGM after complying with the necessary registration procedures.

(C) Each holder of H Shares who has the right to attend and vote at the EGM (or any adjournment thereof) is entitled to appoint in writing one or more proxies, whether a Shareholder or not, to attend and vote on his behalf at the EGM. A proxy of a Shareholder who has appointed more than one proxy may only vote on a poll.

(D) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign, or other documents of authorisation, must be notarially certified. The instrument appointing a proxy of any holder of H Shares (being a body corporate) must be affixed with the corporate seal of such holder of H Shares or duly signed by the chairman of its board of directors or by its authorised attorney. To be valid, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 24 hours before the time for holding the EGM or any adjournment thereof in order for such documents to be valid.

(E) Each holder of Domestic Shares is entitled to appoint in writing one or more proxies, whether a Shareholder or not, to attend and vote on his behalf at the EGM. Notes (C) and (D) also apply to holders of Domestic Shares, except that the proxy form or other documents of authority must be delivered to the office of the secretary to the Board, not less than 24 hours before the time for holding the EGM or any adjournment thereof in order for such documents to be valid.

Details of the office of the secretary to the Board are as follows:

Office Building of Meilan Airport
Haikou City
Hainan Province the PRC
Tel: (86-898) 6996 6239
Fax: (86-898) 6996 8999

(F) If a proxy attends the EGM on behalf of a Shareholder, he should produce his ID card and the instrument signed by the proxy or his authorised representative, which specifies the date of its issuance. If the legal representative of the holder of legal person Share(s) attends the EGM, such legal representative should produce his ID card and valid documents evidencing his capacity as such legal representative. If a holder of legal person Share(s) appoints a representative of a company other than its legal representative to attend the EGM, such representative should produce his ID card and an authorisation instrument affixed with the seal of the holder of the legal person Share(s) and duly signed by its legal representative.

(G) The EGM is expected to last not more than one day. Shareholders or proxies attending the EGM are responsible for their own transportation and accommodation expenses.

(H) Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of Shareholders at the EGM must be taken by way of poll. Accordingly, the chairman of the EGM will demand a poll in relation to all the proposed resolutions at the EGM.