THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **Chifeng Jilong Gold Mining Co., Ltd.** (the "**Company**"), you should at once hand this circular and the enclosed proxy form to the purchaser or transferee or to licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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赤峰黄金
CHIFENG GOLD

Chifeng Jilong Gold Mining Co., Ltd.
赤峰吉隆黃金礦業股份有限公司

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

(H Shares Stock Code: 6693)

1. WORK REPORT OF THE BOARD OF DIRECTORS FOR 2025
2. 2025 ANNUAL REPORT
3. PROFIT DISTRIBUTION PROPOSAL FOR 2025
4. THE GENERAL MEETING FOR AUTHORISATION TO THE BOARD OF DIRECTORS TO FORMULATE THE PROFIT DISTRIBUTION PROPOSAL FOR THE SIX MONTHS ENDING 30 JUNE 2026
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6. THE PURCHASE OF LIABILITY INSURANCE FOR THE COMPANY AND ITS DIRECTORS AND SENIOR MANAGEMENT
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AND
NOTICE OF 2025 ANNUAL GENERAL MEETING

Capitalized terms used on this cover page shall have the same meanings as those defined in this circular. A notice convening the annual general meeting (the "**AGM**") of the Company to be held at Chifeng Gold, Conference Room, A7 Xiaojing, Wanfeng Road, Fengtai District, Beijing, the PRC at 1:00 p.m. on Friday, 8 May 2026 is set out on pages AGM-I to AGM-IV of this circular.

The proxy form for use in connection with the AGM is enclosed herewith. The said proxy form is also published on the websites of the Hong Kong Stock Exchange at www.hkexnews.hk and our Company at www.cfgold.com.

Any Shareholder(s) entitled to attend and vote at the AGM are entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a Shareholder. If you intend to appoint a proxy to attend the AGM and vote on your behalf, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return it by hand, by post or by facsimile to the Registrar of H Shares of the Company – Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders only) as soon as possible and in any event not later than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be) (i.e. before 1:00 p.m. on Thursday, 7 May 2026). Completion and return of the proxy form will not preclude you from attending and voting at the AGM or any adjournment hereof should you so wish.

13 April 2026

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NOTICE OF 2025 ANNUAL GENERAL MEETING . . . . . AGM-I

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

"2025 AGM" or "AGM"	the 2025 annual general meeting of the Company or any adjournment thereof to be held at 1:00 p.m. on Friday, 8 May 2026 at Chifeng Gold, Conference Room, A7 Xiaojing, Wanfeng Road, Fengtai District, Beijing, the PRC
"2025 Annual Report"	the 2025 annual report of the Company
"2025 Annual Results Announcement"	the 2025 annual results announcement of the Company dated 20 March 2026
"A Share(s)"	domestic ordinary share(s) in the share capital of the Company with nominal value of RMB1.00 each, which are traded in Renminbi and listed on the Shanghai Stock Exchange
"Articles of Association"	the articles of association of the Company
"Audit Committee"	the audit committee of the Board of Directors
"Board"	the board of Directors of the Company
"CASBE"	the China Accounting Standards for Business Enterprises
"CCASS"	the Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
"Chifeng Gold", "Company" or "Listed Company"	Chifeng Jilong Gold Mining Co., Ltd.（赤峰吉隆黃金礦業股份有限公司), a joint stock company incorporated under the laws of the PRC with limited liability on 22 June 1998, the A Shares and H Shares of which are listed on the Shanghai Stock Exchange (stock code: 600988) and the Main Board of the Hong Kong Stock Exchange (stock code: 6693), respectively

"Chijin HK"	Chijin International (HK) Limited (赤金國際(香港)有限公司), a company incorporated in Hong Kong with limited liability and a direct wholly owned subsidiary of the Company
"CSRC"	the China Securities Regulatory Commission (中國證券監督管理委員會)
"Director(s)"	director(s) of the Company
"Company Law"	the Company Law of the People's Republic of China
"ESG"	environmental, social and governance
"Group"	the Company and its subsidiaries
"H Share(s)"	overseas listed foreign ordinary shares in the share capital of the Company with nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange
"H Shareholder(s)"	holders of H Shares
"H Share Repurchase Mandate"	the general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued H Shares (excluding Treasury Shares) of the Company as at the date of passing of the proposed special resolution contained in item 11 of the Notice of the AGM as set out on pages IV-1 to IV-7 of this circular
"HK$"	Hong Kong dollars, being the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Hong Kong Stock Exchange" or "Stock Exchange"	The Stock Exchange of Hong Kong Limited

"Hong Kong Listing Rules" or "Listing Rules"	the Rules Governing the Listing of Securities on The Hong Kong Stock Exchange
"Independent Director(s)"	independent non-executive Director(s)
"Latest Practicable Date"	8 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
"PRC"	the People's Republic of China
"RMB" or "Renminbi"	Renminbi, the lawful currency of the PRC
"Securities Law"	the Securities Law of the People's Republic of China (中華人民共和國證券法)
"SFC"	the Securities and Futures Commission of Hong Kong
"Share(s)"	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, comprising our A Shares and our H Shares
"Shareholder(s)"	holder(s) of Share(s)
"Stock Exchanges"	the Shanghai Stock Exchange and the Hong Kong Stock Exchange
"Supervisory Committee"	the supervisory committee of the Company
"Treasury Shares"	has the meaning ascribed thereto under the Listing Rules
"USD"	United States dollar, the lawful currency of the United States of America
"%"	per cent

Chifeng Jilong Gold Mining Co., Ltd.
赤峰吉隆黃金礦業股份有限公司
(A joint stock company incorporated in the People's Republic of China with limited liability)
(H Shares Stock Code: 6693)

Executive Directors:
Mr. Wang Jianhua *(Chairman)*
Mr. Gao Bo
Ms. Yang Yi-fang
Mr. Lyu Xiaozhao
Mr. Zhao Qiang

Non-executive Directors:
Mr. Zhang Xudong

Independent Non-executive Directors:
Dr. Wong Yet Ping Ambrose
Prof. Hu Nailian
Dr. Li Houmin
Dr. Jiang Qi

Registered office in the PRC:
Fumin Village, Sidaowanzi Town,
Aohan County, Chifeng
Inner Mongolia Autonomous Region
The PRC

Headquarters and principal place of business in the PRC:
A7 Xiaojing, Wanfeng Road
Fengtai District, Beijing
The PRC

Principal place of business in Hong Kong:
Room 1905, 19th Floor
China Resources Building
26 Harbour Road, Wanchai
Hong Kong

Beijing, the PRC
13 April 2026

To the Shareholders

Dear Sir or Madam,

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NOTICE OF 2025 ANNUAL GENERAL MEETING

INTRODUCTION

On behalf of the Board of Directors, you are invited to attend the AGM to be held at Chifeng Gold, Conference Room, A7 Xiaojing, Wanfeng Road, Fengtai District, Beijing, the PRC at 1:00 p.m. on Friday, 8 May 2026.

The purpose of this circular is to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM as follows:

Resolution 1. Work Report of the Board of Directors for 2025

In accordance with the relevant provisions of the Company Law, the Securities Law, the securities regulatory rules of the jurisdiction where the Company's Shares are listed, and the Articles of Association, and having taken into account the 2025 work situation of the Board, the Work Report of the Board of Directors for 2025 prepared by the Board has been approved by the fifth meeting of the Ninth Session of the Board.

For details of the Work Report of the Board of Directors for 2025, please refer to the website of the Shanghai Stock Exchange (www.sse.com.cn) and the website of the Company (www.cfgold.com).

An ordinary resolution will be proposed at the AGM for Shareholders to consider and approve the Work Report of the Board of Directors for 2025.

Resolution 2. 2025 Annual Report

In accordance with the provisions of the Company Law, the Securities Law, the securities regulatory rules of the jurisdiction where the Company's Shares are listed, the Articles of Association, and relevant laws and regulations, the Company has prepared the A Shares 2025 Annual Report and its summary, as well as the H Shares 2025 Annual Results Announcement and 2025 Annual Report based on the 2025 annual financial report. The financial statements in the Company's 2025 Annual Report have been audited by Ernst & Young Hua Ming LLP (hereinafter referred to as "**Ernst & Young Hua Ming**") and an audit report has been issued. The relevant annual reports have been approved by the fourth meeting of the Ninth Session of the Audit Committee and the fifth meeting of the Ninth Session of the Board, respectively.

For details of the reports, announcement and summary, please refer to the website of the Shanghai Stock Exchange (www.sse.com.cn), the website of HKEXnews (www.hkexnews.hk), and the website of the Company (www.cfgold.com).

An ordinary resolution will be proposed by the Company at the AGM for Shareholders to consider and approve the 2025 Annual Report.

Resolution 3. Profit Distribution Proposal for 2025

After being audited by Ernst & Young Hua Ming, based on the CASBE, the consolidated financial statements of the Group for the year 2025 show that the net profit attributable to shareholders of the parent was RMB3,082,367,791.68. The parent's financial statements for the year 2025 recorded a net loss of RMB49,490,068.02. No statutory surplus reserve was extracted. Cash dividend of RMB304,065,788.48 was distributed. Adding the undistributed profits from previous years of RMB2,356,024,316.66, as of 31 December 2025, the cumulative distributable profit of the parent was RMB2,002,468,460.16.

It was proposed that the Company's profit distribution plan for the year 2025 be as follows: the Company proposes to distribute a cash dividend of RMB0.32 (tax inclusive) per Share to all Shareholders who are eligible for distribution on the record date determined by the profit distribution implementation announcement for 2025. The actual amount of cash dividend to be distributed will be determined according to the number of Shares on the record date. There will be no distribution of bonus Shares or conversion of capital reserve into share capital for 2025 by the Company.

As of the Latest Practicable Date, based on the total share capital of 1,900,411,178 Shares (including A Shares: 1,663,911,378 Shares; H Shares: 236,499,800 Shares), the total proposed cash dividend is RMB608,131,576.96 (inclusive of tax, consisting of: A Shares cash dividend amounting to RMB532,451,640.96; H Shares cash dividend totaling RMB75,679,936.00.).

If the total share capital of the Company changes due to convertible bond conversion, share repurchase, repurchase and cancellation of Shares granted under share award schemes, repurchase and cancellation of shares in major asset restructurings, etc., the Company intends to maintain the same amount of distribution per Share, and accordingly adjust the total amount of distribution. If the total share capital subsequently changes, specific adjustment details will be announced separately.

The aforesaid resolution has been considered and approved at the Board meeting held on 20 March 2026 and is hereby proposed to the AGM for consideration and approval as a special resolution.

Resolution 4. The General Meeting for Authorisation to The Board of Directors to Formulate the Profit Distribution Proposal for the Six Months Ending 30 June 2026

In order to balance the Company's production and operation, sustainable development, and the reasonable returns to the investors, in accordance with relevant laws and regulations, such as the Supervisory Guidelines for Listed Companies No. 3 - Cash Dividends of Listed Companies, the Stock Listing Rules of the Shanghai Stock Exchange, and the provisions of the Articles of Association, it is proposed to request the AGM to authorize the Board of Directors to handle all related matters regarding the 2026 interim profit distribution, including, but not limited to, deciding whether to distribute profits and the specific amount and timing of the profit distribution.

The aforesaid resolution has been considered and approved at the Board meeting held on 20 March 2026 and is hereby proposed to the AGM for consideration and approval as a special resolution.

Resolution 5. The Remuneration Plan of Directors for 2026

Pursuant to the relevant provisions of the Articles of Association and the Remuneration Management System for Directors, Supervisors and Senior Management of the Company, in accordance with the relevant requirements of the Corporate Governance Standards for Listed Companies and other regulations, and having regard to the external business environment and the Company's performance in 2025, safety and environmental protection, ESG system construction and performance, sustainable development, etc. of the Company, the Remuneration and Appraisal Committee proposed the 2026 annual remuneration plan for the Directors and senior management of the Company to the Board. Details are set out in Appendix I to this circular.

The aforesaid resolution has been considered and approved at the Board meeting held on 20 March 2026 and is hereby proposed to the AGM for consideration and approval as an ordinary resolution.

Resolution 6. The Purchase of Liability Insurance for the Company and Its Directors and Senior Management

In order to further improve the Company's risk management system, reduce governance and operational risks, safeguard the Company's interests, and facilitate the full exercise of rights and performance of duties by the Directors and senior management of the Company, in accordance with relevant laws and regulations, such as the Company Law, the Corporate Governance Standards for Listed Companies, the listing rules of the Stock Exchanges, it is proposed to purchase liability insurance for the Company and its Directors, senior management, as well as relevant responsible personnel.

The insurance coverage includes the management liability of the Company and its Directors and senior management, compensation claims in relation to the Company's securities, compensation claims in relation to improper employment practices of the Company, with the annual insurance coverage not exceeding USD30 million (subject to the final insurance contract), and the annual insurance premium not exceeding USD300,000 (subject to the final insurance contract).

It is proposed that the AGM authorize the management to handle the relevant insurance matters for the Company based on the actual situation of its business development. This includes, but is not limited to: determining the annual compensation limit and insurance amount within the aforementioned insurance scope, the insurance period and the coverage, selecting the insurance institution, signing relevant legal documents and handling other matters related to insurance coverage, etc. In addition, within the authorized scope, relevant matters such as renewal of insurance (or re-insurance) upon the expiration of the liability insurance contract (or before) shall be handled. Renewal or re-insurance within the above insurance scheme does not require separate deliberation.

The aforesaid resolution has been considered and approved at the Board meeting held on 20 March 2026 and is hereby proposed to the AGM for consideration and approval as an ordinary resolution.

Resolution 7. The Reappointment of Auditor for 2026

In view of Ernst & Young Hua Ming's good professional ethics, professional capabilities, and sound working relationship with the Company, and to maintain the continuity of the Company's financial report audit work, the Company intends to continue engaging Ernst & Young Hua Ming as its financial and internal control audit firm for 2026, with a term of one year. The Company authorizes its management to negotiate and determine the relevant professional fees of Ernst & Young Hua Ming as auditor based on the actual circumstances of the Company's audit work, and to sign relevant agreements and documents.

The aforesaid resolution has been considered and approved at the Board meeting held on 20 March 2026 and is hereby proposed to the AGM for consideration and approval as an ordinary resolution.

Resolution 8. Plan of Guarantees for the Year Ending 31 December 2026

To support the business development, project construction, production operation and capital requirements of the Company and its subsidiaries in 2026, to enhance decision-making efficiency and the overall benefits of the enterprise, and to ensure the continuous and stable development of the business, the Company intends to provide, directly or through its wholly owned subsidiaries (including direct and indirect wholly owned subsidiaries) or holding subsidiaries (including direct and indirect holding subsidiaries), provide a maximum guarantee amount of no more than RMB5 billion (or equivalent foreign currency, including the amount itself) for all other subsidiaries.

It is hereby proposed that the AGM authorize the Company's management to handle relevant guarantee matters within the total guarantee limit based on the actual operating conditions and capital demands of each subsidiary. This includes, but is not limited to, determining the specific guarantee amount, signing relevant guarantee documents, and deciding on the allocation and utilization of the aforementioned limit for handling guarantee-related matters. The authorization period commences from the date of approval by the 2025 AGM and lasts until the date of the 2026 annual general meeting.

The aforesaid resolution has been considered and approved at the Board meeting held on 20 March 2026 and is hereby proposed to the AGM for consideration and approval as a special resolution.

Resolution 9. General Mandate to Issue Debt Financing Instruments by the Company

In order to meet the needs for domestic and overseas production and operation, projects' infrastructure investment, supplement working capital, refinance existing indebtedness, lower borrowing costs and debt restructuring of the Company, the Company proposes to issue one or a series of debt financing instruments within and outside the PRC. In order to grasp the favourable market opportunities in a timely manner, it is proposed that the Shareholders consider at the AGM to grant a general mandate to the Board to handle the issuance of debt financing instruments by the Company. Details of debt financing instrument mandate, including issuance size, issuer entities and types, principal terms of issuance, issuance mandate and authorization period of this AGM mandate, are set out in Appendix II to this circular.

The aforesaid resolution has been considered and approved at the Board meeting held on 20 March 2026 and is hereby proposed to the AGM for consideration and approval as a special resolution.

Resolution 10. Grant of a General Mandate by the General Meeting to the Board to Issue A Shares and/or H Shares

Pursuant to the Articles of Association, the relevant laws and regulations of the jurisdictions where the Company's Shares are listed, to meet the need for the Company's development and to grasp the market opportunities in a flexible manner, the Company proposes at the 2025 AGM to grant a General Mandate to the Board by way of a special resolution, according to the market conditions and the Company's needs, to separately or concurrently issue, allot and deal with additional A Shares and/or H Shares up to the limit of, as of the date of passing such resolution at the AGM, 20% of the number of Shares issued (excluding Treasury Shares) by the Company, or securities, options and warrants convertible into A Shares or H Shares, or similar rights to subscribe for A Shares or H Shares of the Company (hereinafter referred to as "**Similar Rights**", and the aforementioned authorization collectively referred to as the "**General Mandate**"), and to grant the mandate to the Board to amend the Articles of Association accordingly as it deems appropriate, in order to reflect the new share capital or structure of allotment or issuance of Shares or similar rights. Details of the General Mandate are set out in Appendix III to this circular.

The aforesaid resolution has been considered and approved at the Board meeting held on 20 March 2026 and is hereby proposed to the AGM for consideration and approval as a special resolution.

Resolution 11. General Mandate to Repurchase H Shares

In order to safeguard the Company's value and the interests of the Shareholders, and to enable the Company to flexibly repurchase H Shares at appropriate time, in accordance with the relevant laws, regulations, and normative documents such as the Company Law, the Hong Kong Listing Rules, the Codes on Takeovers and Mergers and Share Buy-backs of SFC, and the relevant provisions of the Articles of Association, the Company proposes at the 2025 AGM to grant the Board a general mandate for the repurchase of H Shares. The specific authorization content is provided in Appendix IV of this circular.

The aforesaid resolution has been considered and approved at the Board meeting held on 20 March 2026 and is hereby proposed to the AGM for consideration and approval as a special resolution.

Resolution 12. Change of Company Name

Based on the actual situation, the Company proposes to change the Chinese name of the Company from "赤峰吉隆黃金礦業股份有限公司" to "赤峰吉隆黃金礦業集團股份有限公司", and the English name of the Company from "Chifeng Jilong Gold Mining Co., Ltd." to "Chifeng Jilong Gold Mining Group Limited" (the "**Proposed Change of Company Name**"). The stock code, the English stock short name and the Chinese stock short name of the Company will remain unchanged.

The management of the Company will, based on the authorization from the general meeting, apply to the relevant governmental authorities for the change registration of the Company's business registration documents, relevant rules and regulations, licenses and qualifications involving the Company name. During the process of the name change registration, the Company name will be adjusted as necessary and appropriate according to the opinions of the relevant governmental authorities. The final approved and registered Company name by the relevant governmental authorities shall prevail.

Reasons for the Proposed Change of Company Name

The Board considers that, to enhance the overall competitiveness of the Company, the formal adoption of the "Group" designation will provide a more appropriate corporate image and identity. The Board believes that the Proposed Change of Company Name will better reflect the current business scale and strategic direction of the Company. Accordingly, the Board considers that the Proposed Change of Company Name is in the best interest of the Company and the Shareholders as a whole.

Conditions of the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the following conditions:

(i) the passing of an ordinary resolution by the Shareholders at the AGM to approve the Proposed Change of Company Name and a special resolution by the Shareholders at the AGM to approve the proposed amendments to the Articles of Association; and

(ii) all the relevant approvals, authorities, licenses and consents having been obtained from the relevant governmental authorities, and all filings and registration procedures in the PRC having been completed in respect of the Proposed Change of Company Name and the proposed amendments to the Articles of Association.

Subject to the satisfaction of the conditions set out above, the Company will carry out the necessary filing procedures with the Companies Registry in Hong Kong.

Effect of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the Shareholders or the Company's daily business operation and its financial position. All existing share certificates in issue bearing the existing names of the Company will, after the Proposed Change of Company Name becomes effective, continue to be evidence of title and be valid for trading, settlement, registration and delivery for the same number of shares in the new name of the Company. Once the Proposed Change of Company Name has become effective, new share certificates of the Company will be issued only in the new name of the Company and the H Shares of the Company will be traded on the Main Board of the Hong Kong Stock Exchange under the new name. There will not be any arrangement for exchange of the existing certificates of securities for new certificates bearing the new name of the Company.

Following the completion of the Proposed Change of Company Name, the Company will make corresponding amendments to its relevant internal rules and regulations, licences, permits, qualifications and other documents which refer to the Company's name.

The aforementioned resolution has been considered and approved at the Board meeting held on 20 March 2026 and is hereby proposed to the AGM for consideration and approval as an ordinary resolution.

Resolution 13. Amendments to the Articles of Association and Its Annexes

In accordance with the Company Law and relevant regulations of the regulatory and competent authorities, taking into account the Company's actual situation, and to further enhance the Company's corporate governance, the Board proposes to amend the Articles of Association and its annexes.

Details on the Amendments to the Articles of Association and its annexes are set out in Appendices V, VI, and VII of this circular, respectively.

The management of the Company will, based on the authorization from the AGM, apply to the relevant governmental authorities for the necessary procedures such as registration and filing. During the process of registration and filing, the Company will make necessary and appropriate adjustments to the terms of the Articles of Association and other contents according to the opinions of the relevant governmental authorities. The final version of the Articles of Association shall be based on the final registration and filing.

The proposed amendments to the Articles of Association and its annexes shall only take effect after being approved by Shareholders as special resolution at the AGM. Upon approval of the above proposals at the AGM, the Company will apply to the relevant registration authority for the procedures of change or filing registration.

The legal advisers to the Company as to the laws of Hong Kong and the laws of the PRC have respectively confirmed that the proposed amendments to the Articles of Association conform with the requirements of the Hong Kong Listing Rules and applicable laws of the PRC. The Company confirms that there is nothing unusual about the proposed amendments to the Articles of Association for a company incorporated in the PRC and listed on the Stock Exchanges.

The aforementioned resolution has been considered and approved at the Board meeting held on 20 March 2026 and is hereby proposed to the AGM for consideration and approval as a special resolution.

Resolution 14. Amendments to the Remuneration Management and Performance Appraisal Rules for Directors and Senior Management

In order to further improve the remuneration management of the Directors and senior management of the Company, to establish a scientific and effective incentive and restraint mechanism, to implement the new Company Law and the Corporate Governance Standards for Listed Companies issued by the CSRC, as well as other regulatory regulations, and in light of the actual situation where the Supervisory Committee has been abolished in the Articles of Association, the Company has revised the original Remuneration Management System for Directors, Supervisors and Senior Management. The revised rules determine the composition of the remuneration for Directors and senior management, the basis for determination, performance assessment, and stop-payment and recovery measures, etc. The details of the amendments to the Remuneration Management and Performance Appraisal Rules for Directors and Senior Management are listed in Appendix VIII of the circular.

The aforementioned resolution has been considered and approved at the Board meeting held on 20 March 2026 and is hereby proposed to the AGM for consideration and approval as an ordinary resolution.

The AGM

The AGM is to be held at Chifeng Gold, Conference Room, A7 Xiaojing, Wanfeng Road, Fengtai District, Beijing, the PRC at 1:00 p.m. on Friday, 8 May 2026. The notice of the AGM is set out on pages AGM-I to AGM-IV of this circular. As at the Latest Practicable Date, the Company's executive Directors, namely Mr. Wang Jianhua, Mr. Gao Bo, Ms. Yang Yi-fang, Mr. Lyu Xiaozhao and Mr. Zhao Qiang, are deemed to be interested in 74,200,071 A Shares, 153,500 A Shares, 113,000 A Shares, 111,700 A Shares and 204,000 A Shares of the Company, respectively, representing approximately 3.9044%, 0.0081%, 0.0059%, 0.0059% and 0.0107% of the total issued share capital of the Company (i.e. A Shares and H Shares), respectively. As Mr. Wang Jianhua, Mr. Gao Bo, Ms. Yang Yi-fang, Mr. Lyu Xiaozhao and Mr. Zhao Qiang are executive Directors of the Company and their remuneration packages are part of the subject in Resolution 5.01 to be proposed at the AGM, namely to consider and approve the Resolution on the Remuneration Plan of Directors for 2026. They are deemed to be interested in the subject matter of this Resolution 5.01 and accordingly, Mr. Wang Jianhua, Mr. Gao Bo, Ms. Yang Yi-fang, Mr. Lyu Xiaozhao and Mr. Zhao Qiang will abstain from voting on Resolution 5.01 at the AGM. In addition, Mr. Wang Jianhua, Mr. Gao Bo, Ms. Yang Yi-fang, Mr. Lyu Xiaozhao, Mr. Zhao Qiang, Mr. Zhang Tianhang (a Vice President of the Company who is deemed to be interested in 5,000 A Shares), Mr. Zhou Xinbing (a Vice President of the Company who is deemed to be interested in 112,800 A Shares), and Mr. Dong Shubao (the Board Secretary of the Company who is deemed to be interested in 38,500 A Shares) are deemed to be interested in the subject matter of Resolution 6 (the Purchase of Liability Insurance for the Company and Its Directors and Senior Management), and accordingly, Mr. Wang Jianhua, Mr. Gao Bo, Ms. Yang Yi-fang, Mr. Lyu Xiaozhao, Mr. Zhao Qiang, Mr. Zhang Tianhang, Mr. Zhou Xinbing and Mr. Dong Shubao will abstain from voting on Resolution 6 at the AGM. Save as disclosed above, no Shareholder is required to abstain from voting in relation to the matters to be resolved at the AGM.

The proxy form for H Shareholders for the 2025 AGM is enclosed with this circular. Any Shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a Shareholder. If you intend to appoint a proxy to attend the AGM and vote on your behalf, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return it, by hand, by post or by facsimile, to the Registrar of H Shares of the Company – Computershare Hong Kong Investor Services Limited, the address is: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders only) as soon as possible and in any event not later than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be) (i.e. before 1:00 p.m. on Thursday, 7 May 2026). Completion and return of the proxy form will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.

Closure of H Shares Register of Members

In order to determine the H Shareholders who are entitled to attend the AGM, the register of members of H Shares of the Company will be closed from 29 April 2026 to 8 May 2026 (both days inclusive), during which period no transfer of H Shares will be registered. Holders of H Shares who have lodged the duly completed transfer documents accompanied by the relevant share certificates with the Registrar of H Shares of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m. on 28 April 2026, the transferee but not the transferor shall be regarded as holder of the relevant H Shares and will be entitled to attend and vote at the 2025 AGM. H Shareholders whose names are recorded in the H Shares register of members of the Company on 29 April 2026 (being the record date) are entitled to attend and vote at the AGM.

General

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

Voting by Poll

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

Recommendations

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

Responsibility Statement

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

By order of the Board
Chifeng Jilong Gold Mining Co., Ltd.
Wang Jianhua
Chairman and Executive Director

Pursuant to the relevant provisions of the Articles of Association and the Remuneration Management System for Directors, Supervisors and Senior Management, in accordance with the relevant requirements of the Corporate Governance Standards for Listed Companies and other regulations, and referring to the external business environment and the Company performance in 2025, safety and environmental protection, ESG system construction and performance, sustainable development, etc. of the Company, the Remuneration and Appraisal Committee proposed the 2026 annual remuneration plan for the Directors and senior management of the Company to the Board.

Among them, non-executive Directors and Independent Directors receive Director allowances but do not participate in performance evaluations. Directors are subject to an annual remuneration system. Their remuneration can consist of basic salary, performance salary, and medium- and long-term incentive income. The proportion of performance salary shall generally more than 50% of the total amount of basic salary and performance salary. The basic salary of the Directors of the Company is paid monthly; the implementation of performance salary distribution is handled by the Remuneration and Appraisal Committee in accordance with the authorization of the general meeting, based on the relevant salary management system of the Company. The specific remuneration plan for the Directors of the Company in 2026 is as follows:

1. The Remuneration of Executive Directors for 2026

Name	**Title**	**Basic Salary (Before tax)** *Unit: RMB 0,000*
Wang Jianhua	Chairman	350
Gao Bo	Vice Chairman, Chief Executive Officer	366
Yang Yi-fang	Vice Chairman	400
Lyu Xiaozhao	Vice Chairman	332
Zhao Qiang	Vice President	290

2. The Remuneration of the Non-executive Director for 2026

Name	**Allowance (Before tax)** *Unit: RMB 0,000*
Zhang Xudong	32

3. The Remuneration of Independent Directors for 2026

Name	**Allowance (Before tax)** *Unit: RMB 0,000*
Wong Yet Ping Ambrose	24
Hu Nailian	24
Li Houmin	24
Jiang Qi	24

The above resolutions are hereby tabled item by item to the Shareholders for consideration.

In accordance with the relevant requirements of the Corporate Governance Standards for Listed Companies and other regulations, the following is an explanation of the annual remuneration plan for the senior management of the Company for 2026:

The senior management of the Company is subject to an annual salary system. Their remuneration can consist of basic salary, performance-based salary, and medium- and long-term incentive income. The proportion of performance-based salary shall generally not be less than 50% of the total amount of basic salary and performance-based salary. The Remuneration and Appraisal Committee of the Company bases its plan on the Company's operating scale and performance, determines the plan based on the Company's business plan and the responsibilities and goals of the respective departments, and after obtaining approval and authorization from the Board, is responsible for the specific implementation. The basic salary of the senior management of the Company for 2026 is RMB1.75 million to RMB3.15 million per annum, as set forth in the relevant service contract.

In order to meet the needs for domestic and overseas production and operation, projects' infrastructure investment, supplement working capital, refinance existing indebtedness, lower borrowing costs and debt restructuring of the Company, the Company proposes to issue one or a series of debt financing instruments within and outside the PRC. In order to grasp the favourable market opportunities in a timely manner, it is proposed that the Shareholders consider at the AGM to grant a general mandate to the Board to handle the issuance of debt financing instruments by the Company. Details are as follows:

I. ISSUANCE OF DEBT FINANCING INSTRUMENTS AMOUNT, ENTITIES AND TYPE

It is proposed that the Shareholders unconditionally authorises the Board of Directors with a general mandate to make specific arrangements for the issuance of debt financing instruments by the Company at the AGM. For onshore debt financing instruments, the Company or its subsidiaries would be the issuance entities; for offshore debt financing instruments, the Company or its overseas subsidiaries would be the issuance entities. The debt financing instruments include, but are not limited to, corporate bonds, shelf offering of corporate bonds, convertible corporate bonds, offshore bonds, ultra short-term commercial papers, short-term commercial papers, mid-term notes, perpetual mid-term notes, asset-backed notes, private placement of debt financing instruments, overseas bonds denominated in Renminbi, foreign currency bonds, perpetual bonds, and callable bonds and other onshore or offshore debt financing instruments denominated in Renminbi or foreign currencies approved by regulatory authorities for issuance.

II. MAJOR TERMS OF THE ISSUANCE OF DEBT FINANCING INSTRUMENTS

(I) Size of issuance: The accumulated outstanding balance of the issued debt financing instruments shall not exceed RMB3,000 million (inclusive) or the equivalent amount in foreign currencies within the validity period of the authorisation (based on the outstanding balance to be repaid after issuance; for issuance denominated in foreign currencies, based on the central parity rate as announced by the People's Bank of China on the issuance date).

(II) Maturities and types: Not more than 10 years at maximum, can be a single maturity or a combination of various maturities. The specific composition of the maturities and the issuance size of each type and maturity shall be determined by the Board of Directors with reference to the relevant regulations and market conditions.

(III) Use of proceeds raised: The proceeds raised from the newly issued debt financing instruments are expected to be used for satisfying production and operation needs, domestic and overseas projects' infrastructure development, replacement of due debts, supplementing working capital, project investment and/or investment acquisition, etc. The specific purposes for proceeds will be determined by the Board based on the Company's capital requirements from time to time.

III. ISSUANCE OF DEBT FINANCING INSTRUMENTS AUTHORISATION

(I) It is proposed that the Shareholders unconditionally authorise the Board with a general mandate to decide and deal with the issuance of debt financing instruments according to the Company's operation needs and other market conditions at the general meeting.

1. To determine the specific plan and terms for the issuance of debt financing instruments, including, but not limited to, establishing and identifying the appropriate issuing entity, the types of debt financing instruments to be issued, specific issuance number, actual total amount, currency, issuance price, interest rate or its determination method, issuance location, timing of issuance, maturity, whether to issue in tranches and the number of tranches to be issued, whether to set sell-back terms and redemption terms, rating arrangements, guarantee matters (if necessary), terms of principal repayment and interest payment, and determination of the specific arrangements of raising proceeds, specific placing arrangements, underwriting arrangements and all other matters regarding the issuance).

2. To take all necessary and supplementary actions and steps for the issuance of debt financing instruments (including, but not limited to, engaging intermediary institutions, applying to the relevant regulatory authorities for approvals, registrations, filing and other procedures for the issuance on behalf of the Company, executing all necessary legal documents relating to the issuance, selecting bond trustees for the issuance, formulating bondholders' meeting rules and handling all other matters regarding the issuance and trading of the debt financing instruments).

3. To, within the scope of authorisation granted at a general meeting, adjust relevant matters of the specific proposal of issuance according to the advice from regulatory authorities or market conditions if there are any changes in the regulatory policies or market conditions, except for the matters for which re-voting at a general meeting is necessary as stipulated in the relevant laws, regulations and the Articles of Association.

4. To determine and handle the relevant matters for listing the debt financing instruments after completion of the issuance.

5. To implement specific matters in relation to issuance of debt financing instruments in accordance with the Company's specific needs, other market conditions, etc.

(II) The Board of Directors may, within the scope of the aforementioned authorization, authorize the Chairman and the persons who receive the authorization from the Chairman to decide on matters related to the issuance of debt financing instruments. The Chairman will delegate to the Board Secretary of the Company and the Company Secretary to approve, sign and distribute relevant documents and announcements in accordance with the applicable rules and regulations of the jurisdiction where the Company's Shares are listed, and conduct the relevant information disclosure.

IV. THE EFFECTIVE PERIOD OF THE AUTHORISATION OF ISSUANCE OF DEBT FINANCING INSTRUMENTS

The authorisation for matters relating to the issuance of debt financing instruments shall be effective from the date of approval at the 2025 AGM to the convention date of the 2026 annual general meeting.

If the Board has decided on the issuance within the validity period of the authorization, and the Company has also obtained the issuance approval, license or registration from the regulatory authorities within the validity period of the authorization (if applicable), then the Board of the Company can complete the relevant issuance work within the validity period of such approval, license or registration.

The above resolution is hereby tabled to the Shareholders for consideration.

Pursuant to the Articles of Association and the relevant laws and regulations of the jurisdiction where the Company's Shares are listed, to meet the need for the Company's development and to grasp the market opportunities in a flexible manner, the Company proposes at the 2025 AGM to grant the General Mandate to the Board by way of a special resolution, according to the market conditions and the Company's needs, to separately or concurrently issue and allot additional A Shares and/or additional H Shares up to the limit of 20% of the aggregate issued Shares (excluding Treasury Shares), or securities, options and warrants convertible into A Shares or H Shares, or similar rights to subscribe for A Shares or H Shares of the Company (hereinafter referred to as "**Similar Rights**", and the aforementioned authorization is collectively referred to as the "**General Mandate**"), and to grant the mandate to the Board to amend the Articles of Association accordingly as it deems appropriate, in order to reflect the new share capital or structure of issuance or allotment of shares or similar rights. Specific details of the authorisation include but are not limited to:

(I) Determine the method of issuance, including, but not limited to, one-off or multiple allotments, issuance of, and dealing with the new Shares and Similar Rights, as well as other methods permitted by the Articles of Association, the Rules Governing the Listing of Stocks on Shanghai Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (collectively, the "**Listing Rules of Shanghai and Hong Kong**") and laws and regulations.

(II) Subject to the requirements of the Listing Rules of Shanghai and Hong Kong, formulate and implement specific issuance plans, including, but not limited to, the types, pricing methods and/or issue/conversion/exercise prices (including price ranges), size of issuance, quantity to be issued, target subscribers and use of the proceeds raised of the new Shares or Similar Rights to be issued; decide on the timing and duration of issuance as well as whether to allocate to existing Shareholders, etc.

(III) Engage intermediary institutions in relation to the issuance, approve all the acts and execute all the deeds, documents and other related matters as necessary, appropriate, desirable or related to the issuance, and publish announcements related to the issuance; consider, approve and execute issuance-related agreements on behalf of the Company, including but not limited to placing agreements, underwriting agreements and engagement agreements with intermediary institutions.

(IV) Consider, approve and execute on behalf of the Company the issuance-related statutory documents which are required to be submitted to the relevant regulatory authorities, perform the relevant approval procedures in accordance with the requirements of the regulatory authorities and the listing places of the Company, complete all necessary filing, registration and reporting procedures with the relevant government departments in the Company's listing places and/or any other regions or jurisdictions (if applicable), etc.

(V) Amend the relevant agreements or statutory documents as stated in paragraphs (III) and (IV) above based on the requirements of the regulatory authorities within and outside the PRC.

(VI) Decide to affix the Company's seal on the issuance-related agreements and statutory documents.

(VII) Arrange for opening of the relevant bank accounts for the Company.

(VIII) After new Shares are issued, approve the increase in the Company's registered capital and make all appropriate and necessary amendments to relevant contents in the Articles of Association regarding total share capital, shareholding structure and so on, and complete registration, filing and other statutory procedures as required by the laws both within and outside the PRC to implement the issuance of the relevant Shares and increase in the registered capital of the Company.

(IX) The Board may delegate to the Chairman of the Board or other persons authorised by the Board to handle and execute all the specific matters related to the issuance on behalf of the Company in accordance with the relevant laws, regulations, regulatory documents and requirements of the regulatory authorities which are necessary or desirable for the issuance of Shares under the General Mandate.

The abovementioned authorisation shall not exceed the relevant period other than in the circumstance where the Board has already entered into or granted offering proposals, agreements, options, warrants, convertible bonds or Similar Rights for the issuance of A Shares and/or H Shares within the relevant period, and that the Company, if applicable, has also obtained relevant approvals, permits or registrations from the relevant regulatory authorities within the effective period of the authorisation, and that it is likely for such offering proposals, agreements, options, warrants, convertible bonds or Similar Rights to be carried on or continued to be implemented beyond the relevant period. The relevant period shall commence from the date of passing the relevant resolution at the 2025 AGM and end on the earliest of the following three dates:

(I) the conclusion of the 2026 annual general meeting (unless the General Mandate is renewed by way of an ordinary resolution passed at such annual general meeting); or

(II) the date falling the expiration of 12 months following the approval of this proposal by way of a special resolution at a general meeting;

(III) the date on which this proposal is revoked or the authorisation under this proposal is amended by the Shareholders by way of a special resolution at any general meeting.

The above resolution is hereby tabled to the Shareholders for consideration.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the special resolution to be proposed at the AGM in relation to the granting of the H Share Repurchase Mandate.

1. REGISTERED SHARE CAPITAL

As at the Latest Practicable Date, the registered capital of the Company was RMB1,900,411,178 comprising 236,499,800 H Shares and 1,663,911,378 A Shares. Subject to the passing of the special resolution set out in item 11 of the Notice of the AGM in respect of the granting of the H Share Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged from the Latest Practicable Date to the date of the AGM, the Directors would be authorised under the H Share Repurchase Mandate to repurchase, a total of 23,649,980 H Shares (based on the H Shares in issue of the Company as at the Latest Practicable Date, subject to further change (if any)), representing 10% of the total number of H Shares in issue (excluding Treasury Shares) as at the date of the AGM up to the earliest of (i) the date when the 2026 annual general meeting of the Company is held; or (ii) the date when the Shareholders of the Company passes a special resolution at any general meeting to revoke or modify the mandate as stated in this proposal.

2. REASONS FOR H SHARE REPURCHASE

The Directors believe that the flexibility afforded by the H Share Repurchase Mandate would be beneficial to and in the best interest of the Company and its Shareholders as a whole. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF H SHARE REPURCHASE

In repurchasing its H Share, the Company intends to apply funds from the Company's internal resources (which may include surplus funds, retained profits and proceeds from the listing of H Shares on the Stock Exchange), which are funds that are legally available for such purpose in accordance with the Articles of Association, the applicable laws, rules and regulations of the PRC and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the financial position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2025) in the event that the H Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the H Share Repurchase Mandate to such extent it would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF H SHARES

The following table shows the highest and lowest prices at which the H Shares have been traded on the Stock Exchange for the period from 1 April 2025 up to the Latest Practicable Date:

	Price Per Share	
Month	**Highest**	**Lowest**
	HK$	*HK$*
April 2025	36.150	15.300
May 2025	31.000	23.550
June 2025	33.400	26.000
July 2025	28.100	22.250
August 2025	27.940	22.700
September 2025	34.880	26.460
October 2025	38.880	27.420
November 2025	31.680	26.620
December 2025	33.040	28.620
January 2026	49.900	28.380
February 2026	40.620	33.600
March 2026	45.000	30.760
April 2026 (up to the Latest Practicable Date)	45.980	40.920

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any H Shares to the Company in the event that the granting of the H Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any H Shares to the Company, or that they have undertaken not to sell any H Shares held by them to the Company in the event that the granting of the H Share Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to make repurchases of H Shares pursuant to the H Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the PRC. In addition, the Company has confirmed that neither the explanatory statement nor the proposed H Shares repurchase has any unusual features.

7. STATUS OF REPURCHASED H SHARES

The Company may cancel any repurchased H Shares and/or hold them as Treasury Shares subject to market conditions and the capital management needs of the Company at the relevant time of the repurchases.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

8. TAKEOVERS CODE

If as a result of a repurchase of H Shares pursuant to the H Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Ms. Li Jinyang directly or indirectly holds 241,925,746 A Shares, representing 12.73% of the total registered capital of the Company.

In the event that the Directors exercise in full the power to repurchase H Shares which is proposed to be granted pursuant to the H Share Repurchase Mandate, then, (if the present shareholdings otherwise remain the same) the interests of Ms. Li Jinyang in the Company would be increased to approximately 12.89% of the total registered capital of the Company. Such increase would not give rise to an obligation of Ms. Li Jinyang to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

Save as disclosed above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any purchases pursuant to the Share Repurchase Mandate.

9. REPURCHASE OF H SHARES MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company had not repurchased any of the H Shares (whether on the Stock Exchange or otherwise).

10. OTHER MATTERS IN RELATION TO THE H SHARES REPURCHASE

(1) The price range for repurchase

Pursuant to the Hong Kong Listing Rules the specific implementation of the repurchase price shall not be higher than 5% of the average closing price of the five trading days prior to the actual repurchase. During the implementation of the repurchase, the repurchase price shall be determined according to the actual situation of the market and the Company.

(2) Disposal of shares repurchased

The Company may cancel any repurchased H Shares and/or hold them as Treasury Shares subject to market conditions and the capital management needs of the Company at the relevant time of the repurchases.

(3) Time restriction on share repurchase

Pursuant to the requirements of the regulatory authorities, the Company should not repurchase its Shares when the listed company convenes Board meetings for periodic reports or before publishing periodic reports (i.e. 60 days before the annual report, and 30 days before other periodic reports), or during the existence of price-sensitive information (including, but not limited to, major asset acquisitions, asset restructuring, sale of assets), during the period from formal negotiations to the release of price sensitive information.

In order to safeguard the Company's value and the interests of the Shareholders as a whole, and to enable the Company to flexibly repurchase H Shares at an appropriate time, in accordance with the relevant laws, regulations, and normative documents such as the Company Law, the Hong Kong Listing Rules, the Codes on Takeovers and Mergers and Share Buy-backs of SFC, and the relevant provisions of the Articles of Association, the AGM is hereby requested to grant the Board a general mandate for the repurchase of H Shares. The specific authorization content is as follows,

I. Subject to the restrictions in item II below, the Board is authorized to, during the relevant period (as defined below), exercise all the powers of the Company as it deems appropriate to repurchase H Shares for the purpose of safeguarding the Company's value and the interests of Shareholders as a whole, in accordance with all applicable laws and regulations of the PRC or the securities regulatory authorities, the Stock Exchange or any other government or regulatory authority (as may be amended from time to time).

II. After obtaining the approval of item I mentioned above, the total number of the Company's H Shares repurchased during the relevant period in accordance with the general mandate for share repurchase shall not exceed 10% of the total number of H Shares issued by the Company as of the date when this proposal is approved by the general meeting (excluding Treasury Shares).

III. The approval of item I in the above text can only be implemented upon the fulfillment of the following conditions:

1. The general meeting of the Company passes a special resolution on the same terms as those listed in this proposal; and

2. The Company has obtained all the approval documents required by the relevant regulatory authorities (if applicable) in accordance with the provisions of PRC laws and regulations.

IV. Within the limits permitted by applicable law, to determine the purpose for repurchasing H Shares (including, but not limited to, cancellation, and/or holding such H Shares in inventory form based on market conditions and the Company's capital management needs during the relevant period of the share repurchase), and handle the necessary matters for achieving the aforementioned purposes (including, but not limited to, cancellation, reduction of the Company's registered capital, revision of relevant provisions in the Articles of Association, etc.).

V. Other matters concerning the repurchase of H Shares, signing other documents and handling all other necessary or appropriate measures, actions, matters and affairs.

In this proposal, the relevant period refers to the period commencing from the date when this proposal is approved by the 2025 AGM until the earliest of the following time:

1. The date when the 2026 annual general meeting of the Company is held;

2. The date when the Shareholders of the Company passes a special resolution at any general meeting to revoke or modify the mandate as stated in this proposal.

The above resolution is hereby tabled to the Shareholders for consideration.

Comparison Chart of Amendments to the Articles of Association of Chifeng Jilong Gold Mining Co., Ltd.

Details of the proposed amendments to the Articles of the Association are as follows:

The amendments include the addition or deletion of some chapters, sections and articles, and the article numbers have been adjusted accordingly.

I. Amendments to the Articles of the Association

Before Amendments	After Amendments
Article 1 In order to protect the lawful interests of Chifeng Jilong Gold Mining ~~**Co., Ltd.**~~ (the "Company"), its shareholders, employees and creditors, and regulate the organization and acts of the Company, the Articles of Association are formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Securities Law of the People's Republic of China (the "Securities Law"), the Rules Governing the Listing of Shares on the Shanghai Stock Exchange, the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules"), the Guidelines for the Articles of Association of Listed Companies and other relevant provisions.	Article 1 In order to protect the lawful interests of Chifeng Jilong Gold Mining **Group Limited** (the "Company"), its shareholders, employees and creditors, and regulate the organization and acts of the Company, the Articles of Association are formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Securities Law of the People's Republic of China (the "Securities Law"), the Rules Governing the Listing of Shares on the Shanghai Stock Exchange, the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules"), the Guidelines for the Articles of Association of Listed Companies and other relevant provisions.

Before Amendments	After Amendments
Article 2 The Company is a joint stock company with limited liabilities established in accordance with the Company Law of the People's Republic of China and other applicable regulations. The Company was established by converting a limited liability company into a joint stock company with limited liability with the approval of the Reply Regarding the Establishment of Guangzhou Baolong Special Vehicle Co., Ltd. (Sui Gai Gu Zi (2000) No. 10) issued by the Guangzhou City Commission for Restructuring the Economic System. On August 23, 2000, it was registered with the Guangzhou City Administration for Industry and Commerce and obtained its business license with the registration number of 4401011107188. The Company has changed its name to Chifeng Jilong Gold Mining ~~**Co., Ltd.**~~ and its unified social credit code is 91150000708204391F.	Article 2 The Company is a joint stock company with limited liabilities established in accordance with the Company Law of the People's Republic of China and other applicable regulations. The Company was established by converting a limited liability company into a joint stock company with limited liability with the approval of the Reply Regarding the Establishment of Guangzhou Baolong Special Vehicle Co., Ltd. (Sui Gai Gu Zi (2000) No. 10) issued by the Guangzhou City Commission for Restructuring the Economic System. On August 23, 2000, it was registered with the Guangzhou City Administration for Industry and Commerce and obtained its business license with the registration number of 4401011107188. The Company has changed its name to Chifeng Jilong Gold Mining **Group Limited** and its unified social credit code is 91150000708204391F.
Article 4 The registered name of the Company: Chinese name: 赤峰吉隆黃金礦業股份有限公司 English name: Chifeng Jilong Gold Mining ~~**Co., Ltd.**~~	Article 4 The registered name of the Company: Chinese name: 赤峰吉隆黃金礦業**集團**股份有限公司 English name: Chifeng Jilong Gold Mining **Group Limited**

Before Amendments	After Amendments
Article 35 The shareholder who asks to review and copy the information mentioned in the proceeding Article or make a request for information shall comply with the provisions of laws and administrative regulations including the Company Law and the Securities Law ~~**and submit to the Company written documents proving the class and number of the shares that he or she holds in the Company. The Company shall provide the information as requested by the shareholder after authenticating his or her identity.**~~	Article 35 The shareholder who asks to review and copy the information mentioned in the proceeding Article or make a request for information shall comply with the provisions of laws and administrative regulations including the Company Law and the Securities Law. **If a shareholder requests to review the information mentioned in the previous paragraph or to obtain relevant materials, they should submit a written request to the Company, stating the purpose, and provide written documents and other relevant proof documents that prove their ownership of the Company's shares and the quantity of their shareholding. After the Company verifies the shareholder's identity and reviews the purpose of the request, it will provide the materials at the Company's office location. Copying, scanning or taking photos of the material is not allowed without the Company's permission. If the content involves the Company's trade secrets, inside information, personal privacy of relevant personnel, violations of the principle of fairness for all shareholders in information disclosure, or if the shareholder has other improper purposes, the Company may refuse to provide the requested information.**

Before Amendments	After Amendments
	If a shareholder requests to review or copy the Company's relevant documents and materials, they must first sign a confidentiality agreement with the Company. Shareholders and their entrusted intermediaries should abide by the relevant laws, administrative regulations regarding the protection of state secrets, trade secrets, personal privacy, and personal information, and bear the legal responsibility for disclosing confidential information. The Company should establish a smooth and effective communication channel with shareholders to ensure their right to know about major Company matters, participate in decision-making, and exercise supervision rights.
Article 46 The shareholders' meeting of the Company is composed of all shareholders. The general meeting, as the organ of authority of the Company, shall have the following functions and powers in accordance with the laws: (I) to elect and replace directors, and make decisions on the remuneration of the relevant directors; (II) to consider and approve the report of the board of directors;	Article 46 The shareholders' meeting of the Company is composed of all shareholders. The general meeting, as the organ of authority of the Company, shall have the following functions and powers in accordance with the laws: (I) to elect and replace directors, and make decisions on the remuneration of the relevant directors; (II) to consider and approve the report of the board of directors;

Before Amendments	After Amendments
(III) to consider and approve the profit distribution plans and the plans for making up losses of the Company;	(III) to consider and approve the profit distribution plans and the plans for making up losses of the Company;
(IV) to pass resolutions on ~~any~~ increase or decrease of the Company's registered capital;	(IV) to pass resolutions on **the issuance of the Company's stocks, as well as other matters that lead to an** increase or decrease of the Company's registered capital;
(V) to pass resolutions on the issue of corporate bonds;	(V) to pass resolutions on the issue of corporate bonds;
(VI) to pass resolutions on the merger, division, dissolution, liquidation, or change in corporate form of the Company;	(VI) to pass resolutions on the merger, division, dissolution, liquidation, or change in corporate form of the Company;
(VII) to amend the Articles of Association;	(VII) to amend the Articles of Association;
(VIII) to pass resolutions on the engagement, dismissal of any accounting firm engaged in the audit work of the Company;	(VIII) to pass resolutions on the engagement, dismissal of any accounting firm engaged in the audit work of the Company;
(IX) to consider matters relating to guarantees under Article 47 of the Articles of Association;	(IX) to consider matters relating to guarantees under Article 47 of the Articles of Association;
(X) to consider matters relating to the purchase or sale by the Company within one year of material assets valued at more than 30% of the Company's latest audited total assets of the Company;	(X) to consider matters relating to the purchase or sale by the Company within one year of material assets valued at more than 30% of the Company's latest audited total assets of the Company;
(XI) to consider any change in the use of offer proceeds;	(XI) to consider any change in the use of offer proceeds;
(XII) to consider and approve any share incentive scheme and the employee stock ownership plan;	(XII) to consider and approve any share incentive scheme and the employee stock ownership plan;

Before Amendments	After Amendments
(XIII) to consider the transactions between the Company and its related parties (excluding the provision of guarantee by the Company, receipt of cash asset donation, and any transaction that constitutes a debt of the listed company and simply relieves its obligations) amounting to RMB30 million or above and accounting for 5% or higher of the Company's latest audited absolute value of net assets, and other connected transactions that need to be submitted to the general meeting for consideration according to the securities regulatory rules of the places where the Company's shares are listed;	(XIII) to consider the transactions between the Company and its related parties (excluding the provision of guarantee by the Company, receipt of cash asset donation, and any transaction that constitutes a debt of the listed company and simply relieves its obligations) amounting to RMB30 million or above and accounting for 5% or higher of the Company's latest audited absolute value of net assets, and other connected transactions that need to be submitted to the general meeting for consideration according to the securities regulatory rules of the places where the Company's shares are listed; (XIV) **review major transaction matters such as outbound investments, asset mortgages, entrusted wealth management, and external donations, which are required to be submitted to the general meeting for deliberation in accordance with the provisions of laws and regulations and the regulatory rules of the relevant stock exchange;**

Before Amendments	After Amendments
(XIV) to consider other matters required to be resolved by the general meeting pursuant to laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association. Shares, corporate bonds, and corporate bonds convertible into shares may be issued by a resolution of the Board as authorized by the general meeting, the specific implementation of which shall comply with the laws, administrative regulations and the securities regulating rules where the securities of the Company were listed. Unless otherwise provided by the laws, administrative regulations and the securities regulating rules where the securities of the Company were listed, the functions and powers of the above-mentioned general meeting shall not be delegated through authorization to the board of directors or any other body or individual.	**(XV)** to consider other matters required to be resolved by the general meeting pursuant to laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association. Shares, corporate bonds, and corporate bonds convertible into shares may be issued by a resolution of the Board as authorized by the general meeting, the specific implementation of which shall comply with the laws, administrative regulations and the securities regulating rules where the securities of the Company were listed. Unless otherwise provided by the laws, administrative regulations and the securities regulating rules where the securities of the Company were listed, the functions and powers of the above-mentioned general meeting shall not be delegated through authorization to the board of directors or any other body or individual.

Before Amendments	After Amendments
Article 48 The general meetings are divided into annual general meetings and extraordinary general meetings. The annual general meeting shall be called once a year, within six months following the end of the previous fiscal year. An extraordinary general meeting shall be called, within two months from the date of the occurrence of any of the following circumstances: (I) the number of directors is less than the minimum number specified in the Company Law, or less than two-thirds of the number specified in the Articles of Association; (II) the losses of the Company that have not been made up reach one-third of its total paid in ~~**the**~~ share capital; (III) shareholders holding, individually or collectively, over 10% of the shares in the Company request to hold such meeting in writing; (IV) the board of directors considers it necessary; (V) the Audit Committee proposes to convene such a meeting;	Article 48 The general meetings are divided into annual general meetings and extraordinary general meetings. The annual general meeting shall be called once a year, within six months following the end of the previous fiscal year. An extraordinary general meeting shall be called, within two months from the date of the occurrence of any of the following circumstances: (I) the number of directors is less than the minimum number specified in the Company Law, or less than two-thirds of the number specified in the Articles of Association; (II) the losses of the Company that have not been made up reach one-third of its total **paid-in** share capital; (III) shareholders holding, individually or collectively, over 10% of the shares in the Company request to hold such meeting in writing; (IV) the board of directors considers it necessary; (V) the Audit Committee proposes to convene such a meeting;

Before Amendments	After Amendments
~~(VI)~~ other circumstances as permitted 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. If an extraordinary general meeting is convened in conjunction with the requirements of the securities regulatory rules of the place where the Company's shares are listed, the actual date of the extraordinary general meeting may be adjusted in accordance with the securities regulatory rules of the place where the Company's shares are listed.	(VI) **the proposal is made to the board of directors to convene an extraordinary general meeting with the approval of more than half of all the independent directors;** (VII) other circumstances as permitted 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. If an extraordinary general meeting is convened in conjunction with the requirements of the securities regulatory rules of the place where the Company's shares are listed, the actual date of the extraordinary general meeting may be adjusted in accordance with the securities regulatory rules of the place where the Company's shares are listed.
Article 49 The venue of the general meeting shall be ~~**determined by the board of directors**~~. The general meeting shall have a meeting place for convening the onsite meetings. The Company shall also provide convenience for the shareholders' participation in the general meetings via online voting.	Article 49 **The Company should hold the general meeting at its registered office or at the location specified in the notice to of the general meeting.** The general meeting shall have a meeting place for convening the onsite meetings. **It will be held in the form of a live meeting; in addition to holding the general meeting in a physical venue for a face-to-face session, it can also be conducted simultaneously through the internet, video, telephone or other electronic communication methods with the same effect.** The Company shall also provide **a network voting method to facilitate shareholders' participation in the general meeting. Shareholders who attend the general meeting via the aforementioned methods shall be deemed to be present in person and shall retain rights to speak and vote.**

Before Amendments	After Amendments
Article 59 The convener shall notify all shareholders ~~**in writing (including**~~ by way of announcement~~)~~ 21 days prior to the convening of the annual general meeting, and each shareholder shall be notified ~~**in writing (including**~~ by way of announcement~~)~~ 15 days prior to the convening of the extraordinary general meeting. The Company excludes the date of the meeting from the calculation of the starting period.	Article 59 The convener shall notify all shareholders by way of announcement 21 days prior to the convening of the annual general meeting, and each shareholder shall be notified by way of announcement 15 days prior to the convening of the extraordinary general meeting. The Company excludes the date of the meeting from the calculation of the starting period.
Article 61 Where the general meeting proposes to discuss the election of directors, the notice of the general meeting shall fully disclose the detailed information of the candidates for directors, which shall at least include the following: (I) personal particulars such as educational background, work experience and part-time job; (II) whether there is any related relationship with the Company or its controlling shareholders and de facto controller; (III) the number of shares held in the Company; (IV) whether they have been penalized by the CSRC and other relevant authorities or reprimanded by the stock exchange. ~~**Other than the directors elected through the cumulative voting system, each candidate for director shall be proposed in a separate proposal.**~~	Article 61 Where the general meeting proposes to discuss the election of directors, the notice of the general meeting shall fully disclose the detailed information of the candidates for directors, which shall at least include the following: (I) personal particulars such as educational background, work experience and part-time job; (II) whether there is any related relationship with the Company or its controlling shareholders and de facto controller; (III) the number of shares held in the Company; (IV) whether they have been penalized by the CSRC and other relevant authorities or reprimanded by the stock exchange.

Before Amendments	After Amendments
Article 63 The board of directors and other conveners shall take necessary measures to ensure the normal order of the general meeting. It/they will take measures to halt acts that disrupt the general meeting, seek to cause trouble or infringe upon the lawful rights and interests of shareholders and promptly report the same to the relevant authorities to investigate and deal with the matters.	Article 63 The board of directors and other conveners shall take necessary measures to ensure the normal order of the general meeting. It/they will take measures to halt acts that disrupt the general meeting, seek to cause trouble or infringe upon the lawful rights and interests of shareholders and promptly report the same to the relevant authorities to investigate and deal with the matters. **The participants should strictly abide by the meeting discipline, refrain from disrupting the meeting order, and avoid interfering with the normal progress of the meeting. For those who disrupt the meeting order or are otherwise unsuitable to attend the meeting, the meeting host has the right to order them to leave. Those who refuse to comply with the order to leave can be forcibly removed by the security personnel appointed by the meeting host.**

Before Amendments	After Amendments
Article 74 The directors and senior management members of the Company shall answer and explain inquiries and proposals made by shareholders at the general meeting.	Article 74 The directors and senior management members of the Company shall answer and explain inquiries and proposals made by shareholders at the general meeting. **However, in the following circumstances, one can refuse to answer the inquiry, but should explain the reasons to the inquirer:** **(1) The inquiry is irrelevant to the topic;** **(2) The inquiry matter needs to be investigated;** **(3) It involves the Company trade secrets, inside information, personal privacy of relevant personnel, or involves violations of the principle of fairness to all shareholders in terms of information disclosure, and cannot be disclosed at the general meeting;** **(4) Answering the inquiry will significantly harm the common interests of shareholders.**
Article 78 The convener shall ensure that the general meeting continues until a final resolution is reached. Where the general meeting is interrupted or fails to reach a resolution due to force majeure or any other exceptional cause, the convener shall take necessary actions to restore the meeting as soon as practicable, or terminate the meeting immediately with a timely publication, in which circumstance, the convener shall report it to the branch of the CSRC where the Company is located and the stock exchange at the place where the Company's shares are listed.	Article 78 The convener shall ensure that the general meeting continues until a final resolution is reached, **except for the breaks during the meeting**. Where the general meeting is interrupted or fails to reach a resolution due to force majeure or any other exceptional cause, the convener shall take necessary actions to restore the meeting as soon as practicable, or terminate the meeting immediately with a timely publication, in which circumstance, the convener shall report it to the branch of the CSRC where the Company is located and the stock exchange at the place where the Company's shares are listed.

Before Amendments	After Amendments
Article 85 The list of candidates for directors shall be proposed to the general meeting for voting by way of proposal. ~~**The board of directors and shareholders individually or collectively holding 3% or more of the issued shares of the Company may propose candidates for directors;**~~ the board of directors and shareholders individually or collectively holding 1% or more of the issued shares of the Company may propose candidates for ~~**independent**~~ directors; the board of directors shall review the proposals in accordance with relevant laws, regulations and the procedures prescribed in the Articles of Association and submit them to the general meeting for consideration. ~~**When the Company adopts the cumulative voting system to elect directors at the general meeting, the following principles should be followed:**~~ ~~**(I) The cumulative voting system shall be adopted for the election of two or more directors at the Company's general meeting;**~~	Article 85 The list of candidates for directors shall be proposed to the general meeting for voting by way of proposal. ~~the~~ **The** board of directors and shareholders individually or collectively holding 1% or more of the issued shares of the Company may propose candidates for directors; the board of directors shall review the proposals in accordance with relevant laws, regulations and the procedures prescribed in the Articles of Association and submit them to the general meeting for consideration. **The board of directors shall announce the resumes and basic information of the candidates for directors to the shareholders.** **When electing more than two (including two) directors at the Company's general meeting (with separate elections for independent directors and other members of the board of directors), the Company adopts the cumulative voting system to elect directors at the general meeting, the following principles should be followed.**

Before Amendments	After Amendments
~~(II) Under the cumulative voting system, independent directors and other members of the board of directors shall be elected separately;~~ ~~(III) Each share with voting rights held by a shareholder present at the meeting shall be entitled to vote equivalent to the number of directors to be elected at the general meeting, and the shareholder may freely allocate its or his or her votes among the candidates for directors, either to allocate to a number of persons, or to vote all in favor of one person;~~	The term "cumulative voting system" as mentioned in the preceding paragraph refers to the situation where, during the election of directors by the general meeting, each share has the same number of voting rights as the number of candidates for the directors. Shareholders can freely distribute their voting rights among the candidates for the directors, either spreading them among multiple candidates or concentrating them on only one candidate. In the execution of the cumulative voting system, the voting shareholders must write down all the names of directors they elect and write down the number of voting rights casted to each director. If a shareholder's voting rights exercised on the votes exceed the total number of his or her legitimate voting rights, such votes are invalid. If a shareholder's voting rights exercised on the votes do not exceed the total number of his or her legitimate voting rights, the votes are valid. When counting the votes, the total number of votes obtained by each director candidate shall be calculated, and the elected directors shall be determined successively in the order of the number of votes obtained by the director candidate, based on the number of directors to be elected.

Before Amendments	After Amendments
~~(IV) In the execution of the cumulative voting system, the voting shareholders must write down all the names of directors they elect and write down the number of voting rights casted to each director. If a shareholder's voting rights exercised on the votes exceed the total number of his or her legitimate voting rights, such votes are invalid. If a shareholder's voting rights exercised on the votes do not exceed the total number of his or her legitimate voting rights, the votes are valid. When counting the votes, the total number of votes obtained by each director candidate shall be calculated, and the elected directors shall be determined successively in the order of the number of votes obtained by the director candidate, based on the number of directors to be elected;~~	

Before Amendments	After Amendments
~~(V) At the general meeting where directors are elected, the secretary to the board of directors shall explain to the shareholders the specific contents and voting rules of the cumulative voting system and inform them of the number of voting rights of each share in such election.~~ ~~The cumulative voting system as mentioned in the preceding paragraph means that when directors are elected at the general meeting, each share shall have the same number of voting rights as the number of directors to be elected, and the voting rights held by shareholders may be used collectively. The board of directors shall announce the resumes and basic information of the candidates for directors to the shareholders.~~	

Before Amendments	After Amendments
Article 90 Before the general meeting votes on a proposed resolution, two shareholders' representatives shall be elected to participate in the vote counting and vote scrutiny. When a shareholder is ~~**related**~~ to a matter being considered, he or she and his or her proxies may not participate in the vote counting or vote scrutiny. When votes are cast on proposed resolutions at the general meeting, attorneys, representatives of the shareholders shall be jointly responsible for the vote counting and vote scrutiny and shall announce the voting results at the meeting. The voting result shall be recorded in the meeting minutes. Shareholders of the listed company or their proxies, who have cast their votes by online voting or by other means, shall have the right to check the voting results in the way in which they have cast their votes.	Article 90 Before the general meeting votes on a proposed resolution, two shareholders' representatives shall be elected to participate in the vote counting and vote scrutiny. When a shareholder is **connected** to a matter being considered, he or she and his or her proxies may not participate in the vote counting or ~~vote~~ scrutiny. When votes are cast on proposed resolutions at the general meeting, attorneys, representatives of the shareholders, **the auditor of the Company/the share registrar/an external accountant qualified to serve as an auditor of the Company (any one of the three)** shall be jointly responsible for the vote counting and vote scrutiny and shall announce the voting results at the meeting. The voting result shall be recorded in the meeting minutes. Shareholders of the listed company or their proxies, who have cast their votes by online voting or by other means, shall have the right to check the voting results in the way system in which they have cast their votes.
Article 97 Where a proposed resolution in relation to the payment of ~~**cash dividends, the issue of bonus shares**~~ or the capitalization of capital reserves has been passed at a general meeting, the Company shall implement the specific plan within two months after the conclusion of the general meeting. ~~**If the specific plan cannot be implemented within two months due to the requirements of the laws and regulations and the securities regulatory rules of the place where the Company's shares are listed, the implementation date of the specific plan may be adjusted in accordance with such regulations and the actual situation.**~~	Article 97 Where a proposed resolution in relation to the payment of **profit distribution** or the capitalization of capital reserves has been passed at a general meeting, the Company shall implement the specific plan within two months after the conclusion of the general meeting.

Before Amendments	After Amendments
Article 99 Directors shall be elected or replaced by the general meeting, and may further be removed from their office prior to the conclusion of the term thereof by the general meeting. The term of office of a director shall be three years, which is renewable upon reelection. The tenure of a director shall be from the date of appointment to the expiry of tenure of the current board of directors. If a director's tenure expires but a re-elected director is not elected in time, then before the re-elected director holding office, the original director shall still perform the duties as director, in accordance with applicable laws, administrative regulations, regulations of the authorities and the Articles of Association.	Article 99 Directors shall be elected or replaced by the general meeting, and may further be removed from their office prior to the conclusion of the term thereof by the general meeting. The term of office of a director shall be three years, which is renewable upon reelection. The tenure of a director shall be from the date of appointment to the expiry of tenure of the current board of directors. If a director's tenure expires but a re-elected new director is not elected in time, then before the new director holding office on board, the original outgoing director shall still perform the duties as director, in accordance with applicable laws, administrative regulations, regulations of the authorities and the Articles of Association. **Subject to the relevant laws, regulations, and supervisory rules of the relevant stock exchange where the Company's shares are listed, any person appointed by the board of directors as a director to fill a temporary vacancy of the board or increase the number of board members shall serve such duty until the first annual general meeting of shareholders after their appointment, and shall be eligible for re-election at that time.**

Before Amendments	After Amendments
Article 100 Directors can hold the position of senior management personnel, but the total number of directors who concurrently hold the position of senior management personnel and those appointed by employee representatives shall not exceed one-half of the total number of directors of the Company. Directors shall observe the provisions of laws, administrative regulations and the Articles of Association with the obligations of loyalty to the Company, take measures to avoid conflicts between their own interests and the Company's interests, and must not abuse their authority to seek improper benefits. The Directors shall fulfill the following obligations of loyalty to the Company: (I) not to misappropriate the Company's properties or divert the funds of the Company; (II) not to deposit any funds of the Company in an account opened in their names or in the names of others; (III) not to abuse their authority in bribes or accepting other unlawful income;	Article 100 Directors can hold the position of senior management personnel, but the total number of directors concurrently hold the position of senior management personnel and those personnel appointed by employee representatives shall not exceed one-half of the total number of one directors of the Company. **The Company shall sign employment contracts with the directors to define the rights and obligations between the Company and the directors, the term of office, the responsibilities of the directors in case of violation of laws and regulations or the Company's Articles of Association, the compensation by the Company in case of early termination of the contract for any reason, the obligations of the directors after resigning their office, and the liability and compensation for their actions.** Directors shall observe the provisions of laws, administrative regulations and the Articles of Association, ~~**with the obligations of**~~ be loyal~~**ty**~~ to the Company, take measures to avoid conflicts between their own interests and the Company's interests, and must not abuse their authority to seek improper benefits.

Before Amendments	After Amendments
(IV) not to enter into any contract or conduct any transaction, directly and indirectly, with the Company without reporting to the board of directors or the general meeting and obtaining approval through resolutions by the board of directors or the general meeting as stipulated in the Articles of Association; (V) not to take advantage of their positions to seek any business opportunities that are due to the Company for themselves or others, unless such business opportunities are not available to the Company upon reporting to the board of directors or the general meeting and obtaining approval through resolutions by the general meeting or as required in laws, administrative regulations and the Articles of Association	The Directors shall fulfill the following ~~**obligations**~~ **duty** of loyalty to the Company: (I) not to misappropriate the Company's properties or divert and the funds of the Company; (II) not to deposit any funds of the Company in an account opened in their names or in the names of others; (III) not to abuse their authority in bribes by bribing or accepting other unlawful income; (IV) not to enter into any contract or conduct any transaction, directly and indirectly, with the Company without reporting to the board of directors or the general meeting and obtaining approval through resolutions by the board of directors or the general meeting as stipulated in the Articles of Association; (V) not to take advantage of their positions to seek any business opportunities that are due to the Company for themselves or others, unless such business opportunities are not available applicable to the Company upon reporting to the board of directors or the general meeting and obtaining approval through resolutions by the general meeting or as required in laws, administrative regulations and the Articles of Association;

Before Amendments	After Amendments
(VI) not to conduct any businesses similar to those of the Company for themselves or others without reporting to the board of directors or the general meeting and obtaining approval through resolutions by the general meeting; (VII) not to take any commission for any transaction between other parties and the Company as their own; (VIII) not to disclose any secret of the Company; (IX) not to use his or her connected relationships to harm the interests of the Company; (X) to fulfill other obligations of loyalty stipulated by laws, administrative regulations, regulations of the authorities, securities regulatory rules of the place where the shares of the Company are listed, or the Articles of Association.	(VI) not to conduct any businesses similar to those of the Company for themselves or others without reporting to the board of directors or the general meeting and obtaining approval through resolutions by the general meeting; (VII) not to take any commission for any transaction between other parties and the Company as their own for personal gain; (VIII) not to disclose any secret of the Company; (IX) not to use his or her connected relationships to harm the interests of the Company; (X) to fulfill other obligations duty of loyalty stipulated by laws, administrative regulations, regulations of the authorities, securities the regulatory rules of the place where the shares of the Company are listed, or the Articles of Association.
Directors' income derived from violation of this Article shall belong to the Company; and directors shall be liable to compensate any loss incurred to the Company. The provisions of the item (IV) of the second paragraph of this Article shall apply to the conclusion of contracts or engagement in transactions with the Company by close relatives of the directors and senior management or enterprises directly or indirectly controlled by the directors and senior management or their close relatives, as well as persons who are otherwise related to the directors and senior management.	Directors' income derived from violation of this Article shall belong to the Company; and directors shall be liable to compensate any loss incurred to the Company. The provisions of the item (IV) of the second paragraph of this Article shall apply to the conclusion of contracts or engagement in transactions with the Company by close relatives of the directors and senior management or enterprises directly or indirectly controlled by the directors and senior management or their close relatives, as well as persons who are otherwise related to the directors and senior management.

Before Amendments	After Amendments
Article 104 The Company has a system in place to manage the departure of Directors, which specifies safeguards for pursuing and recovering liability for unfulfilled public commitments and other outstanding matters. When a director's resignation takes effect or his term of service expires, the director shall complete all ~~**transfer**~~ procedures with the board of directors. His/her fiduciary duty towards the Company and the shareholders shall not expire after the end of his term of service and will still be effective for a reasonable period specified by the Articles of Association. The liability that a Director bears during the term of office due to the performance of his/her duties shall not be waived or terminated upon leaving office.	Article 104 The Company has a system in place to manage the departure of ~~**Directors**~~ **directors**, which specifies safeguards for guideline on pursuing and recovering liability for unfulfilled public commitments and other outstanding matters. When a director's resignation takes effect or his term of service expires, the director shall complete all **handover** procedures with the board of directors. His/her fiduciary duty towards the Company and the shareholders shall not expire after the end of his term of service office and will still be effective for a reasonable period as specified by the Articles of Association. The liability that a ~~**Director**~~ **director** bears during the term of office due to the performance of his/her duties shall not be waived or terminated upon leaving office.

Before Amendments	After Amendments
The director's obligation to maintain the confidentiality of the Company's trade secrets including core technologies shall remain ~~survival~~ until such secrets enter the public domain. Directors shall not use the core technology of the Company that they have mastered ~~to engage~~ in the same or similar businesses after their resignation and remain loyal to the Company and shareholders within two years after the end of his/her term of service. The terms for which other obligations shall continue shall be decided upon in accordance with the principle of fairness, depending on the time which has elapsed between the termination of tenure and the occurrence of the matter and the circumstances and conditions under which the relationship with the Company is terminated.	The director's obligation to maintain the confidentiality of the Company's trade secrets including core technologies shall remain **valid** until such secrets enter the public domain. Directors shall not use the core technology of the Company that they have mastered in the same or similar businesses after their resignation and remain loyal to the Company and shareholders within two years after the end of his/her term of service. The terms for which other obligations shall to continue shall be decided upon in accordance with the principle of fairness, depending on the time which has elapsed between the termination of tenure and the occurrence of the matter and the circumstances and conditions under which the relationship with the Company is terminated. **The responsibilities that a director should bear during his tenure in office for performing his duties shall not be waived or terminated upon his resignation.**
Article 115 Shareholders representing more than one tenth of the voting rights, or more than one-third of the board of directors or audit committee, may propose to convene an extraordinary general meeting of the board of directors. The chairman shall convene and preside over the meeting of the board of directors within 10 days after receiving the proposal. The chairman may also convene and preside over extraordinary general meetings of the board of directors when deemed necessary.	Article 115 Shareholders representing more than one tenth of the voting rights, or more than one-third of the board of directors**, or more than half of the independent directors,** or the audit committee member, may propose to convene an extraordinary general meeting of the board of directors. The chairman shall convene and preside over the meeting of the board of directors within 10 days after receiving the proposal. The chairman may also convene and preside over extraordinary general meetings of the board of directors when deemed necessary.

Before Amendments	After Amendments
Article 116 Notice of extraordinary general meeting of the board of directors may be delivered by notice in writing (include by hand, via facsimile), telephone, e-mail or SMS notification. The notification deadline is three days before the meeting is held. However, in case of emergency, where an extraordinary general meeting of the board of directors is required to be convened as soon as possible, the notice of such meeting may be issued by phone or other oral methods at any time. An extraordinary general meeting of the board of directors may be convened at any time on the premise of notifying all directors, and an explanation of the emergency shall be made at the meeting by the convener.	Article 116 Notice of extraordinary general meeting of the board of directors may be delivered by notice in writing (include by hand, via facsimile), telephone, e-mail or SMS notification. The notification deadline is three days before the meeting is held. However, in case of emergency, where an extraordinary general meeting of the board of directors is required to be convened as soon as possible, the notice of such meeting may be issued by phone or other oral methods at any time. An extraordinary general meeting of the board of directors may be convened at any time on the premise of after notifying all directors **and the notification deadline being waived unanimously**, and an explanation of the emergency **and relevant records** shall be made at the meeting by the convener.
Article 123 The minutes of meetings of the board of directors shall include the following: (I) the date and venue of the meeting and the name of the convener; (II) **~~the names of the directors present and names of directors being appointed to attend the meeting on the other's behalf (proxy);~~** (III) **~~the agenda;~~** (IV) **~~the main points of directors' speeches;~~** (V) the voting method of each resolution and the result (with the voting result to include the number of polls that vote for, against or abstaining).	Article 123 The minutes of meetings of the board of directors shall include the following: (I) the date, venue of the meeting, **the agenda** and the name of the convener; (II) **the names of the chairperson of the meeting and the attendees and observers present at the meeting;** (III) **remarks made by each director;** **(IV)** the voting method of each resolution and the result (with the voting result to include the number of polls that vote for, against or abstaining); (V) **Other matters that should be recorded as stipulated in this Articles of Association.**

Before Amendments	After Amendments
Article 155 After the resolution on the profit distribution plan is approved at the general meeting of the Company, or after the Board of Directors of the Company has formulated specific plan based on the conditions and upper limit for the next year interim dividend approved by the annual general meeting, the board of directors of the Company shall complete the distribution of dividends (or shares) within two months after conclusion of the general meeting. ~~**If the specific plan cannot be implemented within two months due to the provisions of the laws, regulations and the securities supervisory rules of the place where the Company's shares are listed, the implementation date of the specific plan may be adjusted accordingly based on such provisions and actual circumstances.**~~	Article 155 After the resolution on the profit distribution plan is approved at the general meeting of the Company, or after the Board of Directors of the Company has formulated specific plan scheme based on the conditions and upper limit for the next year interim dividend profit distribution plan as approved by the annual general meeting, the board of directors of the Company shall complete the distribution of dividends (or shares) within two months after conclusion of the general meeting.

Notwithstanding the above amendments, the contents of the other sections and provisions of the Articles of Association shall remain unchanged. The chapters and serial numbers of the corresponding articles of the existing Articles of Association shall be amended simultaneously. The English version of the Articles of Association is an unofficial translation of the Chinese version. In the event of any inconsistency, the Chinese version shall prevail.

COMPARISON CHART OF AMENDMENTS TO THE RULES OF PROCEDURE FOR GENERAL MEETINGS OF CHIFENG JILONG GOLD MINING CO., LTD.

Details of the Proposed Amendments to the Rules of Procedure for General Meetings of the Company are as follows:

Before Amendments	After Amendments
Chapter I **General Provisions**	Chapter I **General Rules**
Article 1 These rules ~~**of procedure**~~ (these "Rules") are formulated ~~**by**~~ Chifeng Jilong Gold Mining Co. Ltd. (the "Company") in accordance with the provisions of the Company Law of the People's Republic of China (《中華人民共和國公司法》) (the "Company Law"), the Securities Law of the People's Republic of China (《中華人民共和國證券法》) (the "Securities Law"), ~~**the Code of Corporate Governance for Listed Companies (《上市公司治理準則》), the Rules for the Shareholders' General Meetings of Listed Companies (《上市公司股東會規則》)**~~**, the Rules Governing the Listing of Stocks on Shanghai Stock Exchange (《上海證券交易所股票上市規則》),** ~~**the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) (the "Trial Administrative Measures"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and other relevant laws, administrative regulations, departmental rules, regulatory documents, as well as**~~ the Articles of Association of the Chifeng Jilong Gold Mining Co. Ltd. ~~**赤峰吉隆黃金礦業股份有限公司**~~ (the "Articles of Association") ~~**to govern the conduct of companies and to ensure that the general meeting of the Company perform its functions and powers in accordance with the laws.**~~	Article 1: These rules (these "Rules") are formulated to **regulate the behavior of** Chifeng Jilong Gold Mining **Group** Limited (~~**hereinafter referred to as "**~~the "Company") **and ensure that the shareholders' meeting can exercise its powers in accordance with the law. In** accordance with the **relevant laws, regulations, rules, and norms such** as the provisions of the Company Law of the People's Republic of China (《中華人民共和國公司法》) (the "Company Law"), the Securities Law of the People's Republic of China (《中華人民共和國證券法》) (the "Securities Law"), **the securities regulatory rules of the stock exchange where the Company's shares are listed (including the Shanghai Stock Exchange and the Hong Kong Stock Exchange Limited), and the relevant provisions of** the ~~**"**~~Articles of Association of Chifeng Jilong Gold Mining **Group** Limited" ~~**(hereinafter referred to as**~~ (the "Articles of Association").

Before Amendments	After Amendments
Article 2 The Company shall convene the general meetings strictly in accordance with the relevant provisions of laws, ~~**administrative regulations**~~, ~~**these Rules and**~~ the Articles of Association to ensure that shareholders can exercise their rights in accordance with the law. The Board of Directors (the "Board") of the Company shall perform its functions and responsibilities in a practicable manner, organize general meetings in a solemn and timely manner. All directors of the Company shall perform their duties diligently to ensure that general meetings are convened normally and perform the functions and powers lawfully.	**Article 2** The Company shall convene the general meetings strictly in accordance with the relevant **provisions of laws, regulations, rules, securities regulatory rules of the stock exchange where the Company's shares are listed (including the Shanghai Stock Exchange and the Hong Kong Stock Exchange Limited)**, the Articles of Association**, and these rules** to ensure that shareholders can exercise their rights in accordance with the law. The Board of Directors (the "Board") of the Company shall perform its functions and responsibilities in a practicable manner, organize general meetings in a solemn and timely manner. All directors of the Company shall perform their duties diligently to ensure that general meetings are convened normally and perform the functions and powers lawfully.

Before Amendments	After Amendments
Article 3 The general meetings are divided into annual general meetings and extraordinary general meetings. The annual general meeting shall be called once a year within six months following the end of the previous fiscal year. The extraordinary general meeting is convened irregularly, in case an extraordinary general meeting shall be convened as required under Article 113 of the Company Law, such extraordinary general meeting shall be convened within two months. ~~**If an extraordinary general meeting is convened in conjunction with the requirements of the securities regulatory rules of the place where the Company's shares are listed, the actual date of the extraordinary general meeting may be adjusted in accordance with the securities regulatory rules of the place where the Company's shares are listed.**~~ If a general meeting cannot be convened by the Company within the period mentioned above, the Company shall report to the branch office of securities regulatory authority under the China Securities Regulatory Commission (the "CSRC") at the domicile of the Company and the stock exchange where the Company's shares are ~~**traded**~~ (the "stock exchange"), and announce the explanations on the reasons.	**Article 4** The general meetings are divided into annual general meetings and extraordinary general meetings. The annual general meeting shall be called once a year within six months following the end of the previous fiscal year. The extraordinary general meeting is convened irregularly, in case an extraordinary general meeting shall be convened as required under Article 113 of the Company Law **or Articles of Association**, such extraordinary general meeting shall be convened within two months. If a general meeting cannot be convened by the Company within the period mentioned above, the Company shall report to the branch office of securities regulatory authority under the China Securities Regulatory Commission (the "CSRC") at the domicile of the Company and the stock exchange where the Company's **shares are listed** (~~**hereinafter referred to as "**~~the "stock exchange"), and announce the explanations on the reasons.

Before Amendments	After Amendments
Article 4 **During** the general meeting, the Company will retain an attorney to issue legal opinions on the following matters and publish the same: (I) whether the procedures of convening and holding the meeting comply with laws or administrative regulations and the Articles of Association; (II) whether the qualifications of the attendants and the convener are lawful and valid; (III) whether the voting procedure and results are lawful and valid; (IV) on other relevant issues as required by the Company.	**Article 5** ~~**When holds**~~ holding the general meeting, the Company **should** retain an attorney to issue legal opinions on the following matters and publish the same: (I) whether the procedures of convening and holding the meeting comply with laws or administrative regulations, **the rules for general meetings** and the Articles of Association; (II) whether the qualifications of the attendants and the convener are lawful and valid; (III) whether the voting procedure and results are lawful and valid; (IV) on other relevant issues as required by the Company.
~~**Article 5 The convening of the general meeting shall conform to the principle of simplicity, and no additional benefits shall be granted to the shareholders (or shareholders' representatives) attending the meeting.**~~	**Delete**

Before Amendments	After Amendments
Chapter II ~~**The Power**~~ of General Meeting	Chapter II **Convening** of General Meeting
~~**Article 7 The general meeting of the Company comprises all shareholders. As the organ of authority of the Company, the general meeting shall have the following functions and powers in accordance with the laws:**~~ ~~**(I) to elect and replace the directors, and make decisions on the remuneration of the relevant directors;**~~ ~~**(II) to consider and approve the report of the Board of Directors;**~~ ~~**(III) to consider and approve the profit distribution plans and plans for making up losses of the Company;**~~ ~~**(IV) to pass resolutions on any increase or decrease of the Company's registered capital;**~~ ~~**(V) to pass resolutions on the issue of corporate bonds;**~~ ~~**(VI) to pass resolutions on the merger, division, dissolution, liquidation, or change in corporate form of the Company;**~~ ~~**(VII) to amend the Articles of Association;**~~ ~~**(VIII) to pass resolutions on the engagement or dismissal of accounting firm responsible for the Company's auditing work;**~~ ~~**(IX) to consider matters relating to guarantees under Article 9 of these Rules;**~~ ~~**(X) to consider matters relating to the purchase or sale by the Company within one year of material assets valued at more than 30% of the Company's latest audited total assets of the Company;**~~	**Delete**

Before Amendments	After Amendments
~~(XI) to consider any change in the use of offer proceeds;~~ ~~(XII) to consider and approve any share incentive scheme and the employee stock ownership plan;~~ ~~(XIII) to consider the transactions between the Company and its related parties (excluding the provision of guarantee by the Company, receipt of cash asset donation, and any transaction that constitutes a debt of the listed company and simply relieves its obligations) amounting to RMB30 million or above and accounting for 5% or higher of the Company's latest audited absolute value of net assets, and other connected transactions that need to be submitted to the general meeting for consideration according to the securities regulatory rules of the places where the Company's shares are listed;~~ ~~(XIV) to consider other matters required to be resolved by the general meeting pursuant to laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.~~ ~~The Company may, upon authorization by the general meeting and resolution of the Board of Directors, issue shares, corporate bonds, and corporate bonds convertible into shares, the specific implementation of which shall comply with the provisions of laws, administrative regulations, and securities regulatory rules of the place where the shares of the Company are listed.~~	

Before Amendments	After Amendments
~~Unless otherwise provided for in laws, administrative regulations or securities regulatory rules of the place where the shares of the Company are listed, the functions and powers of the above-mentioned general meeting shall not be delegated through authorization to the Board of Directors or any other body or individual.~~	
~~Article 8 The general meeting shall have the right to review the following types of matters, including those occurring in addition to the Company's daily operating activities:~~ ~~(I) purchase or sale of assets;~~ ~~(II) external investment (including entrusted wealth management, investment in subsidiaries, etc.);~~ ~~(III) provision of financial assistance (including interest-bearing or interest-free loans, entrusted loans, etc.);~~ ~~(IV) provision of guarantees (including guarantees for controlled subsidiaries, etc.);~~ ~~(V) leasing in or leasing out assets;~~ ~~(VI) entrusting or being entrusted with the management of assets and business;~~ ~~(VII) giving or receiving assets;~~ ~~(VIII) debt and debt restructuring;~~ ~~(IX) signing of license agreement;~~ ~~(X) transfer or accept R & D projects;~~ ~~(XI) waiver of rights (including waiver of pre-emptive rights, pre-emptive rights to subscribe for capital contribution, etc.);~~ ~~(XII) other transactions as stipulated under the laws, administrative regulations and securities regulatory rules of the place where the Company's shares are listed.~~	Delete

Before Amendments	After Amendments
~~**Article 9 The following external guarantees given by the Company shall be submitted to the general meeting for consideration upon the consideration and approval by the Board of Directors.**~~ ~~**(I) the total amount of the external guarantees provided by the Company and its holding subsidiaries exceeding 50% of the latest audited net assets of the Company;**~~ ~~**(II) the total amount of the external guarantees provided by the Company exceeding 30% of the latest audited total assets;**~~ ~~**(III) the accumulated guarantee amount provided within one year, the guarantees given by the Company to others during the year exceeding 30% of the latest audited total assets of the Company;**~~ ~~**(IV) any guarantee to be provided to a recipient of such security whose asset to liability ratio is over 70%;**~~ ~~**(V) one item of security in the amount secured by which exceeds 10% of the latest audited net assets of the Company;**~~ ~~**(VI) any guarantee provided to the shareholder, actual controller and its related party;**~~ ~~**(VII) other guarantees required by laws, administrative regulations, departmental rules, the securities regulatory rules and the stock exchange rules of the place where the Company's shares are listed, or the Articles of Association.**~~	**Delete**

Before Amendments	After Amendments
~~For guarantee matters within the scope of authority of the Board of Directors, in addition to being approved by a majority of all Directors, such matters must also be approved by more than two-thirds of the directors present at the board meeting; when the general meeting considers the guarantee matters under item (III) of the preceding paragraph, such matters must be approved by more than two-thirds of the voting rights held by the shareholders present at the meeting.~~	
~~Article 10 The following financial assistance of the Company shall be considered and approved by the general meeting upon examination and approval by the Board of Directors:~~ ~~(I) provision of a single financial assistance the amount of which exceeds 10% of the company's latest audited net assets;~~ ~~(II) provision of financial assistance to anyone whose debt to asset ratio exceeds 70% according to its latest financial statements;~~ ~~(III) provision of financial assistance the accumulative amount of which for the recent 12 months exceeds 10% of the Company's latest audited net assets;~~ ~~(IV) other circumstances as provided by the stock exchange at the place where the Company's shares are listed or the Articles of Association.~~ ~~For financial assistance matters within the scope of authority of the Board of Directors, in addition to being approved by a majority of all Directors, such matters must also be considered and approved by more than two-thirds of the directors present at the board meeting.~~	Delete

Before Amendments	After Amendments
~~**Article 11 If the amount of the Company's transactions under Article 8 reaches one of the following standards, it shall be submitted to the general meeting for consideration upon consideration and approval by the Board of Directors:**~~ ~~**(I) the total asset value involved in the transaction (the higher of the book value and the assessed value as the case may be) accounts for more than 50% of the latest audited total assets of the company;**~~ ~~**(II) the net assets of the transaction subject (e.g. equity) (if both book value and appraised value exist, whichever is higher) account for more than 50% of the latest audited net assets of the company, with the absolute amount of more than RMB50 million;**~~ ~~**(III) the concluded transaction amount (including debts and expenses undertaken) accounts for more than 50% of the latest audited net assets of the company, with the absolute amount of more than RMB50 million;**~~ ~~**(IV) the transaction profit accounts for more than 50% of the audited net profit of the company in the most recent fiscal year, with the absolute amount of more than RMB5 million;**~~ ~~**(V) the related operating income of the transaction subject (e.g. equity) in the most recent fiscal year accounts for more than 50% of the audited operating income of the company in such fiscal year, with the absolute amount of more than RMB50 million;**~~	**Delete**

Before Amendments	After Amendments
~~(VI) the related net profit of the transaction subject (e.g. equity) in the most recent fiscal year accounts for more than 50% of the audited net profit of the company in such fiscal year, with the absolute amount of more than RMB5 million.~~ ~~If the figure involved in the above indicators are negative, the absolute value will be taken for calculation.~~	
~~Article 12 In exercising its powers and functions, the general meeting shall comply with relevant laws, regulations, departmental rules and regulations as well as the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange and the Hong Kong Listing Rules; if there are any additional restrictions or exemptions imposed by laws, regulations and the securities regulatory rules of the place where the Company's shares are listed in respect of shareholders' participation in general meeting as well as voting and approval authority, such restrictions or exemptions shall be subject to the provisions thereof.~~	Delete

Before Amendments	After Amendments
Chapter III ~~**Authorization by**~~ the General Meeting	Chapter III **Proposals and Notices** of the General Meeting
~~**Article 13 Matters which, in accordance with the provisions of the laws, regulations and the Articles of Association, are required to be decided at the general meeting, shall be considered at the general meeting so as to protect the decision-making power of the shareholders of the Company on such matters.**~~	**Delete**
~~**Article 14 The general meeting authorizes the Board of Directors to decide, within a certain limit, on matters such as external investment, acquisition and sale of assets, asset mortgage, external guarantee, entrusted wealth management, financing, connected transactions and external donations, subject to compliance with the securities regulatory rules of the places where the shares of the Company are listed. The Board of Directors shall abide by the principles of legality, compliance, prudence, and safety when exercising the above-mentioned rights, establish strict review and decision-making procedures, and organize relevant experts and professionals to review major investment projects, and submit them to the general meeting for approval. The specific approval authority of the Board of Directors is as follows:**~~ ~~**(I) investments with a total amount not exceeding 30% of the Company's latest audited total assets within a complete accounting year, including external investments, acquisition and sale of assets, entrusted wealth management, and other legally compliant corporate investment activities;**~~	**Delete**

Before Amendments	After Amendments
~~(II) financing that does not exceed 60% of the audited net assets of the previous year within a complete accounting year, which refers to the Company's bond financing to financial institutions and other enterprises (but does not include issuing bonds) and the resolution of the Board of Directors to issue the bonds shall be authorized by the general meeting separately; (III) the financial assistance shall be exempted from the approval of the Board of Directors and the general meeting, provided that the object of the financial assistance is subsidiary of the Company within the scope of the Company's consolidated financial statements and the other shareholders of that subsidiary do not include controlling shareholders, de facto controllers and their connected persons of the company;~~ ~~(IV) external guarantees other than those listed in Article 9 of the Rules of Procedure (including but not limited to asset mortgages, pledges, guarantees, etc.);~~	

Before Amendments	After Amendments
~~(V) connected transactions between the Company and its affiliated natural persons with a transaction amount of over RMB300,000 (excluding external guarantees); and related party transactions with affiliated legal persons (or other organizations) with a transaction amount of over RMB3 million and accounting for more than 0.5% of the absolute value of the Company's latest audited net assets (excluding external guarantees) within a complete accounting year. Connection transactions with a transaction amount of over RMB30 million and accounting for more than 5% of the Company's latest audited net assets (excluding external guarantees) shall be submitted to the consideration of the general meeting.~~ ~~When exercising the above-mentioned functions and powers, the Board of Directors shall comply with relevant laws, regulations, departmental rules, the Rules Governing the Listing of Shares on the Shanghai Stock Exchange and Hong Kong Listing Rules. If there are any additional restrictions or exemptions imposed by laws and regulations and the securities regulatory rules of the place where the Company's shares are listed on the Board of Directors' participation in board meetings and voting and approving authority, such restrictions or exemptions shall prevail.~~	

Before Amendments	After Amendments
~~Subject to compliance with the listing rules of the place where the shares of Company are listed, the Board of Directors may authorize the Chairman, the President or the related internal institutions to make decisions and exercise the aforementioned functions and powers of the Board of Directors as stipulated in these Rules during its closing period. The specific decision-making authority shall be clarified by the resolution of the Board of Directors or relevant rules and regulations of the Company.~~ ~~Other matters on which the Board of Directors is authorized to make decisions by the general meeting shall be specified by a resolution of the general meeting or by rules and regulations to be considered and approved by the general meeting.~~	
~~Article 15 Where necessary, reasonable and in compliance with the securities regulatory rules of the stock exchange where the Company's shares are listed, for specific matters related to the resolutions that cannot or do not need to be decided at the general meeting at that time, the general meeting may authorize the Board of Directors to make decisions within the scope of the authorization granted by the general meeting.~~	**Delete**

Before Amendments	After Amendments
Chapter IV ~~**Holding**~~ of the General Meeting	Chapter IV **Convening** of the General Meeting
Article ~~16~~ The Board of Directors shall timely convene the general meeting within the period specified in Article ~~**3**~~ of these Rules.	**Article 6** The Board of Directors shall timely convene the general meeting within the period specified in Article **4** of these Rules.
Article ~~17~~ The independent directors shall have the right to propose to the Board of Directors to call an extraordinary general meeting, upon approval by more than half of the independent directors. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association, give a written response on whether or not it agrees to call such an extraordinary general meeting within 10 days after receiving the proposal from the independent directors to call such meeting. If the Board of Directors agrees to hold an extraordinary general meeting, it will issue a notice calling such meeting within 5 days after it has so resolved. If the Board of Directors does not agree to hold the extraordinary general meeting, it ~~**shall**~~ give the reasons and publish an announcement.	Article 7 The independent directors shall have the right to propose to the Board of Directors to call an extraordinary general meeting, upon approval by more than half of the independent directors. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association, give a written response on whether or not it agrees to call such an extraordinary general meeting within 10 days after receiving the proposal from the independent directors to call such meeting. If the Board of Directors agrees to hold an extraordinary general meeting, it will issue a notice calling such meeting within 5 days after it has so resolved. If the Board of Directors does not agree to hold the extraordinary general meeting, it **should** give the reasons and publish an announcement.

Before Amendments	After Amendments
Article ~~18~~ The audit committee shall have the right to propose to the Board of Directors in writing to hold an extraordinary general meeting. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association, give a written response on whether or not it agrees to call such an extraordinary general meeting within 10 days after receiving the proposal from the audit committee to call such meeting. If the Board of Directors agrees to hold an extraordinary general meeting, it **~~will~~** issue a notice calling such meeting within 5 days after it has so resolved. The consent of the audit committee shall be secured if any change is to be made in the notice to the original request. If the Board of Directors disagrees to hold an extraordinary general meeting or fails to give a written response within 10 days after the receipt of the proposal, it shall be deemed that the Board of Directors is unable or fails to perform its duty of convening a general meeting. In such case, the audit committee may convene and preside over the meeting on its own.	**Article 8** The audit committee shall have the right to propose to the Board of Directors in writing to hold an extraordinary general meeting. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association, give a written response on whether or not it agrees to call such an extraordinary general meeting within 10 days after receiving the proposal from the audit committee to call such meeting. If the Board of Directors agrees to hold an extraordinary general meeting, it **should** issue a notice calling such meeting within 5 days after it has so resolved. The consent of the audit committee shall be secured if any change is to be made in the notice to the original request. If the Board of Directors disagrees to hold an extraordinary general meeting or fails to give a written response within 10 days after the receipt of the proposal, it shall be deemed that the Board of Directors is unable or fails to perform its duty of convening a general meeting. In such case, the audit committee may convene and preside over the meeting on its own.

Before Amendments	After Amendments
Article ~~19~~ Shareholders that hold, individually or collectively, 10% or more of the shares in the Company shall request in writing the Board of Directors to hold an extraordinary general meeting. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association, give a written response on whether or not it agrees to call such an extraordinary general meeting within 10 days after receiving the ~~**written**~~ proposal from the above-mentioned shareholders to call such meeting. If the Board of Directors agrees to hold an extraordinary general meeting, it will issue a notice calling such meeting within 5 days after it has so resolved. The consent of the relevant shareholders shall be secured if any change is to be made in the notice to the original request. If the Board of Directors disagrees to hold an extraordinary general meeting or fails to give a response within 10 days after receipt of the proposal, the Shareholders that hold, individually or collectively, 10% of the shares of the Company may propose in writing to the audit committee to hold an extraordinary general meeting. If the audit committee agrees to hold an extraordinary general meeting, it will issue a notice calling such meeting within 5 days after receipt of the proposal. The consent of the relevant shareholders shall be secured if any change is to be made in the notice to the original request.	**Article 9** Shareholders that hold, individually or collectively, 10% or more of the shares in the Company shall request in writing the Board of Directors to hold an extraordinary general meeting. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association, give a written response on whether or not it agrees to call such an extraordinary general meeting within 10 days after receiving the proposal from the above-mentioned shareholders to call such meeting. If the Board of Directors agrees to hold an extraordinary general meeting, it will issue a notice calling such meeting within 5 days after it has so resolved. The consent of the relevant shareholders shall be secured if any change is to be made in the notice to the original request. If the Board of Directors disagrees to hold an extraordinary general meeting or fails to give a response within 10 days after receipt of the proposal, the Shareholders that hold, individually or collectively, 10% of the shares of the Company may propose in writing to the audit committee to hold an extraordinary general meeting. If the audit committee agrees to hold an extraordinary general meeting, it will issue a notice calling such meeting within 5 days after receipt of the proposal. The consent of the relevant shareholders shall be secured if any change is to be made in the notice to the original request.

Before Amendments	After Amendments
If the audit committee fails to issue the notice calling such meeting within the period specified hereinabove, it shall be deemed to have failed to convene and preside over such meeting. The shareholders holding, individually or collectively, 10% of the shares in the Company for 90 days or more consecutively may convene and preside over such meeting.	If the audit committee fails to issue the notice calling such meeting within the period specified hereinabove, it shall be deemed to have failed to convene and preside over such meeting. The shareholders holding, individually or collectively, 10% of the shares in the Company for 90 days or more consecutively may convene and preside over such meeting.
Article ~~20~~ The audit committee or the shareholders that decide to hold a general meeting by itself or themselves shall notify the Board of Directors thereof in writing, and file it with the stock exchange. Upon issuing the notice of the general meeting and the resolutions of such meeting, the audit committee or the convening shareholder shall provide relevant supporting documents to the stock exchange. The shareholders who convene the general meeting shall hold at least 10% of the shares in the Company prior to the publish of the resolutions of such meeting.	**Article 10** The audit committee or the shareholders that decide to hold a general meeting by itself or themselves shall notify the Board of Directors thereof in writing, and file it with the **Shanghai Stock Exchange**. Upon issuing the notice of the general meeting and the resolutions of such meeting, the audit committee or the convening shareholder shall provide relevant supporting documents to the **Shanghai Stock Exchange**. The shareholders who convene the general meeting shall hold at least 10% of the shares in the Company prior to the publish of the resolutions of such meeting.

Before Amendments	After Amendments
Article ~~21~~ If the audit committee or shareholders itself/themselves convene a general meeting, the Board of Directors and the secretary to the Board of Directors **~~shall~~** provide cooperation. The Board of Directors shall provide the register of members as of the date of record. In the event that the Board of Directors fails to provide the register of members, the convener may apply to the securities registration and settlement institution for obtaining the register of members with the relevant announcements on the convening of the general meeting. The register of members obtained by the convener shall not be used for purposes other than convening of the general meeting.	**Article 11** If the audit committee or shareholders itself/themselves convene a general meeting, the Board of Directors and the secretary to the Board of Directors **should** provide cooperation. The Board of Directors shall provide the register of members as of the date of record. In the event that the Board of Directors fails to provide the register of members, the convener may apply to the securities registration and settlement institution for obtaining the register of members with the relevant announcements on the convening of the general meeting. The register of members obtained by the convener shall not be used for purposes other than convening of the general meeting.

Before Amendments	After Amendments
Article ~~24~~ Shareholders who individually or collectively hold more than 1% of the shares of the Company may submit a provisional proposal in writing to the convener 10 days prior to the convening of the general meeting. The convener shall issue a supplemental notice of the general meeting within 2 days after receiving the proposal, announce the content of the provisional proposal and table the same at the general meeting for consideration, unless the provisional proposal violates the laws, administrative regulations or provisions of the Articles of Association, or do not fall within the scope of the general meeting. Where the general meeting is postponed in accordance with the requirements of the securities regulatory rules of the place where the Company's shares are listed due to the issuance of a supplemental notice of the general meeting, the convening of the general meeting shall be postponed in accordance with the provisions of the securities regulatory rules of the place where the Company's shares are listed.	**Article 14** Shareholders who individually or collectively hold more than 1% of the shares of the Company may submit a provisional proposal in writing to the convener 10 days prior to the convening of the general meeting. The convener shall issue a supplemental notice of the general meeting within 2 days after receiving the proposal, announce the content of the provisional proposal and table the same at the general meeting for consideration, unless the provisional proposal violates the laws, administrative regulations, **the securities regulatory rules of the stock exchange where the Company's sharess are listed** or provisions of the Articles of Association, or do not fall within the scope of the general meeting. Where the general meeting is postponed in accordance with the requirements of the securities regulatory rules of the place where the Company's shares are listed due to the issuance of a supplemental notice of the general meeting, the convening of the general meeting shall be postponed in accordance with the provisions of the securities regulatory rules of the place where the Company's shares are listed.

Before Amendments	After Amendments
Except as provided in the preceding paragraph, the convener shall not amend the proposals set out in the notice of the general meeting or add new proposals after issuing the notice of the general meeting. Proposals not set out in the notice of the general meeting or not in compliance with ~~**Article 23 of**~~ these Rules shall not be voted on or resolved at the general meeting.	Except as provided in the preceding paragraph, the convener shall not amend the proposals set out in the notice of the general meeting or add new proposals after issuing the notice of the general meeting. **If the convener is required to make supplementary or correction to the proposal content in accordance with the regulations, they shall not make substantive modifications to the proposal. Moreover, the relevant supplemental or correction announcements should be released before the start of the online voting for the general meeting, and the legal opinion disclosed along with the general meeting resolution should include a clear opinion from the lawyer as to whether the supplementary or correction of the proposal content constitutes a substantive modification of the proposal. If the proposal is modified substantively, the relevant changes should be regarded as a new proposal, and it shall not be voted on at the general meeting.** Proposals not set out in the notice of the general meeting or not in compliance with these Rules shall not be voted on or resolved at the general meeting.
Article ~~25~~ The convener shall notify all shareholders ~~**in writing (including**~~ by way of announcement~~)~~ 21 days prior to the convening of the annual general meeting, and each shareholder shall be notified in writing (including by way of announcement) 15 days prior to the convening of the extraordinary general meeting. ~~**When the Company calculates the starting date, the date of the meeting shall be excluded.**~~	**Article 15** The convener shall notify all shareholders by way of announcement 21 days prior to the convening of the annual general meeting, and each shareholder shall be notified by way of announcement 15 days prior to the convening of the extraordinary general meeting.

Before Amendments	After Amendments
~~**Article 26 The notice of the general meeting shall meet the following requirements:**~~ ~~**(1) The time, place and duration of the meeting;**~~ ~~**(2) The matters and proposals to be deliberated at the meeting;**~~ ~~**(3) Clearly stating that all shareholders have the right to attend the general meeting and can appoint an agent in writing to attend and vote at the meeting; the shareholder agent need not be a shareholder of the Company;**~~ ~~**(4) The date of shareholding registration for the shareholders entitled to attend the general meeting;**~~ ~~**(5) The name and telephone number of the permanent contact person for the meeting;**~~ ~~**(6) The voting time and voting procedures through the network or other means;**~~ ~~**(7) Other requirements stipulated by laws, administrative regulations, departmental rules, the regulatory rules of the stock exchange where the Company's shares are listed, the Articles of Association of the Company, etc.**~~	**Delete**

Before Amendments	After Amendments
Article ~~30~~ After issuance of the notice for general meeting, the general meeting **~~shall~~** not be postponed or cancelled without proper reasons and the proposals specified in the notice shall not be withdrawn. In case of postponement or cancellation, the convener shall make an announcement stating the reasons at least 2 business days before the original meeting date. If there are special provisions under the securities regulatory rules of the place where the Company's shares are listed regarding the procedures for postponing or canceling general meetings, the provisions shall prevail provided that they do not violate the **~~domestic regulatory requirements.~~**	**Article 19** After issuance of the notice for general meeting, the general meeting **should** not be postponed or cancelled without proper reasons and the proposals specified in the notice shall not be withdrawn. In case of postponement or cancellation, the convener shall make an announcement stating the reasons at least 2 business days before the original meeting date. If there are special provisions under the securities regulatory rules of the place where the Company's shares are listed regarding the procedures for postponing or canceling general meetings, the provisions shall prevail provided that they do not violate the **requirements of relevant regulatory rules**.
~~Article 31 The Company shall convene its general meeting(s) at its premises or at the place required by the Articles of Association. A venue shall be available for a general meeting which shall be held as an on-site meeting. For the convenience of shareholders and to the extent technically feasible, the Company shall provide secure, cost-efficient and accessible online and other channels for participation in general meetings in accordance with laws, administrative regulations, the requirements of the CSRC and the Articles of Association.~~	**Delete**

Before Amendments	After Amendments
Article ~~33~~ The Board of Directors and other convenors of the Company **~~will~~** take necessary measures to ensure the normal order of the general meeting. For any behavior that disrupts the order of the general meeting, causes trouble, or infringes upon the legitimate rights and interests of **~~other~~** shareholders, measures **~~will~~** be taken to stop such behavior and report it to the relevant authorities for investigation and handling promptly.	**Article 22** The Board of Directors and other convenors of the Company **should** take necessary measures to ensure the normal order of the general meeting. For any behavior that disrupts the order of the general meeting, causes trouble, or infringes upon the legitimate rights and interests of shareholders, measures **should** be taken to stop such behavior and report it to the relevant authorities for investigation and handling promptly. **The participants should strictly abide by the meeting discipline, refrain from disrupting the meeting order, and avoid interfering with the normal progress of the meeting. For those who disrupt the meeting order or are otherwise unsuitable to attend the meeting, the meeting host has the right to order them to leave. Those who refuse to comply with the order to leave can be forcibly removed by the security personnel appointed by the meeting host.**
~~Article 34 All shareholders in the register of members as at date of record or their proxies are entitled to attend the general meeting, and exercise voting rights in accordance with the relevant laws, regulations and the Articles of Association. The Company and the conveners shall not refuse them for whatever reasons. Shareholders attending the general meeting shall have one vote for each share they hold. The Company's shares held by the Company itself have no voting right.~~ **~~Shareholder may attend a general meeting in person and exercise rights to vote, or may appoint other person as his/her proxies to attend and vote on his/her behalf within the scope of authorization.~~**	**Delete**

Before Amendments	After Amendments
~~**Article 35 An individual shareholder that attends the meeting in person shall produce his or her own ID card or other valid documents or proof evidencing his or her identity. If a proxy attends the meeting, he/she shall produce his or her own valid proof of identity and the instrument of appointment from the shareholder.**~~ ~~**Shareholders who are legal persons shall attend the meeting by their legal representative or a proxy appointed by the legal representative. If the legal representative attends the meeting, he or she shall produce his or her own ID card and a valid proof of his or her legal representative status. If a proxy attends the meeting, such proxy shall present his or her own ID card and the power of attorney issued by the legal representative of the shareholder as a legal person, except for shareholder who is a recognized clearing house ("Recognized Clearing House") and its nominees as defined in the relevant ordinances in force from time to time under the laws of Hong Kong or the securities regulatory rules of the place where the Company's shares are listed.**~~	**Delete**

Before Amendments	After Amendments
~~**Article 36 The instrument of appointment by which a shareholder appoints another person to attend the general meeting on his or her behalf shall include:**~~ ~~**(I) the name of the principal and, the class and number of shares of the Company held by him/her/it;**~~ ~~**(II) the name of the proxy;**~~ ~~**(III) the specific instructions from the shareholder, including an indication to vote for or against each and every matter included in the agenda;**~~ ~~**(IV) the date of issuance and terms of validity of the instrument of appointment;**~~ ~~**(V) the signature (or seal) of the principal. If the principal is a corporate shareholder, it shall be affixed with the seal of the corporate or signed by a legally authorized person.**~~	**Delete**
~~**Article 37: The format of any proxy letter issued by the Board of Directors of the Company to shareholders for appointing proxy representatives should allow shareholders to freely indicate whether they want the proxy to vote in favor or against, and to make separate instructions regarding each item of the agenda for which a vote is required. The proxy letter should specify whether the proxy can vote according to their own intentions if the shareholders do not provide specific instructions.**~~	**Delete**

Before Amendments	After Amendments
Article ~~38~~ ~~Where such a proxy form for voting is signed by a person authorized by the principal, the power of attorney for authorized signature or other authorization documents shall be notarized. The power of attorney or other authorization documents upon notarized shall, together with the proxy form for voting, be placed at the Company's domicile or such other location as specified in the notice of the meeting. The power of attorney for proxy voting shall be deposited at the domicile of the Company or such other place as specified in the notice of the meeting at least 24 hours prior to the meeting where such proxy is required to vote, or 24 hours before the time appointed for the taking of the poll.~~ If the shareholder is a Recognized Clearing House (or its nominees), it may authorize one or more persons it deems fit to act as its representative at any general meeting or any meeting of creditors; however, 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 such person is so authorized, and shall be signed by the authorized personnel of the Recognized Clearing House. A person so authorized may exercise rights on behalf of the Recognized Clearing House (or its nominees) (no shareholding voucher, notarized authorization and/or further evidence of the duly authorization is required), and must have the same legal rights as other shareholders, including the right to speak and vote, as if such person is an individual shareholder of the Company.	**Article 20 The Company shall hold the general meeting at its registered office, at the location specified in the notice to the general meeting, or at any other location as stipulated in the Articles of Association of the Company.** **The general meeting should be held in a venue in the form of a physical meeting, and it should comply with the provisions of laws, administrative regulations, the CSRC and the Articles of Association, by using safe, economical and convenient networks and other methods to provide convenience for shareholders to attend the general meeting.** **Shareholders can attend the general meeting in person and exercise their voting rights, or they can entrust others to attend on their behalf and exercise their voting rights within the authorized scope.** If the shareholder is a Recognized Clearing House (or its nominees), it may authorize one or more persons it deems fit to act as its representative at any general meeting or any meeting of creditors; however, 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 such person is so authorized, and shall be signed by the authorized personnel of the Recognized Clearing House. A person so authorized may exercise rights on behalf of the Recognized Clearing House (or its nominees) (no shareholding voucher, notarized authorization and/or further evidence of the duly authorization is required), and must have the same legal rights as other shareholders, including the right to speak and vote, as if such person is an individual shareholder of the Company.

Before Amendments	After Amendments
Notwithstanding the prior death or loss of capacity of the principal or revocation of the proxy or of the authority under which the proxy was executed or the transfer of the relevant shares, the vote of the proxy pursuant to the power of attorney shall remain valid as long as the Company does not receive written notice thereof prior to the date of the meeting to be held.	Notwithstanding the prior death or loss of capacity of the principal or revocation of the proxy or of the authority under which the proxy was executed or the transfer of the relevant shares, the vote of the proxy pursuant to the power of attorney shall remain valid as long as the Company does not receive written notice thereof prior to the date of the meeting to be held.
~~**Article 39 The Company shall be responsible for preparing a register of attendees of the meeting. Such register shall record name (or company name), ID Card no., domicile, number of voting shares held or represented, name (or company name) of appointer and other matters of the attendees.**~~	**Delete**
Add	**Article 23 Shareholders shall attend the general meeting in person with their identification documents or other valid certificates or proofs that can prove their identities. If an agent is present, the agent must also submit a power of attorney from the shareholder and the shareholder's valid identification documents (except for shareholders who are subject to the relevant regulations of the Hong Kong law or recognized clearing houses and their agents).**

Before Amendments	After Amendments
Article ~~40~~ The convener and the attorney retained by the Company **~~shall~~** verify the legal qualification of shareholders according to the register of members provided by the securities registrations and clearing organizations, and register the names of the shareholders and the numbers of voting shares. The registration process shall end before the chairman of the meeting announces on site the number of shareholders and proxies who attend the meeting, and the number of their voting shares.	**Article 24** The convener and the attorney **should** verify the legal qualification of shareholders according to the register of members provided by the securities registrations and clearing organizations, and register the names of the shareholders and the numbers of voting shares. The registration process shall end before the chairman of the meeting announces on site the number of shareholders and proxies who attend the meeting, and the number of their voting shares.
Article ~~42~~ ~~Where the general meeting is convened by the Board of Directors in accordance with the laws, the~~ Chairman shall preside over the meeting. If the Chairman is unable to perform his or her duties or fails to perform his or her duties, the co-chairman (if any, and in case of two or more co-chairmen in the Company, the co-chairman elected by more than half of directors shall preside over the meeting) shall preside over the meeting; if the co-chairman is unable to perform his or her duties or fails to perform his or her duties, the vice chairman (if any, and in case of two or more vice chairmen in the Company, the vice chairman elected by more than half of directors shall preside over the meeting) shall preside over the meeting. If the vice chairman is unable to perform his or her duties or fails to perform his or her duties, more than half of directors shall jointly elect one Director to preside over the meeting.	**Article 26 The** Chairman shall preside over the general meeting. If the Chairman is unable to perform his or her duties or fails to perform his or her duties, the co-chairman (if any, and in case of two or more co-chairmen in the Company, the co-chairman elected by more than half of directors shall preside over the meeting) shall preside over the meeting; if the co-chairman is unable to perform his or her duties or fails to perform his or her duties, the vice chairman (if any, and in case of two or more vice chairmen in the Company, the vice chairman elected by more than half of directors shall preside over the meeting) shall preside over the meeting. If the vice chairman is unable to perform his or her duties or fails to perform his or her duties, more than half of directors shall jointly elect one Director to preside over the meeting.

Before Amendments	After Amendments
The chairman of the audit committee shall preside over the general meeting convened by the audit committee. If the chairman of the audit committee cannot or does not fulfill his or her duties, a member of the audit committee jointly elected by more than half of the members of the audit committee shall preside over the meeting. A general meeting convened by the shareholders themselves shall be chaired by the convener or a representative elected by the convener. Where a general meeting is held and the chairman of the meeting violates the rules of procedure which makes it impossible for the general meeting to continue, a person may be elected at the general meeting to act as chairman and continue the meeting, subject to the approval of more than half of the attending shareholders ~~**on site**~~ having the voting rights.	The chairman of the audit committee shall preside over the general meeting convened by the audit committee. If the chairman of the audit committee cannot or does not fulfill his or her duties, a member of the audit committee jointly elected by more than half of the members of the audit committee shall preside over the meeting. A general meeting convened by the shareholders themselves shall be chaired by the convener or a representative elected by the convener. Where a general meeting is held and the chairman of the meeting violates the rules of procedure which makes it impossible for the general meeting to continue, a person may be elected at the general meeting to act as chairman and continue the meeting, subject to the approval of more than half of the attending shareholders having the voting rights.
Article ~~44~~ The directors and senior management members of the Company shall answer and explain inquiries and proposals made by shareholders at the general meeting.	**Article 28** The directors and senior management members of the Company shall answer and explain inquiries and proposals made by shareholders at the general meeting. **However, in the following circumstances, one can refuse to answer the inquiry, but should explain the reasons to the inquirer:** **(I) The inquiry is irrelevant to the topic;** **(II) The inquiry matter needs to be investigated;** **(III) It involves the Company trade secrets, insider information, personal privacy of relevant personnel, or involves violations of the principle of fairness to all shareholders in terms of information disclosure, and cannot be disclosed at the general meeting;** **(IV) Answering the inquiry will significantly harm the common interests of shareholders.**

Before Amendments	After Amendments
Add	**Article 36 If a shareholder (or a shareholder's agent) attending the general meeting wishes to make a speech at the meeting, the following regulations shall be followed:** **(I) Before the general meeting, provide the Company with a participation reply form, listing the names of the speakers, shareholder codes, the number of shares represented (including the number of entrusted shares), etc. The order of the speakers' speeches shall be determined by the meeting host;** **(II) Each speaker shall generally not speak for more than 5 minutes at a time, but with the consent of the meeting host, the speaking time can be appropriately extended;** **(III) For the same proposal, each speaker's speech shall not exceed 2 times. During the discussion of proposals at the general meeting, the meeting host may decide whether to terminate the discussion as the situation requires.**
Add	**Article 40 If the proposed matters at the meeting are not approved, or if the current general meeting alters the resolution of the previous general meeting, a special note should be made in the resolution announcement of the general meeting.**

Before Amendments	After Amendments
Article 46 ~~**Minutes shall be kept of the general meeting and the secretary to the Board of Directors shall be responsible therefore.**~~ The meeting minutes shall record the following particulars: (I) the time, place, agenda for, the meeting, and the name of the convener; (II) the names of the chairman of the meeting, and of directors and senior management members ~~**in attendance or**~~ present in a non-voting capacity; (III) the number of attending shareholders and proxies, and the total number of their voting shares and percentages to the total shares of the Company; (IV) the deliberations on each proposal, the main points of each speaker's statements in respect of thereof, and the voting result; (V) the queries or suggestions from shareholders, and the relevant replies or explanations; (VI) the names of the attorney, vote counters and counting scrutinizer; (VII) other information to be entered into the minutes pursuant to the Articles of Association.	**Article 46** **The secretary to the Board of Directors shall be responsible for the minutes.** The meeting minutes shall record the following particulars: (I) the time, place, agenda for, the meeting, and the name of the convener; (II) the names of the chairman of the meeting, and of directors and senior management members present in a non-voting capacity; (III) the number of attending shareholders and proxies, and the total number of their voting shares and percentages to the total shares of the Company; (IV) the deliberations on each proposal, the main points of each speaker's statements in respect of thereof, and the voting result; (V) the queries or suggestions from shareholders, and the relevant replies or explanations; (VI) the names of the attorney, vote counters and counting scrutinizer; (VII) other information to be entered into the minutes pursuant to the Articles of Association.

Before Amendments	After Amendments
Directors in attendance or present in a non-voting capacity, the secretary to the Board of Directors, the convener or his or her representative, and the chairman of the meeting shall sign on the minutes of the meeting and ensure that the contents of minutes of the meeting are true, accurate and complete. The minutes shall be kept for no less than 10 years, together with the book of signatures of the attending shareholders, the power of attorney for shareholders who attend the meeting by proxy, and effective information concerning voting online or by other such means.	Directors in attendance or present in a non-voting capacity, the secretary to the Board of Directors, the convener or his or her representative, and the chairman of the meeting shall sign on the minutes of the meeting and ensure that the contents of minutes of the meeting are true, accurate and complete. The minutes shall be kept for no less than 10 years, together with the book of signatures of the attending shareholders, the power of attorney for shareholders who attend the meeting by proxy, and effective information concerning voting online or by other such means. **The attendance of shareholders at the meeting, the number of shares held by the attending shareholders, the power of attorney, the voting results for each matter, the meeting minutes, and the legality of the meeting procedures can all be subject to notarization.**
Article ~~47~~ The convener shall ensure that the general meeting continues until a final resolution is reached. Where the general meeting is interrupted or fails to reach a resolution due to force majeure or any other exceptional cause, the convener shall take necessary actions to restore the meeting as soon as practicable, or terminate the meeting immediately with a timely publication, in which circumstance, the convener shall report it to the branch of the CSRC where the Company is located and the stock exchange at the place where the Company's shares are listed.	**Article 42** The convener shall ensure that the general meeting continues until a final resolution is reached, except for the breaks during the meeting. Where the general meeting is interrupted or fails to reach a resolution due to force majeure or any other exceptional cause, the convener shall take necessary actions to restore the meeting as soon as practicable, or terminate the meeting immediately with a timely publication, in which circumstance, the convener shall report it to the branch of the CSRC where the Company is located and the stock exchange at the place where the Company's shares are listed.

Before Amendments	After Amendments
Chapter ~~**VII Voting and Decisions of**~~ the General Meeting	Chapter **II Convening of** the General Meeting
~~**Article 48 Resolutions of the general meeting include ordinary resolutions and special resolutions.**~~ ~~**An ordinary resolution at a general meeting shall be passed by one half or above of the voting rights held by shareholders (including their proxies) attending and entitled to vote at the general meeting.**~~ ~~**A special resolution at a general meeting shall be passed by two-thirds or above of the voting rights held by shareholders (including their proxies) attending and entitled to vote at the general meeting.**~~	**Delete**
~~**Article 49 The following shall be passed by an ordinary resolution of the general meeting:**~~ ~~**(I) the work report of the Board of Directors;**~~ ~~**(II) the profit distribution plan and plans for making up losses drafted by the Board of Directors;**~~ ~~**(III) the connected transactions which are subject to consideration at the general meeting;**~~ ~~**(IV) the appointment or dismissal and the remuneration of the members of the Board of Directors and the method of payment of the remuneration;**~~ ~~**(V) the resolutions on the engagement or dismissal of the accounting firm responsible for the Company's auditing work;**~~ ~~**(VI) matters other than those to be passed by a special resolution under relevant laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.**~~	**Delete**

Before Amendments	After Amendments
~~**Article 50 The following shall be passed by a special resolution of the general meeting:**~~ ~~**(I) the increase or reduction of the registered capital by the Company;**~~ ~~**(II) the division, spin-off, merger, dissolution or liquidation of the Company;**~~ ~~**(III) any amendment to the Articles of Association;**~~ ~~**(IV) the amount of purchase or sale by the Company within one year of material asset(s) or provision of guarantee to other parties exceeding 30% of the latest audited total assets of the Company;**~~ ~~**(V) the adjustment or change of the profit distribution policy;**~~ ~~**(VI) to repurchase the company's shares, except for the circumstances specified in Article 25, paragraph 1, items (III), (V) and (VI) of the Articles of Association;**~~ ~~**(VII) any share incentive scheme;**~~ ~~**(VIII) other matters which relevant laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association require to be adopted by a special resolution and which the general meeting considers will have a material impact on the Company.**~~	**Delete**

Before Amendments	After Amendments
Article ~~51~~ ~~A shareholder shall vote based on the number of his or her voting shares, with one share representing one vote. When voting, a shareholder (including proxy thereof) entitled to two or more votes need not cast all his votes for, against or abstention in the same way.~~ **~~When material issues affecting the interests of minority shareholders are considered at a general meeting, the votes of minority shareholders shall be counted separately. The separate votes counting results shall be disclosed publicly in a timely manner.~~** The Company's shares which are held by the Company do not carry any voting rights, and shall not be counted in the total number of voting shares represented by shareholders attending a general meeting. If a shareholder buys voting shares of the Company in violation of the provisions of Article 63 (I) and (II) of the Securities Law, such shares in excess of the prescribed proportion shall not be entitled to exercise voting rights for a period of thirty-six months after the purchase, and shall not be counted in the total number of voting shares represented by shareholders attending the general meeting.	**Article 30 When a shareholder has a connected relationship with the matters to be deliberated by the general meeting, such shareholder shall refrain from voting. The voting rights held by such shareholder shall not be counted towards the total number of voting shares present at the general meeting. The resolution announcement of the general meeting shall fully disclose the voting situation of non-related shareholders.** The Company's shares which are held by the Company do not carry any voting rights, and shall not be counted in the total number of voting shares represented by shareholders attending a general meeting. **The Company's own shares which are held by the Company do not carry any voting rights, and shall not be counted in the total number of voting shares represented by shareholders attending a general meeting.** **According to the applicable laws and regulations and the Hong Kong Listing Rules, if any shareholder is required to waive their voting rights for a certain resolution matter, or if any shareholder is restricted to only be able to vote in favor or against a certain resolution matter, then any votes cast by such shareholder or their proxy in violation of the relevant regulations or restrictions shall not be included in the voting results.**

Before Amendments	After Amendments
~~**Where any shareholder is required to abstain from voting on any particular resolution or is restricted to voting only for (or only against) any particular resolution in accordance with applicable laws and regulations and the Hong Kong Listing Rules, no votes cast by such shareholder or his/her proxy shall be counted in the event of any violation of such requirements or restrictions.**~~ The Board of Directors, independent directors, shareholders holding 1% or more of the voting shares or investor protection institutions established pursuant to relevant laws, administrative regulations or the provisions of the CSRC may publicly solicit the voting rights of shareholders. Information including specific voting preference shall be fully provided to the shareholders from whom voting rights are being solicited. Consideration or de facto consideration for publicly soliciting shareholders' voting rights is prohibited. Except for statutory conditions, the Company shall not impose ~~**any**~~ minimum shareholding ~~**limitation**~~ for soliciting voting rights.	If a shareholder buys voting shares of the Company in violation of the provisions of Article 63 (I) and (II) of the Securities Law, such shares in excess of the prescribed proportion shall not be entitled to exercise voting rights for a period of thirty-six months after the purchase, and shall not be counted in the total number of voting shares represented by shareholders attending the general meeting. The Board of Directors, independent directors, shareholders holding 1% or more of the voting shares or investor protection institutions established pursuant to relevant laws, administrative regulations or the provisions of the CSRC may publicly solicit the voting rights of shareholders. Information including specific voting preference shall be fully provided to the shareholders from whom voting rights are being solicited. Consideration or de facto consideration for publicly soliciting shareholders' voting rights is prohibited. Except for statutory conditions, the Company shall not impose a minimum shareholding ratio limit for the solicitation of voting rights.

Before Amendments	After Amendments
~~**Article 52 When the general meeting deliberates on matters related to connected-transactions, the connected shareholders shall abstain from voting. The number of shares representing the voting rights held by such shareholders shall not be included in the total number of valid votes; the resolution announcement of the shareholders' meeting shall fully disclose the voting situation of non-related shareholders. The connected-transaction matter shall be voted on by the non-related shareholders present at the meeting. If more than half of the valid votes in favor of the transaction matter are obtained, the transaction matter shall be deemed passed; if the transaction falls within the scope of special resolutions, it shall be passed by more than two-thirds of the valid voting rights held by the shareholders (including shareholder representatives) present at the shareholders' meeting.**~~ ~~**According to the applicable laws and regulations and the Hong Kong Listing Rules, if any shareholder needs to waive the voting right for a certain resolution matter, or if any shareholder is restricted to only being able to vote in favor of (or against) a certain resolution matter, the votes cast by such shareholders or their representatives in violation of the relevant regulations or restrictions shall not be counted.**~~	**Delete**

Before Amendments	After Amendments
~~**Article 53 Except under the special circumstances such as where the Company is in a crisis, without the approval of a general meeting by way of a special resolution, the Company shall not enter into a contract with any person other than its director or senior management, which would hand over the management of all or major business operations of the Company to such person.**~~	**Delete**
Article 54 ~~**List of Director candidates shall be submitted in the form of proposals to the general meeting for vote.**~~ As to voting for the election of more than two directors at the general meeting, cumulative voting system shall be adopted. The implementation details of the cumulative voting system are stipulated in the Articles of Incorporation.	**Article 31** As to voting for the election of more than two directors at the general meeting, cumulative voting system shall be adopted. The implementation details of the cumulative voting system are stipulated in the Articles of Incorporation. **Elections of independent directors and other members of the Board of Directors should be made separately**. The implementation details of the cumulative voting system are stipulated in the Articles of Incorporation.
Article ~~**55**~~ In addition to the cumulative voting system, the general meeting ~~**shall**~~ resolve on all the proposed resolutions separately; in the event of several proposed resolutions for the same issue, such proposed resolutions shall be voted on and resolved in the order of time at which they are submitted. Unless the general meeting is adjourned or no resolution can be made for special reasons such as force majeure, voting of such proposed resolutions shall neither be put aside nor denied at the general meeting.	**Article 32** In addition to the cumulative voting system, the general meeting **will** resolve on all the proposed resolutions separately; in the event of several proposed resolutions for the same issue, such proposed resolutions shall be voted on and resolved in the order of time at which they are submitted. Unless the general meeting is adjourned or no resolution can be made for special reasons such as force majeure, voting of such proposed resolutions shall neither be put aside nor denied at the general meeting.
~~**Article 58 The general meeting conducts voting by means of recorded voting.**~~	**Delete**

Before Amendments	After Amendments
Article ~~59~~ Before the general meeting votes on a proposed resolution, two shareholders' representatives shall be elected to participate in the vote counting and vote scrutiny. When a shareholder is related to a matter being considered, he or she and his or her proxies may not participate in the vote counting or vote scrutiny. When votes are cast on proposed resolutions at the general meeting, attorneys and representatives of the shareholders shall be jointly responsible for the vote counting and vote scrutiny and shall announce the voting results at the meeting. The voting result shall be recorded in the meeting minutes. Shareholders of the listed company or their proxies, who have cast their votes by online voting or by other means, shall have the right to check the voting results in the way in which they have cast their votes.	Article **37** Before the general meeting votes on a proposed resolution, two shareholders' representatives shall be elected to participate in the vote counting and vote scrutiny. When a shareholder is related to a matter being considered, he or she and his or her proxies may not participate in the vote counting or vote scrutiny. When votes are cast on proposed resolutions at the general meeting, attorneys, representatives of the shareholders, **the auditor of the Company/the share registrar/an external accountant qualified to serve as a auditor of the Company (choose any one of the three)** shall be jointly responsible for the vote counting and vote scrutiny and shall announce the voting results on the spot. Shareholders of the listed company or their proxies, who have cast their votes by online voting or by other means, shall have the right to check the voting results in the way in which they have cast their votes.

Before Amendments	After Amendments
Article ~~60~~ The ending time of a general meeting shall not be earlier than that of online or other access to the meeting. **~~The~~** chairman of the meeting shall announce the outcome and results of the vote on each proposed resolution, and whether or not such proposed resolution has been passed according to such voting results. Prior to the formal announcement of voting results, the relevant parties from the listed company, the persons responsible for counting votes and scrutinizing the conduct of the relevant poll, the shareholders, the person in charge of the relevant internet service provider involved in relation to voting at the general meeting, online or by other means, shall be obliged to keep the status of voting confidential.	**Article 38** The ending time of a general meeting shall not be earlier than that of online or other access to the meeting. **At the end of the agenda, the** chairman of the meeting shall announce the outcome and results of the vote on each proposed resolution **on the spot**, and whether or not such proposed resolution has been passed according to such voting results. Prior to the formal announcement of voting results, the relevant parties from the listed company, the persons responsible for counting votes and scrutinizing the conduct of the relevant poll, the shareholders, the person in charge of the relevant internet service provider involved in relation to voting at the general meeting, online or by other means, shall be obliged to keep the status of voting confidential. **If the meeting chairperson has any doubts about the poll result(s) of the resolution(s) submitted for voting, they can conduct a recount of the votes. If the meeting chairperson fails to conduct the recount, and the attending shareholders or their agents have objections to the result announced by the meeting chairperson, they have the right to immediately request a recount after the announcement of the poll result(s). The meeting chairperson shall immediately organize the recount.**

Before Amendments	After Amendments
Article ~~61~~ The shareholders attending the general meeting shall express one of the following opinions on the proposal to be voted on: for, against, or abstain. Save for the circumstance under which the securities registration and settlement institution (including Hong Kong Securities Clearing Company Limited and HKSCC Nominees Limited) acting as the nominal holder of shares under the mutual stock market access between the Mainland and Hong Kong makes reporting in accordance with the instruction of the de facto holders of relevant shares. A blank, wrongly filled, or illegible vote, or an uncast vote shall be deemed to be a waiver of the voting right of the voter, and the voting result for the number of shares he/she holds shall be accounted as "abstention".	**Article 35 Shareholders exercise their voting rights based on the number of their voting shares. Each share entitles the holder to one vote. During the voting process, shareholders (including their agents) who have two or more votes do not have to cast all their votes as either in favor, against, or abstain.** The shareholders attending the general meeting shall express one of the following opinions on the proposal to be voted on: for, against, or abstain. Save for the circumstance under which the securities registration and settlement institution (including Hong Kong Securities Clearing Company Limited and HKSCC Nominees Limited) acting as the nominal holder of shares under the mutual stock market access between the Mainland and Hong Kong makes reporting in accordance with the instruction of the de facto holders of relevant shares. A blank, wrongly filled, or illegible vote, or an uncast vote shall be deemed to be a waiver of the voting right of the voter, and the voting result for the number of shares he/she holds shall be accounted as "abstention".

Before Amendments	After Amendments
Article ~~62~~ In the event that the chairman of the meeting has any doubt as to the result of a resolution put forward to the vote, he or she may have the votes counted. In the event that the chairman of the meeting fails to have the votes counted, any shareholder present in person or by proxy objects to the result announced by the chairman of the meeting may demand that the votes be counted immediately after the declaration of the voting result, the chairman of the meeting shall have the votes counted immediately.	**Article 38 The end time of the general meeting on-site must not be earlier than through the Internet or other means. After the agenda is completed, the meeting host should announce the poll results and outcomes of each proposal on-site in the meeting venue, and based on the voting results, declare whether the proposal has been passed.** **Before officially announcing the poll results, all relevant parties involved in the general meeting on-site, the network and other voting methods, such as the Company, the counters, the scrutineers, the shareholders, and the network service provider, have the obligation to keep the voting situation confidential.** In the event that the chairman of the meeting has any doubt as to the result of a resolution put forward to the vote, he or she may have the votes counted. In the event that the chairman of the meeting fails to have the votes counted, any shareholder present in person or by proxy objects to the result announced by the chairman of the meeting may demand that the votes be counted immediately after the declaration of the voting result, the chairman of the meeting shall have the votes counted immediately.

Before Amendments	After Amendments
Article ~~63~~ ~~Where a meeting proposal has not been passed or the resolutions of the preceding general meeting have been changed at the current general meeting, special mention shall be made in the announcement of the resolutions of the general meeting.~~ The resolution of the general meeting shall be promptly announced. The announcement shall state the number of attending shareholders and proxies, their number of voting shares and their percentages to the total number of the voting shares in the Company, the voting method or methods, the voting result for each proposed resolution, and the details of each resolution passed in the meeting.	**Article 39** The resolution of the general meeting shall be promptly announced. The announcement shall state the number of attending shareholders and proxies, their number of voting shares and their percentages to the total number of the voting shares in the Company, the voting method or methods, the voting result for each proposed resolution, and the details of each resolution passed in the meeting. **The Company should separately count and announce the attendance and poll result(s) of domestic-listed A-share shareholders and overseas-listed H-share shareholders at the meeting.**
Article ~~64~~ Where a proposed resolution on the election of directors is passed at the general meeting, **~~the time of taking office of the newly-elected directors shall be determined according to the time specified in~~** the Articles of Association.	**Article 43** Where a proposed resolution on the election of directors is passed at the general meeting, **the new directors will take office in accordance with the provisions of** the Articles of Association.
Article ~~65~~ Where the general meeting approves proposals regarding **~~dividend~~** distribution**~~, stock splits,~~** or conversion of capital reserve into share capital, the Company shall implement the specific plan within two months after the general meeting. **~~If it is impossible to implement the specific plan within two months due to the requirements of laws and regulations or the securities regulatory rules of the stock exchange where the Company is listed, the implementation date of the specific plan may be adjusted accordingly in accordance with such regulations and actual circumstances.~~**	**Article 44** Where the general meeting approves a proposal regarding **profit** distribution or conversion of capital reserve into share capital, the Company shall implement the specific plan within two months after the general meeting.

Before Amendments	After Amendments
Article ~~66~~ Resolutions of the general meeting shall be invalid if the contents thereof are in violation of laws and administrative regulations. Controlling shareholders and actual controllers of the Company shall neither restrict nor impede minority shareholders from exercising their voting rights in accordance with the law, nor harm the legitimate interests of the Company and its minority shareholders. Where the convening procedures and the voting manner of a general meeting is in violation of law, administrative regulation or the Articles of Association, or a resolution is in violation of the Articles of Association, shareholders may request a people's court to revoke such resolution within 60 days from the date on which the resolution was made, unless there is only a minor defect in the procedures for convening a general meeting or in the manner of voting thereat, which does not materially affect the resolution. Where holders of overseas listed foreign shares ~~**(the "H Share(s)")**~~ are involved, the provisions of the Articles of Association concerning settlement of disputes shall apply.	**Article 45** Resolutions of the general meeting shall be invalid if the contents thereof are in violation of laws and administrative regulations. Controlling shareholders and actual controllers of the Company shall neither restrict nor impede minority shareholders from exercising their voting rights in accordance with the law, nor harm the legitimate interests of the Company and its minority shareholders. Where the convening procedures and the voting manner of a general meeting is in violation of law, administrative regulation or the Articles of Association, or a resolution is in violation of the Articles of Association, shareholders may request a people's court to revoke such resolution within 60 days from the date on which the resolution was made, unless there is only a minor defect in the procedures for convening a general meeting or in the manner of voting thereat, which does not materially affect the resolution. Where holders of overseas listed foreign shares are involved, the provisions of the Articles of Association concerning settlement of disputes shall apply.

Before Amendments	After Amendments
Where relevant parties such as the Board of Directors or the shareholders dispute the qualifications of the convener, the convening procedures, the lawfulness of the content of the proposal and the validity of the resolution of the general meeting, they should file a lawsuit with the People's Court in a timely manner. Before the People Court hands down any judgement or ruling as rescinded the resolution, the relevant parties shall have to implement the resolution of the general meeting. The Company, the directors and senior management shall take care to fulfill their duties and ensure the normal operation of the Company. Where the People's Court has handed down a judgement or ruling on the relevant matter, the Company shall fulfill the obligation of information disclosure in accordance with the laws, administrative regulations and provision of Securities regulatory authority where the Company's shares are listed and the stock exchange, which shall include a full account of the impact, and shall actively implement in compliance with such judgement or ruling after the same comes into effect. Where rectification of previous executed matters is involved, such rectification shall be promptly processed and the obligation of information disclosure shall be fulfilled accordingly.	Where relevant parties such as the Board of Directors or the shareholders dispute the qualifications of the convener, the convening procedures, the lawfulness of the content of the proposal and the validity of the resolution of the general meeting, they should file a lawsuit with the People's Court in a timely manner. Before the People Court hands down any judgement or ruling as rescinded the resolution, the relevant parties shall have to implement the resolution of the general meeting. The Company, the directors and senior management shall take care to fulfill their duties and ensure the normal operation of the Company. Where the People's Court has handed down a judgement or ruling on the relevant matter, the Company shall fulfill the obligation of information disclosure in accordance with the laws, administrative regulations and provision of Securities regulatory authority where the Company's shares are listed and the stock exchange, which shall include a full account of the impact, and shall actively implement in compliance with such judgement or ruling after the same comes into effect. Where rectification of previous executed matters is involved, such rectification shall be promptly processed and the obligation of information disclosure shall be fulfilled accordingly.

Before Amendments	After Amendments
Article ~~67~~ The announcement, notice or supplementary notice of the general meeting mentioned in these Rules, in respect of RBM ordinary shareholders, refers to the publication of relevant information disclosure contents on the media meeting the conditions specified by the CSRC and the website of the Shanghai Stock Exchange; in respect of H Shareholders, the announcement must be published on the websites of the Company and The Stock Exchange of Hong Kong Limited in accordance with the Hong Kong Listing Rules and other websites as may be from time to time required under the Hong Kong Listing Rules. With respect to the manner in which the Company provides and/or distributes corporate communications to holders of H Shares as required by the listing rules of the place where the Company's shares are listed, subject to the relevant listing rules of the place where the Company's shares are listed, the Company may also provide or distribute corporate communications to holders of H Shares by electronic means or by publishing the information on the websites of the Company or the stock exchange where the shares are listed, in lieu of delivery by hand or by prepaid mail to holders of H Shares.	**Article <u>46</u>** The announcement, notice or supplementary notice of the general meeting mentioned in these Rules, in respect of RBM ordinary shareholders, refers to the publication of relevant information disclosure contents on the media meeting the conditions specified by the CSRC and the website of the Shanghai Stock Exchange; in respect of H Shareholders, the announcement must be published on the websites of the Company and The Stock Exchange of Hong Kong Limited in accordance with the Hong Kong Listing Rules and other websites as may be from time to time required under the Hong Kong Listing Rules. With respect to the manner in which the Company provides and/or distributes corporate communications to holders of H Shares as required by the listing rules of the place where the Company's shares are listed, subject to the relevant listing rules of the place where the Company's shares are listed, the Company may also provide or distribute corporate communications to holders of H Shares by electronic means or by publishing the information on the websites of the Company or the stock exchange where the shares are listed, in lieu of delivery by hand or by prepaid mail to holders of H Shares.
Article ~~68~~ The terms "not less than", "within", as stated in these Rules shall all include the given figure; the terms "exceeding", "less than" and "over" shall all exclude the given figure.	Article **<u>47</u>** The terms "not less than", "within", as stated in these Rules shall all include the given figure; the terms "exceeding", "less than" and "over" shall all exclude the given figure.

Before Amendments	After Amendments
Article ~~69~~ ~~In case these Rules conflicts with the Company Law, the Securities Law, the Rules for Shareholders' General Meetings of Listed Companies, the Code of Corporate Governance for Listed Companies, the Stock Listing Rules of the Shanghai Stock Exchange, the Trial Administrative Measures, the Hong Kong Listing Rules, etc., the above mentioned laws, regulations and the Articles of Association shall be followed. These Rules shall also be revised in a timely manner.~~	**Article 48 Matters not covered by these Rules shall be governed by relevant national laws and regulations, the securities regulatory rules of the stock exchange where the Company is listed, and the provisions of the Articles of Association, etc. In case of any conflict or inconsistency between these rules and relevant laws and regulations, the stock exchange's securities regulatory rules, or the Articles of Association, the provisions of the relevant laws and regulations, the stock exchange's securities regulatory rules, and the Articles of Association shall prevail.**
Article ~~70~~ These Rules are the annexes to the Articles of Association~~, which shall be drafted and amended by the Board of Directors of the Company upon consideration and approval by the general meeting of the Company. The original Rules of Procedure for General Meetings of the Company shall automatically become null and void from the date on which these Rules become effective.~~	**Article 49** These Rules are the annexes to the Articles of Association. **It is drafted by the Board of Directors and becomes effective after being approved by the general meeting. The same procedure applies in case of any amendments.**
Article ~~71~~ These Rules shall be interpreted by the Board of Directors.	**Article 50** These Rules shall be interpreted by the Board of Directors.

COMPARISON CHART OF AMENDMENTS TO THE RULES OF PROCEDURE FOR MEETINGS OF THE BOARD OF DIRECTORS OF CHIFENG JILONG GOLD MINING CO., LTD.

Details of the Proposed Amendments to the Rules of Procedure for Meetings of the Board of Directors of the Company are as follows:

Before amendments	After amendments
Article 1 In order to improve the corporate governance structure, standardize the deliberation methods and decision-making procedures of the board of directors of Chifeng Jilong Gold Mining Co., Ltd. (hereinafter as the "Company"), and ensure the ~~**efficient**~~ operation and scientific decision-making of the board of directors, these rules are formulated in accordance with the requirements of the Company Law of the People's Republic of China ~~**(hereinafter as the "Company Law")**~~, the Securities Law of the People's Republic of China, ~~**the Guidelines on Articles of Association of Listed Companies, the Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, the Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter as the "Hong Kong Listing Rules") and other relevant laws, administrative regulations, departmental rules and regulatory documents,**~~ and the Articles of Association of ~~**Chifeng Jilong Gold Mining Co., Ltd.**~~ (hereinafter as the "Articles of Association") ~~**and the actual situation of the Company**~~.	Article 1 In order to improve the corporate governance structure, standardize the deliberation methods and decision-making procedures of the board of directors of Chifeng Jilong Gold Mining **Group** Limited (hereinafter as the "Company"), and ensure the operation and scientific decision-making of the board of directors, these rules are formulated in accordance with the requirements of the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, **the relevant laws, regulations, rules and normative documents concerning the securities regulatory provisions of the stock listing locations of the Company (including the Shanghai Stock Exchange and the Hong Kong Stock Exchange Limited)** and the Articles of Association of **the Company** (hereinafter as the "Articles of Association").

Before amendments	After amendments
Chapter II Composition ~~**and Powers**~~ of the Board of Directors	Chapter II Composition of the Board of Directors **and Its Administrative Institutions**
Article 2 The Company has established the board of directors~~ **in accordance with laws**~~. As the body to make decisions on the Company's operational matters, the board of directors is responsible for managing and operating the Company's legal property ~~**according to relevant laws and regulations such as the Company Law as well as the requirements as set out in the Articles of Association. The board of directors**~~ is accountable to the general meeting.	Article 2 The Company has established the board of directors. As the body to make decisions on the Company's operational matters, the Board of Directors is responsible for managing and operating the Company's legal property **and** is accountable to the general meeting.
~~**Article 3 The directors of the Company shall include executive directors, non-executive directors and independent directors. The number of board members of the Company is determined by the Articles of Incorporation, with no less than 1/3 being independent directors.**~~	**Delete**
~~**Article 4 In accordance with the relevant requirements of the Articles of Association and other regulations, the board of directors shall exercise the following powers and duties:**~~ ~~**(I) to convene the general meeting and to report on its work to the general meeting;**~~ ~~**(II) to implement the resolutions adopted by the general meeting;**~~ ~~**(III) to determine the Company's business plans and investment plans;**~~ ~~**(IV) to formulate the Company's profit distribution plans and plans to cover losses;**~~	**Delete**

Before amendments	After amendments
~~(V) to formulate the plans for the increase or reduction of the Company's registered capital and the plans for the issuance of the Company's bonds or other securities and listing plans;~~ ~~(VI) to draft the plans for major acquisitions, repurchases of the Company's shares or merger, division, dissolution or change of the corporate form of the Company;~~ ~~(VII) to repurchase the company's shares, except for the circumstances specified in Article 25, paragraph 1, items (III), (V) and (VI) of the Articles of Association;~~ ~~(VIII) to determine, within the scope authorized by the general meeting, such matters as the Company's external investments, the purchase and sale of assets, asset mortgages, external guarantees, entrusted wealth management, related-party transactions and external donations;~~ ~~(XI) to decide on the establishment of the Company's internal management organizations;~~ ~~(XII) to decide to appoint or remove the Company's president (manager), the secretary of the board of directors and other senior management members and decide on matters relating to their remuneration and rewards; and according to the nomination of the president, to appoint or remove the senior management members of the Company, such as the vice president (deputy manager) and chief financial officer and decide on matters relating to their remuneration and rewards;~~	

Before amendments	After amendments
~~(XIII) to formulate and amend the Company's basic management policy;~~ ~~(XIV) to formulate the plans for the amendment of the Articles of Association;~~ ~~(XV) to manage the Company's information disclosure;~~ ~~(XVI) to propose to the general meeting the appointment or replacement of an accounting firm that performs audits for the Company;~~ ~~(XVII) to listen to the work report of the president of the Company and inspect the work of the president;~~ ~~(XVIII) other powers and duties conferred by laws, administrative regulations, regulations of the authorities, securities regulatory rules of the place where the shares of the Company are listed, Articles of Association or the general meeting.~~ ~~The board of directors may resolve on the matters specified in the above paragraphs by approval of more than half of the directors present at the meeting of the board of directors save for the issues specified in (V), (VI) and (XII), for which approval of two-thirds of the directors present at the meeting of the board of directors is required. Matters beyond the scope of authorization of the general meeting should be submitted to the general meeting for consideration.~~	

Before amendments	After amendments
~~**Article 5 The board of directors shall have the right to decide on matters including overseas investment, acquisition and sale of assets, asset mortgage, external guarantee, entrusted financial management, finance, engage in connected transactions, and make external donations within a certain limit, subject to compliance with the securities regulatory rules of the place where the shares of Company are listed. The board of directors shall abide by the principles of legality, compliance, prudence, and safety when exercising the above-mentioned rights, establish strict review and decision-making procedures, and organize relevant experts and professionals to review major investment projects, and submit them to the general meeting for approval. The specific approval authority of the board of directors is as follows:**~~ ~~**(I) investments with a total amount not exceeding 30% of the Company's latest audited total assets within a complete accounting year, including external investments, acquisition and sale of assets, entrusted wealth management, and other legally compliant corporate investment activities;**~~ ~~**(II) financing that does not exceed 60% of the audited net assets of the previous year within a complete accounting year, which refers to the Company's bond financing to financial institutions and other enterprises (but does not include issuing bonds) and the resolution of the board of directors to issue the bonds shall be authorized by the general meeting separately;**~~	**Delete**

Before amendments	After amendments
~~(III) the financial assistance other than those required to be reviewed by the general meeting as stipulated in the Shanghai Stock Exchange Stock Listing Rules shall be exempted from the approval of the board of directors and the general meeting, provided that the object of the financial assistance is subsidiary of the Company within the scope of the Company's consolidated financial statements and the other shareholders of that subsidiary do not include controlling shareholders, de facto controllers and their connected persons of the listed company;~~ ~~(IV) external guarantees other than the circumstance stipulated in the Articles of Association that require consideration by the general meeting (including but not limited to asset mortgages, pledges, guarantees, etc.);~~ ~~(V) connected transactions between the Company and its affiliated natural persons with a transaction amount of over RMB300,000 (excluding external guarantees), and related party transactions with affiliated legal persons (or other organisations) with a transaction amount of over RMB3 million and accounting for more than 0.5% of the absolute value of the Company's latest audited net assets (excluding external guarantees) within a complete accounting year.~~	

Before amendments	After amendments
~~Subject to compliance with the listing rules of the place where the shares of Company are listed, the board of directors may authorize the Chairman, the President or the related internal institutions to make decisions and exercise the aforementioned functions and powers of the board of directors as stipulated in Articles 4 and 5 of these Rules during its closing period. The specific decision-making authority shall be clarified by the resolution of the board of directors or relevant rules and regulations of the Company.~~	
~~Article 6 The board of directors is authorized within the scope of authorization of the general meeting to review the following types of transactions, including those occurring in addition to the Company's daily operating activities:~~ ~~(I) purchase or sale of assets;~~ ~~(II) external investment (including entrusted wealth management, investment in subsidiaries, etc.);~~ ~~(III) provision of financial assistance (interest-bearing or interest-free loans, entrusted loans, etc.);~~ ~~(IV) provision of guarantees (including guarantees for controlled subsidiaries, etc.);~~ ~~(V) leasing in or leasing out assets;~~ ~~(VI) entrusting or being entrusted with the management of assets and business;~~ ~~(VII) giving or receiving assets;~~ ~~(VIII) debt and debt restructuring;~~ ~~(IX) signing of license agreement;~~ ~~(X) transfer or acquisition of research and development projects;~~	Delete

Before amendments	After amendments
~~(XI) waiver of rights (including waiver of pre-emptive purchase rights, pre-emptive subscription rights, etc.);~~ ~~(XII) other transactions as stipulated under the Articles of Association.~~	
~~Article 7 On the basis of compliance with Article 5 of these Rules, if the amount of the Company's transactions under Article 6 reaches one of the following standards, it shall be submitted to the the board of directors for consideration:~~ ~~(I) the total asset value involved in the transaction (the higher of the book value and the assessed value as the case may be) accounts for more than 10% of the latest audited total assets of the listed company;~~ ~~(II) the net assets of the transaction subject (e.g. equity) (if both book value and appraised value exist, whichever is higher) account for more than 10% of the latest audited net assets of the company, with the absolute amount of more than RMB10 million;~~ ~~(III) the concluded transaction amount (including debts and expenses undertaken) accounts for more than 10% of the latest audited net assets of the company, with the absolute amount of more than RMB10 million;~~ ~~(IV) the transaction profit accounts for more than 10% of the audited net profit of the company in the most recent fiscal year, with the absolute amount of more than RMB1 million;~~	Delete

Before amendments	After amendments
~~(V) the related operating income of the transaction subject (e.g. equity) in the most recent fiscal year accounts for more than 10% of the audited operating income of the company in such fiscal year, with the absolute amount of more than RMB10 million;~~ ~~(VI) the related net profit of the transaction subject (e.g. equity) in the most recent fiscal year accounts for more than 10% of the audited net profit of the company in such fiscal year, with the absolute amount of more than RMB1 million.~~ ~~If the figure involved in the above indicators are negative, the absolute value will be taken for calculation.~~	
~~Article 8 In exercising its powers and functions, the board of directors shall comply with relevant laws, regulations, departmental rules and regulations as well as the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange and the Hong Kong Listing Rules; if there are any additional restrictions or exemptions imposed by laws, regulations and the securities regulatory rules of the place where the Company's shares are listed in respect of directors' participation in board meeting as well as voting and approval authority, such restrictions or exemptions shall be subject to the provisions thereof.~~	Delete
~~Article 9 The board of directors of the Company shall explain at the general meeting with respect to any nonstandard audit opinions that any certified public accountant issues for the financial report of the Company.~~	Delete

Before amendments	After amendments
Add	Article 6 The Company's Board of Directors sets up four specialized committees: the Strategy and Sustainability Committee, the Audit Committee, the Nomination Committee, and the Remuneration and Appraisal Committee. The Board of Directors shall formulate additional rules to clearly define the responsibilities, authorities, and the rules of procedures of each specialized committee. The Board of Directors has Board Office as its administrative body, which is responsible for handling the daily affairs of the Board of Directors and is accountable to the Board of Directors. The Board Secretary is in charge of the work of the Board Office.
Add	Chapter III Convening and Notification of Board Meetings
Add	Article 7 In this rule, "proposal" refers to the matters that have been officially included in the Board meeting's deliberation scope and are awaiting for review. Matters that have been submitted by the proposer but have not yet been included in the Board meeting's deliberation scope are called "proposals", and the person or entity who submits the proposal is referred to as the "proposer". The content of the proposal should include but not be limited to the proposal name, content, necessary argumentation and analysis, etc.

Before amendments	After amendments
Add	**Article 8 The following entities have the right to submit proposals to the Board of Directors:** **(I) Any individual director;** **(II) Each specialized committee of the Board of Directors;** **(III) The Chief Executive Officer, Vice Presidents, Chief Financial Officer, and Board Secretary, among others, as senior management personnel;** **(IV) Shareholders holding more than one percent of the Company's shares individually or collectively.** **The proposals submitted by the entities mentioned in items (2) and (3) shall be limited to matters within their respective areas of responsibility and should fall within the scope of duties of the Board of Directors.**
Add	**Article 9 The proposals of the Board of Directors shall meet the following conditions:** **(I) The content shall not conflict with the laws, regulations, normative documents, securities regulatory rules of the stock exchange where the Company is listed, and the provisions of the Articles of Association. It shall also fall within the scope of the board's responsibilities;** **(II) There should be clear topics and specific resolution matters. The content should be complete, well-argued, and in a standardized form, and comply with the relevant requirements of the "Board Meeting Proposal Management Measures" of the Company;** **(III) They must be in the interests of the Company and the shareholders.**

Before amendments	After amendments
Add	**Article 10 In the event that a Board meeting is required to be convened, the Board Secretary shall recommend that the Chairman convene the Board meeting. If the Chairman is unable or fails to convene the meeting, he shall propose to the Co-Chairmen or Vice Chairmen to convene the meeting; if the Co-Chairmen or Vice Chairmen are also unable to convene or refuses to do so, the other Directors shall be recommended to elect one of their own to convene in accordance with the regulations. The Board Secretary should promptly collect matters within the purview of the Board's authority and report them to the Board, and propose suggestions for convening the Board meeting.**
Add	**Article 11 The Board meetings are divided into regular meetings and temporary meetings. The Board shall hold at least one meeting per quarter. The meeting shall be convened and presided over by the Chairman. Shareholders representing more than 1/10 of the voting rights, more than 1/3 of the Directors, more than half of the Independent Directors, or the Audit Committee may propose to convene a temporary meeting of the Board. The Chairman may also convene and preside over a temporary meeting of the Board when deemed necessary.**

Before amendments	After amendments
Add	**Article 13 Before holding a regular meeting or planning to hold a temporary meeting, the Board of Directors may send a pre-notification of the Board meeting (the notification methods include, but are not limited to, written delivery, fax, phone call, email or text message) to the Directors and senior management, informing them of the proposed meeting time, agenda, proposals, etc., and soliciting meeting proposals.** **The Board of Directors' regular meeting shall notify all Directors 14 days before the meeting. The Board of Directors' regular meeting does not include obtaining Board approval by circulating written resolutions.** **The Board of Directors' temporary meeting is notified to all Directors 3 days before the meeting. However, if the situation is urgent and a temporary Board meeting needs to be held immediately, the meeting notice can be issued by phone or other means. Under the condition that all directors are notified and the unanimous consent of all members is obtained to waive the notification time limit, the temporary Board meeting can be held at any time. However, the convener (president) of the meeting should make an explanation at the meeting and keep corresponding records.**

Before amendments	After amendments
Add	**Article 22 The chairperson of the meeting shall, one by one, request each Director present at the Board meeting to express clear opinions on each proposal.** **For a proposal that needs to be deliberated by a special meeting of Independent Directors or a specialized committee of the Board of Directors in advance according to regulations, the chairperson of the meeting shall designate an Independent Director or a member of the specialized committee of the Board of Directors to read out his opinions before discussing the relevant proposal.** **Except with the unanimous consent of all the attending Directors, the Board meeting shall not vote on any proposals not included in the meeting notice. Where a Director accepts the entrustment of another Director to attend a Board meeting on his behalf, he shall not vote on the proposals not included in the meeting notice on behalf of the other Director. If a Director repeats his/her speech on the same proposal or exceeds the scope of the proposal, thereby affecting the speeches of other Directors or hindering the normal progress of the meeting, the meeting chairperson shall promptly stop such behavior.**

Before amendments	After amendments
Add	**Article 24 Unless otherwise stipulated in these rules, for the approval of meeting proposals and the formation of relevant resolutions by the Board of Directors, more than half of all the Directors must vote in favor of the proposal. If the law, administrative regulations, and the Articles of Association stipulate that more than a certain number of Directors' consent is required for the formation of a resolution by the Board of Directors, such provisions shall prevail.** **If different resolutions have contradictions in their content and meaning, the resolution that was formed latter shall prevail.**
Add	**Article 30 The Board Secretary shall ensure that the procedures for convening, holding, and voting at the Board meetings comply with the laws and regulations as well as the provisions of the Articles of Association. If the Board Secretary discovers any procedural flaws or other circumstances that affect the validity of the Board's resolutions, he or she shall report to the Board of Directors.**

Before amendments	After amendments
Chapter ~~**III Chairman**~~	Chapter **VI Board Meeting Minutes**
Article ~~**10**~~ The Board of Directors shall have one Chairman. In addition, it may have one or more Co-Chairmen and Vice Chairmen ~~**as needed**~~. The Chairman, Co-Chairmen and Vice Chairmen shall be elected and removed by the Board of Directors through a majority vote of all the Directors. Their term of office is three years, ~~**and can be re-elected for consecutive terms.**~~	Article **3 The Board of Directors may include Executive Directors, Non-executive Directors and Independent Directors.** The Board of Directors shall have one Chairman. In addition, it may have one or more Co-Chairmen and Vice Chairmen. The Chairman, Co-Chairmen and Vice Chairmen shall be elected and removed by the Board of Directors through a majority vote of all the Directors. Their term of office is three years, **upon expiration of a term of office, he may be re-elected.**
Chapter ~~**IV Organization Structure**~~ of the Board of Directors	Chapter **II Composition** of the Board of Directors **and Administrative Institutions**
~~**Article 13 The Company's board of directors has established the Audit Committee, the Nomination Committee and the Remuneration and Appraisal Committee, and has established relevant special committees such as the Strategy and Sustainable Development Committee as needed. All members of the special committees are directors, among them:** ~~**(I) All members of the Audit Committee shall be non-executive directors and shall consist of at least three members, including at least one independent director with appropriate professional qualifications in compliance with the regulatory requirements or with appropriate accounting or related financial management expertise. A majority of the members of the Audit Committee shall be independent directors, and an independent director shall act as the chairman of the Audit Committee (convener);**~~	**Delete**

Before amendments	After amendments
~~(II) A majority of the members of the Nomination Committee shall be independent directors, and an independent director shall act as the chairman of the Nomination Committee (convener); and~~ ~~(III) A majority of the members of the Remuneration and Appraisal Committee shall be independent directors, and an independent director shall act as the chairman of the Remuneration and Appraisal Committee (convener).~~	
~~Article 14 The main responsibilities of the Strategy and Sustainability Committee are as follows:~~ ~~(1) Conduct research and provide suggestions on the Company's long-term strategic planning, including enhancing the Company's sustainable development capabilities from the perspectives of environment, society and governance (referred to as "ESG");~~ ~~(2) Conduct research and provide suggestions on major investment and financing plans stipulated by the Articles of Association that require approval by the Board of Directors;~~ ~~(3) Conduct research and provide suggestions on major capital operations and asset management projects stipulated by the Articles of Association that require approval by the Board of Directors;~~ ~~(4) Conduct research, assessment, and provide suggestions on the main trends of ESG and the risks and opportunities faced by the Company;~~	Delete

Before amendments	After amendments
~~(5) Supervise the formulation and implementation of the Company's ESG goals, including: setting the Company's ESG management performance targets; following up on the progress of target achievement and providing suggestions on the actions required to achieve the targets;~~ ~~(6) Conduct research and provide suggestions on other major matters affecting the Company's development;~~ ~~(7) Conduct inspections on the implementation of the above matters;~~ ~~(8) Other matters as required by laws and regulations, the securities regulatory authorities of the stock listing location, the stock exchanges, the Articles of Association, and the authorization of the Board of Directors.~~	
~~Article 15 The Audit Committee shall perform the following duties:~~ ~~(I) To supervise and evaluate the external audit work, advise the board of directors on the appointment, reappointment, removal, or replacement of the external audit firm, approve the remuneration and terms of engagement, and to address any matters related to the resignation or dismissal of the audit firm;~~ ~~(II) To review and monitor the independence and objectivity of the external audit firm, as well as the effectiveness of the audit procedures in accordance with applicable standards; the Committee shall discuss the nature, scope, methodology and reporting responsibilities of the audit with the audit firm before the commencement of the audit work;~~	**Delete**

Before amendments	After amendments
~~(III) To develop and implement policies regarding the engagement of the external audit firm to provide non-audit services. For this purpose, an external auditor includes any organization under common control, ownership, or management with the audit firm, or any organization that a reasonable and informed third party would reasonably consider to be part of the audit firm's domestic or international operations. The Committee shall report to the board of directors, identifying areas for action or improvement, and making recommendations as needed;~~ ~~(IV) To monitor the integrity of the Company's financial statements, annual reports, interim reports, and quarterly reports; to review significant financial reporting issues, with particular attention to the potential for fraud, malpractice, or material misstatement in the financial statements. In reviewing the annual, interim, and quarterly reports before submission to the board, the Committee shall pay particular attention to the following:~~ ~~1. any changes in accounting policies and practices;~~ ~~2. areas involving significant judgment;~~ ~~3. significant adjustments arising from audits;~~ ~~4. assumptions regarding the Company's going concern status and any related qualifications;~~ ~~5. compliance with accounting standards;~~ ~~6. compliance with the Hong Kong Listing Rules and other legal requirements regarding financial reporting.~~	

Before amendments	After amendments
~~(V) For the purpose of paragraph (4) of this Article:~~ ~~1. Committee members shall liaise with the board of directors and senior management of the Company. The Committee shall meet with the Company's external audit firm at least twice a year;~~ ~~2. The Committee shall consider any significant or unusual matters reflected or required to be reflected in such reports and accounts, and give due consideration to any matters raised by the Company's accounting and financial reporting personnel, compliance officers or auditors;~~ ~~(VI) To monitor the Company's financial control, internal control and risk management systems;~~ ~~(VII) To guide, supervise and evaluate the risk control and management of the Company's major decisions, significant events and key business processes. assess the Company's potential risks, provide early warnings and recommend improvements to the Company's risk management practices;~~ ~~(VIII) To discuss the risk management and internal control systems with management, ensuring that management has fulfilled its responsibilities in establishing effective risk management and internal control systems. This includes evaluating whether the Company has adequate resources, appropriately qualified and experienced staff in accounting and financial reporting, and sufficient training and budget for staff development;~~	

Before amendments	After amendments
~~(IX) To consider, either on its own initiative or at the request of the board of directors, any significant findings from investigations into risk management and internal control, and review management's response to these findings;~~ ~~(X) To oversee and evaluate the internal audit function, coordinate between internal and external audits, ensure the internal audit function is adequately resourced and has appropriate standing within the Company, and assess the effectiveness of the internal audit system;~~ ~~(XI) To review the Company's financial and accounting policies and practices, and to audit the Company's financial information and disclosures;~~ ~~(XII) To examine the Explanatory Letter on Audit issued to management by the external audit firm, review any significant queries raised to the management by the audit firm regarding the Company's accounting records, financial statements or control systems, and assess management's responses to these queries;~~ ~~(XIII) To ensure that the board of directors provides timely responses to the issues raised in the Explanatory Letter on Audit issued by the external audit firm to the management;~~ ~~(XIV) To monitor the Company's arrangements that allow employees to raise concerns confidentially about potential improprieties in financial reporting, internal control or other areas. The Committee shall ensure that appropriate arrangements are in place for a fair and independent investigation of such matters, along with necessary follow-up actions;~~	

Before amendments	After amendments
~~(XV) To serve as the primary representative between the Company and the external audit firm, and to monitor the relationship between the two parties;~~ ~~(XVI) To supervise and evaluate the Company's internal control, and to review the Company's risk management strategies and significant risk management solutions;~~ ~~(XVII) To examine the Company's major transactions, including significant asset acquisitions, sales, and other key transactions;~~ ~~(XVIII) To report to the board of directors on the matters outlined in these Rules;~~ ~~(XIX) To address other topics as defined by the board of directors;~~ ~~(XX) The duties of the supervisory committee as stipulated in the Company Law and to discharge the duties of the supervisory committee as prescribed under the Company Law and to handle any matters required by applicable laws, regulations, securities regulatory authorities, stock exchanges where the Company's shares are listed, the Articles of Association and authorized by the board of directors.~~	
~~Article 16 The main responsibilities of the Nomination Committee are:~~ ~~(1) Based on the Company's strategic plan, business operations, asset size and equity structure, identify individuals with appropriate qualifications to serve as Directors, and make recommendations to the Board regarding the composition and personnel of the Board;~~	Delete

Before amendments	After amendments
~~(2) Determine the candidates with appropriate qualifications to become members of the Board (including whether the person can bring viewpoints and perspectives, skills and experience to the Board, and whether the person can promote the diversity of Board members) and make recommendations to the Board regarding the selected candidates as directors;~~ ~~(3) Study the selection criteria and procedures for directors and senior management, and make recommendations to the Board;~~ ~~(4) Select qualified candidates for Directors and senior management;~~ ~~(5) Review and make recommendations on director and senior management candidates;~~ ~~(6) At least annually review the structure, number and composition of the Board (including skills, knowledge and experience), and make recommendations on any changes to the Board that are proposed to be made to align with the Company's strategy;~~ ~~(7) Review the independence of Independent Directors;~~ ~~(8) Evaluate the number of Company Independent Directors who hold positions on other listed companies;~~ ~~(9) Develop and maintain the nomination policy for Directors, including nomination procedures and the committee's procedures and criteria for identifying, selecting and recommending Director candidates within the year, as well as regular review and disclosure of the policy and the progress of the set goals in the Company's corporate governance report;~~	

Before amendments	After amendments
~~(10) Develop and maintain policies on Board diversity, and regularly review and disclose the policies or summaries of such policies or policies on diversity in the Company's corporate governance report;~~ ~~(11) Make recommendations to the Board on Director appointments or re-appointments and the succession plans for Directors (especially the Chairman and Chief Executive Officer);~~ ~~(12) Matters as required by laws and regulations, the securities regulatory authorities of the stock exchange where the Company's shares are listed, and the relevant rules of the stock exchange, the Articles of Association, and other matters authorized by the Board.~~	
~~Article 17 The main responsibilities of the Remuneration and Appraisal Committee are as follows:~~ ~~(1) To study the standards for evaluating Directors and senior management personnel, conduct evaluations and recommend the compensation packages for individual executive Directors and senior management personnel, including non-monetary benefits, pension rights, and compensation amounts (including compensation for loss or termination of position or appointment);~~ ~~(2) To study and review the compensation policies and plans for Directors and senior management personnel, formulate recommendations to the Board regarding the overall compensation policies and structure for Directors and senior management personnel, and establish such compensation policies with formal and transparent procedures;~~	Delete

Before amendments	After amendments
~~(3) To continuously improve the compensation system and structure based on market conditions and the Company's development, and review and approve the compensation recommendations for management based on the corporate policies and objectives set by the Board;~~ ~~(4) To propose compensation recommendations for Non-executive Directors to the Board;~~ ~~(5) To consider the compensation paid by similar companies, the time and responsibilities involved, and the employment conditions of other positions within the Group;~~ ~~(6) To review and approve the compensation to be paid to Executive Directors and senior management personnel for the loss or termination of their positions or appointments, to ensure that such compensation is consistent with the contract terms; if not consistent with the contract terms, the compensation must be fair and reasonable and not excessive;~~ ~~(7) To ensure that no Director or any of their associates participates in determining their own compensation;~~ ~~(8) To review and/or approve the matters related to the share plans as stipulated in Chapter 17 of the Hong Kong Listing Rules;~~ ~~(9) To comply with laws and regulations, the securities regulatory rules of the stock exchange where the Company is listed, the Articles of Association, and other matters authorized by the Board.~~	

Before amendments	After amendments
~~**Article 18: Each specialized committee is accountable to the Board of Directors. The proposals of each specialized committee shall be submitted to the Board of Directors for review and decision.**~~	**Delete**
~~**Article 19: Each specialized committee may engage an intermediary firm to provide professional opinions. The related expenses shall be borne by the Company.**~~	**Delete**
~~**Article 20: The Company shall appoint one Board Secretary. The Board Secretary is responsible for the preparation of meetings of the general meeting and the Board of Directors, the custody of documents, the management of company shareholder information, and the handling of information disclosure matters, etc. The Board Secretary is a senior management personnel of the Company and is accountable to the Board of Directors.**~~ ~~**The Board Secretary must abide by laws, administrative regulations, departmental rules, securities regulatory rules of the stock exchange where the Company is listed, the Articles of Association, this rule, and other relevant regulations on the operation of the Company.**~~	**Delete**

Before amendments	After amendments
Chapter ~~V~~ Board Proposals	Chapter **VI** Board **Meeting Minutes**
~~**Article 21 Members of the board of directors and the president may put forward proposals to the board of directors of the Company. More than one-third of the directors, shareholders representing more than one-tenth of the voting rights, and the Audit Committee may submit proposals for the meeting when they propose to convene an extraordinary board meeting.**~~ ~~**Proposals submitted at the board meeting shall meet the following conditions:**~~ ~~**(I) the content of the proposals shall not contravene the laws, regulations, regulatory documents, the securities regulatory rules of the place where the shares of the Company are listed, and the Articles of Association and shall fall within the functions and powers of the board of directors;**~~ ~~**(II) the proposal has definite topics to discuss and specific matters to resolve.**~~	**Delete**

Before amendments	After amendments
~~**Article 22 Except for the proposals submitted by more than one-third of the directors, shareholders representing more than one-tenth of the voting rights, and the Audit Committee when they propose to convene an extraordinary board meeting, all other proposals submitted to the board of directors shall be sent to the secretary to the board of directors 10 days prior to the board meeting, and the chairman of the board of directors (the "Chairman") shall decide whether or not to include them in the resolutions for deliberation by the board of directors. If the Chairman fails to include the proposal submitted by the proposer in the resolution for deliberation by the board of directors, the Chairman shall explain the reasons to the proposer, and if the proposer disagrees, the board of directors shall decide whether to include the proposal for deliberation or not by a vote of a majority of all the directors.**~~	**Delete**
~~**Article 23 The production and operation matters of the Company that need to be considered by the board of directors are submitted to the board of directors for consideration in the following manner:** ~~**(I) The Company's business plans and investment plans shall be formulated by the president and submitted by the Chairman to the board of directors;**~~ ~~**(II) The Company's surplus distribution plans and plans to cover losses shall be prepared by the Chief Financial Officer in conjunction with the President and submitted to the board of directors;**~~	**Delete**

Before amendments	After amendments
~~(III) Proposals relating to the establishment of internal organization and the basic management system of the Company shall be formulated by the President and submitted to the board of directors;~~ ~~(IV) Proposals relating to the personnel appointment and dismissal of the Company to be decided by the board of directors shall be submitted by the Chairman and President to the board of directors in accordance with their respective power and authority.~~	
~~Article 24 Proposals for major related-party transactions (referring to related-party transactions with a transaction amount of more than RMB300,000 between the company and related natural persons (or other organisations), and related-party transactions with a transaction amount of more than RMB3 million between the company and related legal persons, and accounting for more than 0.5% of the absolute value of the company's audited net assets in the most recent period, excluding guarantees provided by the company to related parties) shall be jointly drafted by the Chief Financial Officer, the President, and the Secretary of the Board of Directors.~~	**Delete**

Before amendments	After amendments
~~**The proposal for major related-party transactions shall provide detailed information on the basic information of the related parties, their relationship with the company, the nature of the transaction, the transaction method, the main contents of the relevant agreements, the transaction price or pricing method, and whether it is in line with the interests of the company and its overall shareholders. If necessary, lawyers, asset appraisers and independent financial advisors should be hired to conduct reviews in accordance with the securities regulatory rules of the place where the company's shares are listed.**~~	
~~**Article 25 Proposals involving the Company's external guarantees and loan plans shall be prepared by the Chief Financial Officer in conjunction with the President and the secretary to the board of directors.**~~ ~~**Proposals involving external guarantees and loan plans shall include the amount of the guarantee or loan, the basic situation and financial status of the guaranteed party, the purpose of the loan, the term of the guarantee, the method of guarantee, the duration of the loan, and the impact on the financial structure of the Company.**~~	**Delete**

Before amendments	After amendments
~~**Article 26 Before issuing the notice for the regular board meeting, the Board Office shall individually seek the opinions of each Director. After preliminarily formulating the meeting proposals, they shall be submitted to the Chairman for drafting.**~~ ~~**Before drafting the proposals, the Chairman shall, as necessary, seek the opinions of the president and other senior management personnel.**~~	**Delete**
Chapter VI The Convening of Board Meetings	Chapter VI Board Meeting **Minutes**
~~**Article 27 Meetings of the Board of Directors shall be classified as regular or special.**~~ ~~**Meetings of the Board of Directors shall be held at least once per year and shall be convened by the chairman.**~~	**Delete**
~~**Article 28 Shareholders representing more than one-tenth of the voting rights, or more than one-third of the board of directors or the Audit Committee, may propose to convene an extraordinary board meeting. For convening an extraordinary meeting that meet the requirements, the Chairman shall convene and preside over the meeting within 10 days after receiving the proposal. The Chairman may also convene and preside over extraordinary board meetings when deemed necessary.**~~	**Delete**

Before amendments	After amendments
Article ~~29~~ For extraordinary board meetings proposed to be convened according to ~~Article 28 of these Rules~~, written proposals with proposer's signature (or chop) shall be submitted to ~~the Chairman either directly or through the board office~~. The written proposal shall state the following items: (I) name of the proposer; (II) reason for the proposal or the objective facts on which the proposal is based; (III) time or period within which the meeting is proposed to be convened, venue and form of the meeting; (IV) clear and specific proposal; (V) (among others) contact information of the proposer and date of proposal. The contents of the proposal shall be within the powers and duties of the Board stipulated by the Articles of Association. The materials relating to the proposal shall be submitted together. The ~~board office~~ shall pass the written proposal and relevant materials above-mentioned to the Chairman on the same date after receiving them. The Chairman may require the proposer to revise or supplement if the content of the proposal is considered as not clear or specific or relevant materials are not adequate.	Article **12** For temporary board meetings proposed to be convened according to **the above mentioned rules**, written proposals with proposer's signature (or chop) shall be submitted to **Board Secretary**. The written proposal shall state the following items: (I) name of the proposer; (II) reason for the proposal or the objective facts on which the proposal is based; (III) time or period within which the meeting is proposed to be convened, venue and form of the meeting; (IV) clear and specific proposal; (V) (among others) contact information of the proposer and date of proposal. The contents of the proposal shall be within the powers and duties of the Board stipulated by the Articles of Association. The materials relating to the proposal shall be submitted together. The **Board Secretary** shall pass the written proposal and relevant materials above-mentioned to the Chairman on the same date after receiving them. The Chairman may require the proposer to revise or supplement if the content of the proposal is considered as not clear or specific or relevant materials are not adequate. **If none of the above situations exist, the Chairman shall convene and preside over the Board meeting within 10 days after receiving the proposal.**

Before amendments	After amendments
Chapter ~~**VII Notice**~~ of Board ~~**Meeting**~~	Chapter **IV Convening** of Board **Meetings**
~~**Article 30 The board of directors shall hold at least one meeting every year, convened by the Chairman, and notify all directors in writing 14 days before the meeting is held. A regular meeting of board of directors does not include the practice of obtaining consent of board of directors through the circulation of written resolutions.**~~ ~~**Notice of extraordinary board meeting may be delivered by notice in writing (include by hand, via facsimile), telephone, e-mail or SMS notification. The notification deadline is 3 days before the meeting is held. However, in case of emergency, where an extraordinary board meeting is required to be convened as soon as possible, the notice of such meeting may be issued by phone or other oral methods at any time. An extraordinary board meeting may be convened at any time on the premise of notifying all directors, and an explanation of the emergency shall be made at the meeting by the convener. If not delivered directly, confirmation shall also be made by phone.**~~	**Delete**

Before amendments	After amendments
~~**Article 32 Where a temporary Board of Directors votes by fax, the following contents shall also be added to the notice of convening the Board meeting:**~~ ~~**(1) Inform the Directors that this Board meeting will be conducted by fax;**~~ ~~**(2) Provide detailed meeting materials;**~~ ~~**(3) Clearly inform the Directors: If there are any doubts about the matters disclosed in item (2) above, they can consult the Board Secretary;**~~ ~~**(4) The fax number for receiving the Directors' voting opinions, the sending location, and the deadline for sending.**~~	**Delete**
Article ~~**33**~~ For regular board meetings, after the written meeting notice is issued, if there is a need to change the time, location, etc. of the meeting, or to add, modify or cancel the meeting proposals, a written amendment notice shall be issued one day before the originally scheduled meeting date, explaining the relevant circumstances and the contents of the new proposals (if any), and providing relevant materials. For extraordinary board meetings, after the meeting notice is issued, if there is a need to change the time, location, etc. of the meeting, or to add, modify or cancel the meeting proposals, prior approval from all attending directors shall be obtained and corresponding records shall be made.	Article **15** For regular Board meetings, after the written meeting notice is issued, if there is a need to change the time, location, etc. of the meeting, or to add, modify or cancel the meeting proposals, a written amendment notice shall be issued one day before the originally scheduled meeting date, explaining the relevant circumstances and the contents of the new proposals (if any), and providing relevant materials. For temporary Board meetings, after the meeting notice is issued, if there is a need to change the time, location, etc. of the meeting, or to add, modify or cancel the meeting proposals, prior approval from all attending directors shall be obtained and corresponding records shall be made.

Before amendments	After amendments
Article ~~34~~ ~~**The board**~~ meeting shall be held ~~**with attendance of over one half of directors**~~. The ~~**chairman**~~ of the meeting may notify other relevant ~~**persons**~~ to attend the board meeting as non-voting participants if he/she deems it necessary.	Article **16** **Board** meetings shall be held **only when more than half of the Directors are present. If any Director refuses to attend or is absent from the meeting, resulting in failure to meet the minimum number requirement for the meeting, the Chairman and the Board Secretary shall promptly report to the securities regulatory authority.** The **convener** of the meeting may notify other relevant **personnel** to attend the board meeting if he/she deems it necessary.
Article ~~35~~ In principle, the directors shall attend the board meeting in person. If a director is unable to attend the meeting for any reason, he/she shall review the meeting materials in advance and make clear opinions and appoint other directors in writing to attend the meeting on his/her behalf. The power of attorney shall set out: (I) name of the appointer and the proxy; (II) reasons of the appointer failing to attend meeting; (III) scope of authorization and directions for voting intent on the proposals of the appointer and valid period; (IV) signature of the appointer and the proxy and date. The director who appoints other directors to sign the written confirmation opinions for the report of the board of directors on his/her behalf shall make a special authorization in the power of attorney. The proxy director shall present the instrument appointing the proxy to the chairman of the meeting, and exercise the rights of directors within the scope of authority. A director failing to attend the board meeting in person or by proxy shall be deemed as having waived his/her voting rights at such meeting.	Article **17** In principle, the directors shall attend the board meeting in person. If a director is unable to attend the meeting for any reason, he/she shall review the meeting materials in advance and make clear opinions and appoint other directors in writing to attend the meeting on his/her behalf. The power of attorney shall set out: (I) name of the appointer and the proxy; (II) reasons of the appointer failing to attend meeting; (III) scope of authorization and directions for voting intent on the proposals of the appointer and valid period; (IV) signature of the appointer and the proxy and date. The director who appoints other directors to sign the written confirmation opinions for the report of the board of directors on his/her behalf shall make a special authorization in the power of attorney. The proxy director shall present the instrument appointing the proxy to the chairman of the meeting, and exercise the rights of directors within the scope of authority. A director failing to attend the board meeting in person or by proxy shall be deemed as having waived his/her voting rights at such meeting.

Before amendments	After amendments
Article ~~36~~ The principles for attending Board meetings by delegation and acceptance of delegation shall be as follows: ~~(I)~~ When deliberating on matters related to connected transactions, non-affiliated Directors shall not delegate the right to attend the meeting to affiliated Directors; and affiliated Directors shall not accept the delegation from non-affiliated Directors; (II) Directors shall not fully delegate the right to attend the meeting to other Directors without stating their personal opinions and voting intentions on the proposal. Similarly, the relevant Directors shall not accept full delegation or unclearly specified delegations; ~~(III)~~ One Director shall not accept the delegation from more than two Directors, and Directors shall not delegate the right to attend the meeting to a Director who has already accepted the delegation from two other Directors.	Article **18** The principles for attending Board meetings by delegation and acceptance of delegation shall be as follows: **(I) Directors shall not entrust any person other than a Director to attend the Board meeting;** **(II) Independent Directors are not permitted to entrust Non-independent Directors to attend and vote on their behalf, and Non-independent Directors are also not allowed to accept the delegation from Independent Directors;** **(III)** When deliberating on matters related to connected transactions, non-affiliated Directors shall not delegate the right to attend the meeting to affiliated Directors; and affiliated Directors shall not accept the delegation from non-affiliated Directors; **(IV)** Directors shall not fully delegate the right to attend the meeting to other Directors without stating their personal opinions and voting intentions on the proposal. Similarly, the relevant Directors shall not accept full delegation or unclearly specified delegations; **(V)** One Director shall not accept the delegation from more than two Directors, and Directors shall not delegate the right to attend the meeting to a Director who has already accepted the delegation from two other Directors.

Before amendments	After amendments
~~**Article 37 Where one of the following circumstances occurs, the director shall give a written explanation:**~~ ~~**(I) Failure to attend two consecutive board meetings in person;**~~ ~~**(II) The number of board meetings not attended in person for a period of 12 consecutive months during the term of office exceeds half of the total number of the meetings of the board of directors during that period.**~~	**Delete**
Article ~~**38**~~ If a director fails to attend the board meeting in person for two consecutive times and does not entrust another director to attend on his behalf, it shall be deemed that the director is unable to perform his duties. The board of directors shall recommend that the shareholders' meeting remove the director. In accordance with the securities regulatory rules of the stock exchange where the company is listed, if a director attends the board meeting through means such as the internet, video, telephone, or other equivalent methods, it shall also be regarded as the director attending in person.	Article **19** **If a Director fails to attend the Board meeting in person for two consecutive times, or if the number of times he/she fails to attend the Board meeting in person during his/her term of office exceeds one half of the total number of Board meetings during that period, the Director shall make a written statement and disclose it.** If a director fails to attend the board meeting in person for two consecutive times and does not entrust another director to attend on his behalf, it shall be deemed that the director is unable to perform his duties. The board of directors shall recommend that the shareholders' meeting remove the director. In accordance with the securities regulatory rules of the stock exchange where the company is listed, if a director attends the board meeting through means such as the internet, video, telephone, or other equivalent methods, it shall also be regarded as the director attending in person.

Before amendments	After amendments
Article ~~39~~ Board meetings shall be held in person as the principle. However, with the consent of the convener (president) and the proposer, the meeting can also be held through communication methods such as fax, video, telephone or email voting, and the Board meeting can also be held simultaneously in person and other forms. ~~**In cases of special or emergency situations such as the Company facing crises, a temporary Board meeting can be held by fax, video or telephone conference without prior notice.**~~ If the meeting is not held on site, the number of Directors present at the meeting shall be calculated based on those who are visually present on video, those who express opinions in the telephone conference, those who actually receive valid voting ballots such as faxes or emails within the stipulated time, or those who submit written confirmation letters stating they attended the meeting afterwards.	Article **20** Board meetings shall be held in person as the principle. However, with the consent of the convener (president) and the proposer, the meeting can also be held through communication methods such as fax, video, telephone or email voting, and the Board meeting can also be held simultaneously in person and other forms. If the meeting is not held on site, the number of Directors present at the meeting shall be calculated based on those who are visually present on video, those who express opinions in the telephone conference, those who actually receive valid voting ballots such as faxes or emails within the stipulated time, or those who submit written confirmation letters stating they attended the meeting afterwards.

Before amendments	After amendments
~~**Article 41 For proposals or matters that need to be voted on and are included in the meeting agenda, before the voting process, they should undergo careful deliberation and discussion. Directors are allowed to freely express their opinions. The speaking time should not exceed 30 minutes. Directors can also express their views in writing.**~~ ~~**The chairperson should individually request each Director attending the Board meeting to express clear opinions on each proposal.**~~ ~~**If a Director repeats their speech on the same proposal, and the speech goes beyond the scope of the proposal, thereby affecting the speaking of other directors or hindering the normal progress of the meeting, the chairperson should promptly stop them.**~~	**Delete**
~~**Article 42 When Directors review authorization proposals, they should carefully assess the scope, rationality and risks of the authorization.**~~ ~~**Directors should continuously supervise and inspect the implementation of the Board's authorization.**~~	**Delete**
~~**Article 43 When Directors deliberate on major investment matters, they should carefully analyze the investment prospects, and fully pay attention to the investment risks as well as the corresponding countermeasures.**~~	**Delete**

Before amendments	After amendments
~~**Article 44 When Directors review major transaction matters, they should thoroughly understand the reasons for the transactions, carefully assess the impact of the transactions on the Company's financial situation and long-term development, and particularly pay attention to whether there are any behaviors that attempt to conceal the essence of the transactions by transforming them into non-connected transactions.**~~ ~~**When reviewing transactions involving connected parties, they should make a clear judgment on the necessity, true intentions, and impact of the transactions, and particularly pay attention to the pricing policies and basis for the transactions, including but not limited to the fairness of the valuation and transaction terms, the relationship between the transaction price and the book value or valuation of the transaction subject, whether it is conducted in accordance with general business terms or better terms, and whether it is in line with the overall interests of the Company and shareholders. They should strictly abide by the avoidance system for related Directors to prevent the use of connected transactions to transfer benefits to related parties.**~~	**Delete**

Before amendments	After amendments
~~**Article 45 Before deliberating on the proposal for external guarantee, Directors should actively understand the basic situation of the guaranteed party, such as its operating and financial conditions, credit standing, tax payment status, etc.**~~ ~~**When deliberating on the proposal for external guarantee, Directors should make a prudent judgment on the compliance, rationality, the ability of the guaranteed party to repay debts, and the actual undertaking capacity of the counter-guarantor.**~~	**Delete**
~~**Article 46 When the Directors review the proposal for provisioning for asset impairment, they should pay attention to the process of asset formation and the reasons for provisioning for impairment, whether the provisioning for asset impairment is in line with the actual situation of the Company and its impact on the Company's financial status and operating results.**~~ ~~**When the Directors review the proposal for asset write-off, they should pay attention to the tracking of collection efforts and improvement measures, the handling of relevant responsible persons, the effectiveness of the internal control system for provisioning for asset impairment and loss handling.**~~	**Delete**

Before amendments	After amendments
~~Article 47 When the Directors are deliberating on proposals related to changes in accounting policies, changes in accounting estimates, significant corrections of accounting errors, provision for impairment, and write-offs of assets, they should pay attention to whether the Company has any situation of using these matters to manipulate profits in different periods and mislead investors.~~	Delete
~~Article 48 When deliberating on major financing proposals, Directors should analyze the advantages and disadvantages of various financing methods and reasonably determine the financing approach, based on the Company's actual situation.~~	Delete
~~Article 49 The Board of Directors must adopt resolutions by a majority vote of more than half of all the directors.~~ ~~The voting for Board resolutions is conducted on a one-vote-per-person basis.~~	Delete
~~Article 50: The Board of Directors shall conduct a separate vote for each item on the agenda, and shall not suspend or refuse to vote for any reason. If there are different proposals for the same matter, the voting shall be conducted in the order of the proposal submission time. A resolution shall be made regarding the matter.~~	Delete

Before amendments	After amendments
~~During the discussion of proposals by the Board of Directors, if there are differences of opinion on a certain issue or a certain part of the proposal, and if the modification of that issue or part is approved by a majority of all Directors through a show of hands after each Director separately makes the modification, the Board of Directors may make on-the-spot amendments to the proposal at the meeting based on the voting opinions. The Board of Directors shall then conduct another vote on the proposal after the on-the-spot amendments.~~	
~~Article 51 In cases where the Company encounters special or emergency situations, a temporary Board meeting can be convened without prior notice in the form of a teleconference or by fax. Such a meeting can only vote on matters related to those special or emergency situations.~~ ~~Except for the above circumstances, a temporary Board meeting shall not vote on matters not specified in the notice of convening the Board meeting, unless all the attending Directors unanimously agree.~~	Delete

Before amendments	After amendments
Article ~~52~~ After adequate discussion of each proposal, the chairman of the meeting shall ask the attending directors to vote on the proposal separately in due course. Voting shall be conducted by open poll and can be made by a show of hands or by filling in a ballot in writing. Unless otherwise provided by the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, on the premise ~~**that the directors are assured to have their opinions fully and thoroughly expressed at the extraordinary board meeting, resolution can be made by means of facsimile or signature of draft resolution of the board of directors and signed by the participating directors.**~~	Article **23** After adequate discussion of each proposal, the chairman of the meeting shall ask the attending directors to vote on the proposal separately in due course. Voting shall be conducted **on a one-vote-per-person basis,** by open poll and can be made by a show of hands or by filling in a ballot in writing. Unless otherwise provided by the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, on the premise **of ensuring that Directors can fully express their opinions, the temporary meeting of the Board of Directors may submit the voting opinions to the Board Secretary within the voting time limit through written means such as video display, delivery by designated personnel, fax, letter, email, and signature of the Board resolution.**
Article ~~53~~ If the Board of Directors conducts voting by filling out voting ballots, the Board Secretary is responsible for organizing the preparation of the Board voting ballots. The voting ballots should at least include the following contents: (I) The names of the Directors; (II) The matters to be deliberated and voted on; (III) Instructions on how to cast a vote of approval, opposition, or abstention; (IV) The voting opinions on each matter; (V) Other matters that need to be recorded.	Article **25** If the Board of Directors conducts voting by filling out voting ballots, the Board Secretary is responsible for organizing the preparation of the Board voting ballots. The voting ballots should at least include the following contents: (I) The names of the Directors; (II) The matters to be deliberated and voted on; (III) Instructions on how to cast a vote of approval, opposition, or abstention; (IV) The voting opinions on each matter; (V) Other matters that need to be recorded.

Before amendments	After amendments
~~**The voting ballots should be distributed by the board secretary to the attending directors before the voting and collected by the board secretary after the voting. The voting ballots are kept as company archives by the board secretary in accordance with the relevant provisions of the company's archive system, and the retention period is 10 years.**~~ Directors who vote on behalf of other Directors on their behalf should, in addition to holding one voting ballot themselves, also hold one voting ballot on behalf of the entrusted Directors.	Directors who vote on behalf of other Directors on their behalf should, in addition to holding one voting ballot themselves, also hold one voting ballot on behalf of the entrusted Directors.
~~**Article 54 Where voting is conducted by fax, the Directors participating in the voting shall, in accordance with the requirements of the notice or the chairperson of the meeting, fax the voting ballots to the designated location and fax number before the deadline for sending. Voting ballots faxed after the deadline shall be invalid.**~~	**Delete**

Before amendments	After amendments
~~**Article 55 For matters voted on by the Board of Directors, each Director has one vote. The voting intentions of Directors are divided into "agree", "disagree" and "abstain". The attending Directors shall choose one of the above intentions. If no choice is made or more than two intentions are chosen simultaneously, the chairperson of the meeting shall require the relevant Directors to make a new choice. Those who refuse to choose will be regarded as abstaining; those who leave the meeting without returning and do not make a choice will also be regarded as abstaining. Those who leave the meeting without returning and do not make a choice during the meeting will be regarded as abstaining.**~~	**Delete**
Article ~~**56**~~ If a director has associated relationship with or is materially interested in the subject involved in a resolution to be made at a board meeting, the director ~~**shall promptly report in writing to the board of directors**~~. ~~**Directors with related relationships**~~ shall not vote on the aforesaid resolution, or vote on behalf of other directors. Under the aforesaid circumstances that any director abstains from voting, the board meeting may be held with the attendance of over half of the directors without association relationship. Resolutions made by the board meeting shall be adopted by over half of the directors without association relationship. If the number of the directors without association relationship attending the board meeting is below three, the matter shall be submitted to the general meeting for deliberation.	Article **26** If a director has associated relationship with or is materially interested in the subject involved in a resolution to be made at a board meeting, the director shall not vote on the aforesaid resolution, or vote on behalf of other directors. Under the aforesaid circumstances that any director abstains from voting, the board meeting may be held with the attendance of over half of the directors without association relationship. Resolutions made by the board meeting shall be adopted by over half of the directors without association relationship. If the number of the directors without association relationship attending the board meeting is below three, the matter shall be submitted to the general meeting for deliberation.

Before amendments	After amendments
~~**Where any substantial shareholder or director has a material conflict of interest in the matters to be considered by the board, such matters shall be handled by convening a board meeting (instead of by a written resolution). Any independent non-executive director and his/her associates not materially interested in a transaction shall attend the relevant board meeting.**~~ If there are any additional restrictions on directors' participation in meeting of the board of directors and voting imposed by laws, regulations and securities regulatory rules of the place where the shares of the Company are listed, such provisions shall prevail.	**The conflict-of-interest recusal procedure for related Directors is as follows: First, the Board Secretary, the related director, or any other Director shall submit a formal recusal request, which shall be duly processed. Second, the related Director shall abstain from participating in the deliberation and discussion of matters involving a conflict of interest. Third, during board voting on such matters, the related Director's voting rights shall be excluded; resolutions shall be adopted solely by the affirmative votes of a majority of the disinterested directors present at the meeting, in accordance with the rules.** If there are any additional restrictions on directors' participation in meeting of the board of directors and voting imposed by laws, regulations and securities regulatory rules of the place where the shares of the Company are listed, such provisions shall prevail.
Article ~~57~~ After the completion of voting by the participating directors, the board office ~~**staff**~~ shall promptly collect ballots ~~**cast by the directors**~~, which shall be counted by the secretary to the board of directors under supervision of a director. Where the meeting is held onsite, the chairman of the meeting shall announce the statistics onsite; in other circumstances, the chairman shall require the secretary to the board of directors to notify the directors of the voting result ~~**before the next business day immediately**~~ following the prescribed voting deadline. The ballots cast by directors after the chairman of the meeting announced the voting result or after the prescribed voting deadline shall not be counted.	Article **27** After the completion of voting by the participating directors, the board office shall promptly collect ballots, which shall be counted by the secretary to the board of directors under supervision of a director. Where the meeting is held onsite, the chairman of the meeting shall announce the statistics onsite; in other circumstances, the chairman shall require the secretary to the board of directors to notify the directors of the voting result **in time** following the prescribed voting deadline. The ballots cast by directors after the chairman of the meeting announced the voting result or after the prescribed voting deadline shall not be counted.

Before amendments	After amendments
~~**Article 58 If the chairperson of the meeting has any doubts about the voting results of the resolution submitted for voting, they may conduct a recount of the votes. If the chairperson of the meeting fails to conduct the recount, if the attending Directors have objections to the resolution result announced by the chairperson of the meeting, they may immediately request a vote verification after the announcement of the poll results. The chairperson of the meeting shall promptly conduct the vote verification.**~~	**Delete**
~~**Article 60 Where the board meeting needs to make a resolution regarding the distribution of profits and capital reserves conversion into share capital of the Company, but the certified public accountant has not issued the formal audit report yet, the meeting shall first make a resolution based on the draft audit report (all financial data other than those relating to the distribution of profits and capital reserves conversion into share capital of the Company shall have been ascertained) provided by the certified public accountant. After issuing a formal audit report by the certified public accountant, on the basis of which the board of directors shall make resolutions on other relevant matters.**~~	**Delete**
~~**Article 61: If a proposal is not approved, and if the relevant conditions and factors do not undergo significant changes, the board meeting shall not review the same proposal again within one month.**~~	**Delete**

Before amendments	After amendments
Article ~~62~~ If more than half of the Directors present at the meeting consider that the proposal is unclear or lacks specificity, or if they are unable to make a judgment on the relevant matters due to insufficient meeting materials ~~**or other reasons**~~, the meeting chairperson ~~**shall require**~~ the meeting to postpone the voting on this topic. ~~**The Directors who propose that the proposal is unclear, lacks specificity, or is unable to make a judgment due to insufficient meeting materials or other reasons shall clearly stipulate the conditions that the proposal should meet for being**~~ submitted for reconsideration.	Article **29** **If a proposal is not approved, and if the relevant conditions and factors do not undergo significant changes, the Board meeting shall not review the same proposal again within one month.** If more than half of the Directors present at the meeting consider that the proposal is unclear or lacks specificity, or if they are unable to make a judgment on the relevant matters due to insufficient meeting materials or failure to provide them in a **timely manner**, etc., the meeting chairperson **should request that** the meeting postpone the voting on this issue. **The Directors proposing to postpone the voting should clearly stipulate the conditions that should be met for the proposal to be** submitted for reconsideration.
Chapter X Board Meeting Minutes ~~**and Resolutions**~~	Chapter VI Board Meeting Minutes
~~**Article 63 Board meetings held on-site and those held via video or telephone can be recorded in full as needed.**~~	**Delete**
~~**Article 64 The secretary of the board shall have the minutes of the board meetings properly taken by the work personnel of the board office. The minutes of the board meeting should be complete and true. The directors, board secretary and recorder who attend the meeting should sign the minutes of the meeting. The minutes of the board meeting should be properly preserved as important company archives and serve as an important basis for clarifying the responsibilities of directors in the future.**~~	Article **31** **The Board Secretary shall attend every Board meeting and be responsible for taking meeting minutes. The Board Secretary may authorize the Board Office to record the Board meetings on his behalf, but the Board Secretary shall be responsible for the authenticity and accuracy of the meeting minutes. The meeting minutes of the Board of Directors shall be properly preserved as an important company archive.**

Before amendments	After amendments
Article ~~65~~ The minutes shall include the following information: (I) date of the meeting, venue and name of the convener; (II) ~~**the names of the directors attending the meeting and the names of the directors (proxies) attending the meeting on behalf of others;**~~ (III) ~~**meeting agenda;**~~ ~~**(IV) main points of directors' speeches**~~; ~~**(V)**~~ the voting method and results of each resolution (the voting results should indicate the number of votes in favor, against or abstention)	Article **32** The minutes shall include the following information: (I) date of the meeting, venue, **agenda** and name of the convener; (II) **the names of the chairperson of the meeting and the attendees and observers of the meeting;** (III) **the speeches made by each director;** **(IV)** the voting method and results of each resolution (the voting results should indicate the number of votes in favor, against or abstention); **(V) other matters that should be recorded as stipulated in the Articles of Association.**
~~**Article 66 If the minutes cannot be prepared immediately after the end of the meeting due to limited time, the board secretary shall be responsible for completing the minutes within one day after the end of the meeting and send them to each Director in turn by personal service or by courier service. Each Director shall sign the meeting minutes within one day after receiving them and immediately deliver the signed meeting minutes by personal delivery or by express mail to the company. If any director has any opinions or objections to the meeting minutes, they may refrain from signing but should submit their written opinions in accordance with the aforementioned time and method to the Company.**~~ ~~**If it is indeed a mistake or omission in the record by the board secretary, the board secretary shall make corrections and the Directors shall sign at the correction points.**~~	**Delete**

Before amendments	After amendments
~~**Article 67 For an interim board meeting held by telephone conference or fax without prior notice due to special or emergency situations such as the company encountering a crisis, the board secretary should strictly keep minutes of the meeting and specify in detail the manner in which the meeting was held, the directors' speeches or opinions, and the voting results. The entire interim board meeting held by video or telephone conference should be recorded.**~~	**Delete**
~~**Article 68 Resolutions of the board meeting shall be prepared on the basis of the deliberations and voting results of the meeting.**~~ ~~**Resolutions of the board meeting shall include the following:**~~ ~~**(I) The time and method of issuance of the notice of meeting;**~~ ~~**(II) The time, place and method of the meeting to be convened, and explanations on whether it is in compliance with the relevant laws, regulations, departmental rules and provisions of the Articles of Association;**~~ ~~**(III) The number and names of directors present by proxy and who are absent from the meetings, reasons thereof and names of directors entrusted;**~~ ~~**(IV) Affirmative votes, veto votes or waiving votes on each resolution and the reasons of directors' casting veto or waiving votes;**~~	**Delete**

Before amendments	After amendments
~~**(V) As regards connected transactions or a director is materially interested in the matter being considered, explanations on names of the directors who shall abstain from voting and reasons and particulars of abstention;**~~ ~~**(VI) Specific matters to be considered in the meetings and resolutions passed at the meetings.**~~ ~~**Resolutions shall be signed by all directors present. If there is a contradiction between different resolutions in content and meaning, the resolution whose formation date is later shall prevail.**~~	
Article ~~**69**~~ In addition to the meeting minutes and resolutions, the Board Secretary may also arrange for ~~**the staff of**~~ the Board Office to prepare a concise summary of the meeting's proceedings as a meeting minutes.	Article **33** In addition to the meeting minutes and resolutions, the Board Secretary may also arrange for the Board Office to prepare a concise summary of the meeting's proceedings as a meeting minutes.

Before amendments	After amendments
Article ~~70~~ The directors attending the meeting ~~shall sign the minutes, meeting resolutions and meeting records~~ on behalf of themselves and the directors who have entrusted them to attend the meeting. If a director has different opinions on the meeting minutes, records or resolutions, he or she may make a written statement when signing. If a director does not sign or confirm the meeting minutes or resolutions and does not make a written explanation of his or her different opinions~~, he or she shall be deemed to fully agree with the contents of the meeting minutes, meeting resolutions and meeting records~~.	Article **34** The directors attending the meeting **as well as the Board Secretary and the recorder, should sign and confirm the meeting minutes, meeting summaries and meeting resolutions** on behalf of themselves and the directors who have entrusted them to attend the meeting. If a director has different opinions on the meeting minutes, records or resolutions, he or she may make a written statement when signing. **When necessary, a report should be made to the regulatory authorities in a timely manner, and a public statement may also be issued.** If a director does not sign or confirm the meeting minutes or resolutions and does not make a written explanation of his or her different opinions, **or does not reports to the regulatory authorities or issues a public statement, it will be regarded as fully agreeing with the contents of the meeting minutes, meeting summary and meeting resolutions**.

Before amendments	After amendments
~~**Article 71 Directors shall sign the board resolutions and be responsible for the resolutions of the Board. If the board resolutions violate laws, regulations or the Articles of Association, causing the Company to suffer losses, the Directors who participated in the resolution shall be liable for compensation to the Company. However, if it can be proved that they expressed dissent during the voting and such dissent was recorded in the meeting minutes, the Director may be exempted from liability. Directors who fail to attend the meeting, do not entrust a representative, and do not provide a written opinion on the matters discussed at the Board meeting before or during the meeting shall be regarded as having not expressed dissent and shall not be exempted from liability.**~~	**Delete**
Add	**Article 35 Before the resolutions of the Board of Directors are made public according to the procedures established by the Company, the Directors attending the meeting, the attendants, the minutes and the relevant staff shall be obligated to keep the contents of the resolutions confidential.**
Article ~~72~~ The Board meeting archives, including meeting notices and materials, proxy authorizations for Directors to attend the meeting, voting ballots, meeting minutes signed and confirmed by the attending Directors, and meeting resolutions, shall be kept by the Board Secretary. ~~**The retention period for the archives of board meetings is 10 years.**~~	Article **37** The Board meeting archives, including meeting notices and materials, proxy authorizations for Directors to attend the meeting, **audio and video data of the meeting,** voting ballots, meeting minutes signed and confirmed by the attending Directors, and meeting resolutions, shall be kept by the Board Secretary.

Before amendments	After amendments
Add	**Article 38 The retention period for the archives of board meetings is 10 years.**
Chapter **~~XI Execution~~** of Board Decisions	Chapter **IV Convening** of Board Meetings
~~Article 74 During the implementation of the board resolutions, the Chairman may follow up and inspect the progress of the implementation of the resolutions, and may request and urge the President to rectify any violations during the inspection. If the President and other relevant officers do not adopt his/her opinion, the Chairman may propose to convene an extraordinary board meeting and make a resolution to request the President and other relevant officers to rectify the situation.~~	**Delete**
~~Article 75 In the following circumstances, the Company shall promptly convene a general meeting to amend these rules:~~ **~~(I) When relevant laws, regulations, normative documents, securities regulatory rules of the stock exchange where the Company is listed are revised, or when new laws, regulations, normative documents, or securities regulatory rules of the stock exchange where the Company is listed are formulated and promulgated, the matters stipulated in these rules conflict with the provisions of the aforementioned laws, regulations, normative documents, or securities regulatory rules of the stock exchange where the Company is listed;~~** **~~(II) After the amendment of the Company's Articles of Association, the matters stipulated in these rules conflict with the provisions of the Company's Articles of Association.~~**	**Delete**

Before amendments	After amendments
Article ~~76 Matters~~ not covered by these rules ~~shall be handled in accordance with relevant laws, regulations, normative documents, securities regulatory rules of the place where the company's stocks are listed and the Company's Articles of Association.~~	Article **39 For matters** not covered by these rules, **they shall be governed by relevant national laws and regulations, the securities regulatory rules of the stock exchange where the Company is listed, and the provisions of the Articles of Association, etc. In case of any conflict or inconsistency between these rules and relevant laws and regulations, the stock exchange's securities regulatory rules, or the Articles of Association, the provisions of the relevant laws and regulations, the stock exchange's securities regulatory rules, and the Articles of Association shall prevail.**
Article ~~77~~ The terms "above", as stated in the Rules, shall all include the given figure; the terms "lower", "more than", "less than", "below" shall all exclude the given figure.	Article **47** The terms "above", as stated in the Rules, shall all include the given figure; the terms "lower", "more than", "less than", "below" shall all exclude the given figure.
Article ~~78~~ These rules are an annex to the Company's Articles of Association ~~and are drafted and amended by the Company's Board of Directors, they will take effect from the date when the Company's general meeting approved. From the date these rules come into effect, the company's original "Rules of Procedure for Board Meetings" will automatically become invalid~~.	Article **41** These rules are an annex to the Company's Articles of Association**. It is drafted by the Board of Directors and becomes effective upon approval by the shareholders' meeting. Any amendments shall follow the same procedure.**
Article ~~79~~ This rule shall be interpreted by the ~~Company's~~ Board of Directors.	Article **42** This rule shall be interpreted by the Board of Directors.

Details of amendments to the ~~remuneration management rules~~ **Remuneration Management And Performance Appraisal Rules** for ~~directors~~ **Directors** and ~~senior management~~ **Senior Management** of the Company are set out as follows, with amendments underlined:

1. "The Remuneration Management ~~System~~ **Rules** for Directors, Supervisors and Senior Management of Chifeng Gold" was renamed as "The Remuneration Management **and Performance Appraisal** ~~System~~ **Rules** for Directors and Senior Management of Chifeng Gold".

2. Original Article 1 is amended as:

Article 1 In order to ~~strengthen the responsibility for asset management and establish and improve modern enterprises~~ **further improve the remuneration management for Directors~~, supervisors~~ and senior management of Chifeng Jilong Gold Mining Co., Ltd. (hereinafter referred to as the "Company"), implement the concept of environmental, social and corporate governance (ESG), establish ~~an incentive and restraint mechanism, set a goal and value orientation that links individual compensation with company performance, and enhance the operational efficiency and management level of the company's assets~~ a scientific and effective incentive and constraint mechanism, and effectively motivate the directors and senior management, these rules are formulated in accordance with relevant laws and regulations, such as the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Corporate Governance Code for Listed Companies, the securities regulatory rules of the stock exchanges where shares of the Company are listed (including the Shanghai Stock Exchange and The Stock Exchange of Hong Kong Limited) and other relevant laws and regulations, departmental rules and normative documents, and the Articles of Association of the Company (hereinafter referred to as the "Articles of Association")**.

3. Original Article 2 is amended as:

Article 2 These rules shall apply to the Directors (including executive Director(s), non-executive Director(s), independent Director(s)) and senior management of the Company~~:~~.

~~(i) The personnel who hold the positions of Directors and Supervisors in the Company;~~

~~(ii) Senior management of the Company, including the general manager, deputy general managers, Chief Financial Officer, Board Secretary, and other personnel approved by the Board to be included in the category of senior management;~~

4. Original Article 3 is amended as:

Article 3 The remuneration of Directors and senior management shall be determined after comprehensive appraisals based on the Company's operation scale and performance, and according to the Company's operational plans and their responsibilities and objectives in carrying out their duties. Among them, non-executive Directors and independent Directors are entitled to director fees; however, they are excluded from the Company's performance evaluation process.

5. Original Article 4 is amended as:

Article 4 ~~Principles for the remuneration and performance appraisals of Directors, Supervisors and senior management:~~

~~(i) Adhering to the principle of integrating contribution-based distribution with responsibility, authority and benefit;~~

~~(ii) Performance prioritized, reflecting the value principle of sharing gains and bearing risks with the Company;~~

~~(iii) Maintaining the overall remuneration at a level that is internally and externally equitable and commensurate with the Company's business scale and stage of development.~~ **The Company's salary distribution policy generally gives priority to the production frontlines and those highly qualified and skilled professionals who are in urgent need. This is aimed at increasing the salary levels of ordinary employees.**

6. Original Article 5 is amended as:

Article 5 ~~The Remuneration and Appraisal Committee of the Board of Directors of the Company is the management body that assesses the Directors, supervisors and senior management personnel and determines their compensation.~~ **The remuneration of Directors and senior management will be adjusted in response to changes in the Company's operating conditions to meet the Company's development needs. When significant changes occur in the business environment and external conditions, the assessment constraints can be changed upon the proposal of the Remuneration and Appraisal Committee of the Board of Directors, and the salary standards can be adjusted from time to time. Possible influencing factors include:**

(i) Internal factors, including the Company's operating efficiency, changes in market salary levels, the Company's business development strategy, and the year-end assessment results, etc.

(ii) External factors, including national policies, unforeseen major changes in the market environment, and significant impacts on the Company's business activities due to force majeure.

7. Original Article 6 is amended as:

Article 6 ~~The duties and authorities of the Compensation and Appraisal Committee of the Board of Directors shall be stipulated in specific terms of reference formulated by the Board of Directors of the Company.~~ **Principles for the remuneration and performance appraisals of Directors and senior management:**

(i) Adhering to the principle of integrating contribution-based distribution with responsibility, authority and benefit;

(ii) Performance prioritized, reflecting the value principle of sharing gains and bearing risks with the Company;

(iii) Maintaining the overall remuneration at a level that is internally and externally equitable and commensurate with the Company's business scale and stage of development.

8. Original Article 7 is amended as:

Article 7 ~~Directors and senior management shall be subject to an annual remuneration system, with their remuneration consisting of two parts: basic salary and performance-based salary.~~ **The Company integrates the work goals related to ESG sustainable development with its operational goals, incentive arrangements and performance evaluations. It incorporates elements such as production safety, product quality, business ethics and anti-corruption into the performance assessment indicators, thereby establishing a salary incentive mechanism driven by the concept of sustainable development.**

9. Original Article 8 is amended as:

Article 8 ~~If a supervisor holds any other position in the Company, his or her basic salary shall be paid in accordance with the position salary standard of the other position, and the annual supervisor allowance shall not exceed 10,000 yuan. If the supervisor does not hold any other position in the company, he or she shall be paid the determined basic salary (including allowances).~~ **The Remuneration and Appraisal Committee is a specialized working body established under the Board of Directors. Its responsibility is to formulate the evaluation standards for Directors and senior management personnel, conduct evaluations, formulate and review the compensation decision-making mechanisms, decision-making processes, payment and stop-payment recovery arrangements, etc. of Directors and senior management personnel, and propose suggestions on the compensation policies and structures for Directors and senior management personnel to the Board of Directors. If the Board of Directors does not adopt or does not fully adopt the suggestions of the Remuneration and Appraisal Committee, it shall record the opinions of the Remuneration and Appraisal Committee and the specific reasons for not adopting in the Board resolution and disclose them.**

10. Original Article 9 is amended as:

Article 9 ~~The Remuneration and Appraisal Committee of the Board of Directors shall, taking into account the remuneration level in the industry, the duties and performance to determine the basic salary standards for non-independent Directors and senior management and the allowance standards for independent Directors.~~

~~The performance-based salary of non-independent Directors and senior management shall be linked to the Company's annual production and operation performance. At the end of the year, the Remuneration and Appraisal Committee of the Board of Directors shall calculate and pay such performance-based salary based on the appraisal results for the year.~~ **The general meeting is responsible for reviewing and approving the Director's compensation assessment system and compensation plan, and the relevant plans must be fully disclosed. The Board of Directors is responsible for reviewing and approving the compensation assessment system and compensation plan for senior management, and the relevant plans must be fully disclosed.**

11. Original Article 10 is amended as:

Article 10 ~~In accordance with the relevant provisions of the "Guiding Opinions on~~

~~Establishing an Independent Director System in Listed Companies", and in light of the actual situation of the Company. Every year, the Company shall pay an allowance to each independent Director, which shall be distributed evenly on a monthly basis. Reasonable expenses incurred by independent Directors in exercising their duties shall be borne by the Company.~~ **The Human Resources Department, the Finance Department and the Board Office of the Company are responsible for cooperating with the Remuneration and Appraisal Committee to formulate and implement the annual compensation plan.**

12. Original Article 11 is amended as:

Article 11 ~~The Company's remuneration distribution shall in principle prioritize those working at the production first-line mine frontline. Taking the basic salary of non-independent Directors and senior management working domestically in second-line positions as the benchmark, the remuneration for non-independent Directors and senior management assigned to work domestically at the frontline may be higher than that for nonfrontline personnel during the assignment period. And the specific coefficient shall be determined by the Remuneration and Appraisal Committee.~~

~~The number of days working domestically at the frontline by non-independent Directors and senior management shall be calculated from the date of arrival at the frontline mining subsidiary until the date of departure from the subsidiary. The number of days working overseas at the frontline shall be calculated from the date of departure from China until the date of return to China.~~ **Directors and senior management are subject to an annual salary system. Their remuneration can consist of basic salary, performance-based salary, and medium– and long-term incentive income. The proportion of performance-based salary shall generally not be less than 50% of the total amount of basic salary and performance-based salary.**

13. Original Article 12 is amended as:

Article 12 ~~With the consent of the Remuneration and Appraisal Committee of the Board of Directors and the approval of the Board of the Company, a special reward fund may be established on an ad hoc basis for specific events, as a supplement to the remuneration of the Directors, supervisors and senior management of the Company.~~ **The Remuneration and Appraisal Committee, based on the Company's development strategy, asset scale, annual operating performance, job responsibilities and performance, as well as the industry salary level, formulates the basic salary, performance coefficient for executive Directors and senior management, and the allowance standards for non-executive Directors and independent Directors. These are then submitted to the Board of Directors or the general meeting for approval.**

If the Company turns from a profit to a loss compared to the previous accounting year, or if the loss is greater than that of the previous performance period, the average performance-based compensation for Directors and senior management should generally be reduced. When the Remuneration and Appraisal Committee assesses the above performance indicators, it will comprehensively consider the cyclical characteristics of the Company's industry. The average performance-based compensation for Directors and senior management can be linked to the performance period, and the performance period shall not exceed three years.

14. Original Article 13 is amended as:

Article 13 ~~The Company pays the basic salary in cash on a monthly basis.~~ **The responsibility targets for the business performance of the evaluated party are determined after full communication with the evaluated party, and then approved by the Remuneration and Appraisal Committee. If there are significant changes in external conditions such as the business environment, and adjustments to the evaluation indicators of the evaluated party are necessary, the evaluated party themselves or the chairman of the Remuneration and Appraisal Committee can submit an application for adjustment of the evaluation indicators. After approval by the Remuneration and Appraisal Committee, appropriate adjustments can be made.**

15. Original Article 14 is amended as:

Article 14 ~~The Remuneration and Appraisal Committee shall determine the basic salary amount for relevant personnel in accordance with provisions of these rules and report it to the Board or the supervisory board for approval.~~

~~The Remuneration and Appraisal Committee shall organize and implement the appraisal on annual operation performance approved by the Board of Directors or the general meeting for non-independent Directors and senior management based on the annual operation plans and supervise the implementation of the remuneration system.~~ **The performance-based salary for executive Directors and senior management is calculated and paid out by the Remuneration and Appraisal Committee based on the assessment results of the current year. The Remuneration and Appraisal Committee should guide the Human Resources Department to formulate the annual salary distribution plan and distribution method evaluation plan, and determine the performance-based salary based on the evaluation results.**

Among them: The executive Directors conduct self-evaluation of the annual performance assessment indicators at the end of the year and submit the results to the Remuneration and Appraisal Committee for assessment; for non-executive Directors, the performance evaluation is carried out through self-evaluation or mutual evaluation methods, and the independent Directors must submit performance report to the general meeting every year; the Chief Executive Officer's self-evaluation is directly submitted to the Remuneration and Appraisal Committee for final assessment; senior management conduct self-evaluation of the annual performance assessment indicators, and after being evaluated by the Chief Executive Officer, the final assessment is conducted by the Remuneration and Appraisal Committee.

16. Original Article 15 is amended as:

Article 15 ~~The following taxes and fees will be directly deducted from the basic salary and performance bonuses in accordance with relevant national regulations:~~

~~(1) Personal income tax;~~

~~(2) Social insurance premiums that individuals are required to bear as per regulations;~~

~~(3) Other taxes and fees that the state stipulates should be paid.~~ **Principle of assessment indicators:**

(i) The indicators should focus on the Company's development strategy and shareholders' returns, taking into account both current value and sustainable development. Following a combination of quantitative and qualitative methods, with a preference for quantitative indicators, and based on job responsibilities and work divisions, the assessment contents and indicators should be defined. The assessment contents and indicators should be appropriately differentiated and effectively connected.

(ii) Chairman and Chief Executive Officer: In principle, the Company's annual business targets should be fully embraced. The annual business performance responsibility assessment should be determined based on the Company's annual business performance responsibility agreement.

(iii) Other executive Directors and senior management: In the assessment indicators, common indicators that are shared by all (such as the overall performance indicators of the Company) and personalized assessment indicators can be set. The Company will determine the specific weightings of different personnel's indicators based on the key tasks they are responsible for. Among them, the personalized assessment indicators must not be simply linked to the annual assessment results of the departments and units they are in charge of.

(iv) The relevant assessment indicators include, but are not limited to, the Company's main financial indicators and the completion status of business objectives, ESG indicators, comprehensive management indicators and integrity and self-discipline status, etc. Among them, the ESG indicators should account for no less than 20% of the performance salary assessment (the weighting of matters such as environment, safety, society, governance, major ESG events, ESG ratings, etc. are set according to job responsibilities, among which safety production and climate change, environmental pollution should have relatively higher weighting).

17. Original Article 16 is amended as:

Article 16 ~~If a Director or Supervisor or senior management member of the Company leaves his/her office due to reasons such as board renewal, re-election or resignation during his/her term of office, his/her performance-based salary shall be calculated and paid based on his/her actual tenure and actual performance.~~ **The Remuneration and Appraisal Committee can, based on the resolutions or authorizations of the general meeting or the Board of Directors (if necessary), establish special subsidies, rewards or penalties for specific matters as a supplement to or as a form of punishment for the remuneration of senior management and core technical personnel (if applicable).**

18. Original Article 17 is amended as:

Article 17 ~~If the Directors, supervisors, or senior management of the Company resign due to violation of Chinese laws, regulations, and rules, or if they seriously damage the Company's interests, or if they leave their positions without approval during their tenure, their performance-based wages will not be paid.~~ **The Remuneration and Appraisal Committee, based on the annual business plan, organizes and implements the annual performance evaluation of executive Directors and senior management, and supervises the implementation of the salary system. In principle, the determination and payment of performance wages and medium– and long-term incentive income should be based on performance evaluation as an important reference. Performance evaluation should be conducted based on audited financial data, and performance wages should be paid after the annual report is disclosed and the performance evaluation is completed. In necessary cases, performance evaluation can be carried out by a third party.**

19. Original Article 18 is amended as:

Article 18 ~~When there are significant changes in the operating environment and external conditions, the constraint conditions for the incentives may be altered, remuneration standards may be adjusted irregularly, and even these rules may be terminated these rules upon proposals of the Remuneration and Appraisal Committee, subject to approval of the Board or the general meeting. The remuneration standards shall be based on the amount so approved. Possible influencing factors include:~~

(i) ~~Internal factors, such as the Company's operating efficiency, changes to salary levels in the market, the Company's operation and development strategies, year-end appraisal results, etc.~~

(ii) ~~External factors, such as unpredictable major changes in national policies or market environment, significant impact on the Company's business activities due to force majeure, etc.~~ **The basic salary of executive Directors and senior management shall generally be paid monthly. However, the Remuneration and Appraisal Committee may, based on the needs of business management, determine the proportion of salary to be paid within the basic salary range for the current year. Before the annual performance evaluation, the basic salary (if any) and the pre-issued portion of performance salary can be retroactively paid. The pre-issued performance salary shall not exceed 40% of the estimated performance salary. After the annual financial audit, the performance salary shall be paid based on the assessment results. The pre-issued performance salary will be adjusted based on the performance assessment results. If losses occur due to premature pre-issuance for tax purposes, the executive Directors and senior management personnel shall bear the losses personally. The excess pre-issued performance salary that exceeds the approved standard shall be recovered by the Remuneration and Appraisal Committee within one month after the assessment is completed.**

20. Original Article 20 is amended as:

Article 20 ~~For matters not covered by this system, then shall be handled in accordance with the provisions of relevant laws and regulations.~~ **The annual allowances for non-executive Directors and independent Directors of the Company are paid on a monthly basis. The reasonable expenses required for the independent Directors to perform their duties of the Company shall be borne by the Company.**

21. New Article 22 is proposed to be added:

If Directors and senior management leave their positions due to changes in leadership, re-election, or resignation during their terms of office, their performance-based wages will be calculated based on their actual tenure and performance and will be paid out accordingly.

22. New Article 23 is proposed to be added:

If the Company undergoes a change in its controlling shareholder(s) or a change in the single largest shareholder, the Company can pay compensation to the executive Directors and senior management not exceeding 300% of their annual basic salary. The specific amount will be determined by the Board of Directors based on the actual situation.

23. New Article 24 is proposed to be added:

During the tenure of Directors and senior management, if any of the following circumstances occur, the Company has the right not to issue performance wages:

(i) Seriously violating the Company's various rules and regulations and receiving severe internal penalties from the Company;

(ii) During the performance of their duties for the Company, being identified by the Audit Committee of the Board of Directors as having committed acts that violate laws and regulations, the Articles of Association, or seriously damaging the Company's interests;

(iii) Being subject to administrative penalties or public censure of a disciplinary nature by the securities regulatory authority for major violations of laws and regulations or serious misconduct that seriously harms the Company's interests;

(iv) If the Directors and senior management directly responsible for their respective areas of responsibility make decisions that result in errors, and such errors are determined by the Board of Directors to be the cause of significant losses suffered by the Company;

(v) Other circumstances where the Board of Directors deems it a serious violation of the Company's regulations. For cases where poor performance or decision-making errors lead to significant losses of the Company assets or serious failure to meet business management goals, the Company will impose economic penalties, administrative sanctions, or dismissal of positions, etc., depending on the extent of the losses and the severity of the responsibility;

(vi) When the Company retrospectively restates its financial reports due to misstatements such as financial fraud, it shall promptly reevaluate the performance wages and long-term incentive income of the Directors and senior management and recover the overpaid portions.

If the Directors or senior management violate their duties and cause losses to the Company, or are responsible for any illegal or irregular acts such as financial fraud, funds occupation, or illegal guarantees, the company shall, depending on the severity of the situation, reduce or suspend the payment of uncollected performance wages and long-term incentive income, and fully or partially recover the performance wages and long-term incentive income that have been paid during the period when such behaviors occurred.

24. New Article 25 is proposed to be added:

For matters not covered by this system, then shall be governed by relevant national laws, regulations, normative documents, securities regulatory rules of the stock exchanges where the Company is listed, and the provisions of the Articles of Association of the Company. If this system is inconsistent with the relevant laws, regulations, normative documents, securities regulatory rules of the stock exchanges where the Company is listed, or the provisions of the Articles of Association, the provisions of the relevant laws, regulations, normative documents, securities regulatory rules of the stock exchanges where the Company is listed, or the Articles of Association shall prevail.

Notes:

1. Due to addition and removal of certain articles, the serial number of relevant articles and cross references of the rules have been adjusted accordingly without separate explanation.

2. The English version of the proposed amendments to the rules is an unofficial translation of its Chinese version. In case of any discrepancy between the two versions, the Chinese version shall prevail.

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Chifeng Jilong Gold Mining Co., Ltd.
赤峰吉隆黃金礦業股份有限公司
(A joint stock company incorporated in the People's Republic of China with limited liability)
(H Shares Stock Code: 6693)

NOTICE OF 2025 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting for the year ended 31 December 2025 (the "**AGM**") of Chifeng Jilong Gold Mining Co., Ltd. (the "**Company**") will be held at 1:00 p.m. on Friday, 8 May 2026 at Chifeng Gold, Conference Room, A7 Xiaojing, Wanfeng Road, Fengtai District, Beijing, the People's Republic of China (the "**PRC**") to consider, approve and authorise the following matters:

Ordinary Resolutions

1. To consider and approve the Work Report of the Board of Directors for 2025;

2. To consider and approve the 2025 Annual Report;

Special Resolutions

3. To consider and approve the Profit Distribution Proposal for 2025;

4. To consider and approve the General Meeting for Authorisation to The Board of Directors to Formulate the Profit Distribution Proposal for the Six Months Ending 30 June 2026;

Ordinary Resolutions

5. To consider and approve the Remuneration Plan of Directors for 2026;

6. To consider and approve the Purchase of Liability Insurance for the Company and Its Directors and Senior Management;

7. To consider and approve the Reappointment of Auditor for 2026;

Special Resolutions

8. To consider and approve the Plan of Guarantees for the Year Ending 31 December 2026;

9. To consider and approve the General Mandate to Issue Debt Financing Instruments by the Company;

10. To consider and approve the General Mandate to Issue A Shares and/or H Shares of the Company;

11. To consider and approve the General Mandate to Repurchase H Shares;

Ordinary Resolution

12. To consider and approve the Change of Company Name;

Special Resolution

13. To consider and approve the Amendments to the Articles of Association and Its Annexes; and

Ordinary Resolution

14. To consider and approve the Amendments to the Remuneration Management and Performance Appraisal Rules for Directors and Senior Management.

By order of the Board
Chifeng Jilong Gold Mining Co., Ltd.
Wang Jianhua
Chairman and Executive Director

Beijing, the PRC
13 April 2026

Notes:

(A) **The Company's H Shares register of members will be closed from 29 April 2026 (Wednesday) to 8 May 2026 (Friday) (both days inclusive), during such period no transfer of H Shares will be registered. Holders of H Shares whose names appear on the H Shares register of members on 29 April 2026 (Wednesday, being the record date) will be entitled to attend and vote at the AGM to be convened on 8 May 2026 (Friday) at Chifeng Gold, Conference Room, A7 Xiaojing, Wanfeng Road, Fengtai District, Beijing, the PRC. In order to be qualified for attending and voting at the AGM, all documents on transfers of H Shares must be lodged with the Registrar of H Shares of the Company no later than 4:30 p.m. on 28 April 2026 (Tuesday).**

The address of the Registrar of H Shares is:
Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor, Hopewell Centre
183 Queen's Road East, Wanchai
Hong Kong

(B) Details of the correspondence address of the Company are as follows:
A7 Xiaojing, Wanfeng Road
Fengtai District
Beijing
The PRC
Tel: (86) 010-53232310
Fax: (86) 010-53232310

(C) Holders of H Shares who have the right to attend and vote at the AGM are entitled to appoint one or more proxies (whether or not a member) in writing to attend and vote on their behalf. For those Shareholders who appoint more than one proxy, such proxies can only exercise their voting rights by way of polls. Shareholders or their proxies attending the AGM shall produce their identity documents.

(D) The instrument appointing a proxy must be in writing and signed by the appointer or his/her attorney duly authorised in writing. In the event that such instrument is signed by an attorney of the appointer, an authorisation instrument that authorises such signatory shall be notarised.

(E) To be valid, the proxy form (and if the proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, then together with such power of attorney or other authority) must be deposited at the Registrar of H Shares of the Company – Computershare Hong Kong Investor Services Limited no later than 24 hours before the specified time for the holding of the AGM (i.e., no later than 1:00 p.m on 7 May 2026 (Thursday), Hong Kong time). The address is: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

(F) If a proxy is appointed to attend the AGM on behalf of a Shareholder, the proxy must indicate its identification document and the authorisation instrument with the date of issue and duly signed by the proxy and its legal representative, and in the case of legal representative of legal person shareholders, such legal representative must show its own identification document and valid document to identify its identity as legal representative. If a legal person Shareholder appoints a company's representative other than its legal representative to attend the AGM, such representative must show its own identification document and the authorisation instrument bearing the company chop of the legal person Shareholder and duly signed by its legal representative.

(G) Completion and delivery of the proxy form will not preclude a holder of H Shares from attending and voting in person at the AGM if he/she so wishes.

(H) H Shareholders or their agents attending 2025 AGM must show their own identification documents.

(I) The AGM is expected to last for a half day, and H Shareholders attending the AGM will be responsible for their own travelling and accommodation expenses.

(J) 2025 AGM will be voted on by poll. Results of the poll voting will be published on HKExnews' website (www.hkexnews.hk) and the Company's website (www.cfgold.com).

CLOSURE OF H SHARES REGISTER OF MEMBERS

In order to determine the H Shareholders who are entitled to attend and vote the H Shares register of members of H Shares of the Company will be closed from 29 April 2026 (Wednesday) to 8 May 2026 (Friday) (both days inclusive), during which period no transfer of H Shares will be registered. Holders of H Shares who have lodged the duly completed transfer documents accompanied by the relevant share certificates with the Registrar of H Shares of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m. on 28 April 2026, the transferee but not the transferor shall be regarded as holder of the relevant H Shares and will be entitled to attend and vote at the 2025 AGM. H Shareholders whose names are recorded in the register of members of the Company on 29 April 2026 are entitled to attend and vote at the AGM.

As of the date of this notice, the executive Directors are Mr. Wang Jianhua, Mr. Gao Bo, Ms. Yang Yi-fang, Mr. Lyu Xiaozhao and Mr. Zhao Qiang, the non-executive Director is Mr. Zhang Xudong, and the independent non-executive Directors are Dr. Wong Yet Ping Ambrose, Prof. Hu Nailian, Dr. Li Houmin and Dr. Jiang Qi.