

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



北京汽車股份有限公司
BAIC MOTOR CORPORATION LIMITED*

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

(Stock Code: 1958)

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR THE SHAREHOLDERS' MEETINGS
AND
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR THE BOARD**

This announcement is made pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities (the **"Listing Rules"**) on The Stock Exchange of Hong Kong Limited (the **"Stock Exchange"**).

The board (the **"Board"**) of directors (the **"Directors"**) of BAIC Motor Corporation Limited (the **"Company"**) hereby announces that, in order to better satisfy the requirements of corporate governance and compliance operations, it is proposed that the articles of association of the Company (the **"Articles of Association"**) be amended in light of the actual situations of the Company. It is also proposed to amend the rules of procedures for the shareholders' meetings of the Company (the **"Rules of Procedures for the Shareholders' Meetings"**) and the rules of procedures for the board of the Company (the **"Rules of Procedures for the Board"**), together with the Articles of Association and the Rules of Procedures for the Shareholders' Meetings, the **"Documents"**) accordingly. Such proposed amendments to the Documents shall be further proposed and subject to the approval of the shareholders' meeting of the Company (the **"Shareholders' Meeting"**).

Details of the aforementioned proposed amendments are set out in Appendix I to III to this announcement.

The Company will send the circular and notice of the Shareholders' Meeting in relation to the aforementioned proposed amendments to the shareholders of the Company in due course.

The Documents are written in Chinese without an official English version. Therefore, any English translation is for reference only. In case of inconsistency, the Chinese version shall prevail.

By Order of the Board
BAIC Motor Corporation Limited
Huang Yan
Secretary to the Board and Company Secretary

Beijing, the PRC, 29 October 2026

As at the date of this announcement, the Board comprises Mr. Zhang Guofu, as Chairman of the Board and non-executive Director; Mr. Gu Xin, as non-executive Director; Mr. Chen Geng and Ms. Zheng Mingying, as executive Directors; Mr. Ye Qian, Mr. Paul Gao, Mr. Tolga Oktay, Mr. Gu Tiemin and Mr. Zhou Jianyu, as non-executive Directors; Ms. Yin Yuanping, Mr. Xu Xiangyang, Mr. Tang Jun, Mr. Edmund Sit and Mr. Ji Xuehong, as independent non-executive Directors; and Mr. Zhao Jinlun, as employee representative Director.

* *For identification purposes only*

APPENDIX I: SPECIFIC PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original	Revised
1.	<p>Article 1 These Articles of Association (the “Articles”) 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 Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, the Guidelines on Articles of Association of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Main Board Listing Rules”), the Constitution of the Communist Party of China (the “Party Constitution”) and other relevant regulations, for the purpose of protecting the legitimate rights and interests of BAIC Motor Corporation Limited (the “Company”), its shareholders, employees and creditors, and regulating the organization and activities of the Company.</p>	<p>Article 1 These Articles of Association (the “Articles”) are formulated in accordance with <u>the Constitution of the Communist Party of China (the “Party Constitution”)</u>, 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 Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, the Guidelines on Articles of Association of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Main Board Listing Rules”), the Constitution of the Communist Party of China (the “Party Constitution”) and other relevant regulations, for the purpose of protecting the legitimate rights and interests of BAIC Motor Corporation Limited (the “Company”), its shareholders, employees and creditors, and regulating the organization and activities of the Company, <u>fully implementing the important requirements of the “Two Unswervingly”, and upholding and strengthening the party’s comprehensive leadership.</u></p>

No.	Original	Revised
2.	<p>Article 7 In accordance with the regulations of the Party Constitution, the Company shall establish organizations of the Communist Party of China (the “Party Organizations”), which play the core role in leadership and politics for providing direction, managing the overall situation and ensuring implementation. The Company shall establish work organs of the party to carry out activities of the party.</p> <p>The work organs shall be equipped by staff working on party-related matters in accordance with relevant regulations and provided with working funds to operate the Party Organizations.</p>	<p>Article 7 In accordance with the regulations of the Party Constitution, the Company shall establish organizations of the Communist Party of China (the “Party Organizations”), which play the core role in leadership and politics for providing direction, managing the overall situation and ensuring implementation. The Company shall establish work organs of the party to carry out activities of the party.</p> <p>The work organs shall be equipped by staff working on party-related matters in accordance with relevant regulations and provided with working funds to operate the Party Organizations. <u>a party organization to carry out activities of the party, establish work organs of the party with comprehensive and strong staff working on party-related matters to safeguard the working fund to operate the party organization, thereby providing necessary conditions for the activities of the party organization.</u></p>

No.	Original	Revised																																																																																										
3.	<p>Article 21</p> <p>The shareholding percentage of each investor of the Company is as follows:</p> <table> <tr> <th>Name of the Investors</th><th>Number of Shares Held (Shares)</th><th>Shareholding Percentage</th></tr> <tr> <td>Beijing Automotive Group Co., Ltd.</td><td>3,758,798,622</td><td>46.895%</td></tr> <tr> <td>Shougang Group Co., Ltd.</td><td>1,028,748,707</td><td>12.835%</td></tr> <tr> <td>Beijing State-owned Capital Operation and Management Company Limited</td><td>274,273,061</td><td>3.422%</td></tr> <tr> <td>Beijing Energy Holding Co., Ltd.</td><td>260,936,852</td><td>3.255%</td></tr> <tr> <td>Beijing Industrial Developing Investment Management Co., Ltd.</td><td>50,107,627</td><td>0.625%</td></tr> <tr> <td>Qingtian Yunsheng Investment Management Co., Ltd.</td><td>33,706,698</td><td>0.421%</td></tr> <tr> <td>Beijing Jingguofa Equity Investment Fund (Limited Partner)</td><td>29,850,746</td><td>0.372%</td></tr> <tr> <td>Qingtian Yunzhong Investment Management Co., Ltd.</td><td>22,471,132</td><td>0.280%</td></tr> <tr> <td>Ningbo Jingjie Investment Co., Ltd.</td><td>12,500,000</td><td>0.156%</td></tr> <tr> <td>Quanzhou Citong Venture Investment Center (Limited Partner)</td><td>11,232,000</td><td>0.140%</td></tr> <tr> <td>Anhui Lianyuan Capital Co., Ltd.</td><td>6,404,272</td><td>0.080%</td></tr> <tr> <td>Tianjin Blueberry Investment Partnership (Limited Partner)</td><td>5,617,783</td><td>0.070%</td></tr> <tr> <td>Overseas listed foreign shares (H shares)</td><td>2,520,690,682</td><td>31.448%</td></tr> <tr> <td>Total</td><td>8,015,338,182</td><td>100.000%</td></tr> </table>	Name of the Investors	Number of Shares Held (Shares)	Shareholding Percentage	Beijing Automotive Group Co., Ltd.	3,758,798,622	46.895%	Shougang Group Co., Ltd.	1,028,748,707	12.835%	Beijing State-owned Capital Operation and Management Company Limited	274,273,061	3.422%	Beijing Energy Holding Co., Ltd.	260,936,852	3.255%	Beijing Industrial Developing Investment Management Co., Ltd.	50,107,627	0.625%	Qingtian Yunsheng Investment Management Co., Ltd.	33,706,698	0.421%	Beijing Jingguofa Equity Investment Fund (Limited Partner)	29,850,746	0.372%	Qingtian Yunzhong Investment Management Co., Ltd.	22,471,132	0.280%	Ningbo Jingjie Investment Co., Ltd.	12,500,000	0.156%	Quanzhou Citong Venture Investment Center (Limited Partner)	11,232,000	0.140%	Anhui Lianyuan Capital Co., Ltd.	6,404,272	0.080%	Tianjin Blueberry Investment Partnership (Limited Partner)	5,617,783	0.070%	Overseas listed foreign shares (H shares)	2,520,690,682	31.448%	Total	8,015,338,182	100.000%	<p>Article 21</p> <p>The shareholding percentage of each investor of the Company is as follows:</p> <table> <tr> <th>Name of the Investors</th><th>Number of Shares Held (Shares)</th><th>Shareholding Percentage</th></tr> <tr> <td>Beijing Automotive Group Co., Ltd.</td><td>3,758,798,622</td><td>46.895%</td></tr> <tr> <td>Shougang Group Co., Ltd.</td><td>1,028,748,707</td><td>12.835%</td></tr> <tr> <td>Beijing State-owned Capital Operation and Management Company Limited</td><td>274,273,061</td><td>3.422%</td></tr> <tr> <td>Beijing Energy Holding Co., Ltd.</td><td>260,936,852</td><td>3.255%</td></tr> <tr> <td>Beijing Industrial Developing Investment Management Co., Ltd.</td><td>50,107,627</td><td>0.625%</td></tr> <tr> <td>Qingtian Yunsheng Investment Management Co., Ltd.</td><td>33,706,698</td><td>0.421%</td></tr> <tr> <td>Beijing Jingguofa Equity Investment Fund (Limited Partner)</td><td>29,850,746</td><td>0.372%</td></tr> <tr> <td>Qingtian Yunzhong Investment Management Co., Ltd.</td><td>22,471,132</td><td>0.280%</td></tr> <tr> <td>Ningbo Jingjie Investment Co., Ltd.</td><td>12,500,000</td><td>0.156%</td></tr> <tr> <td>Quanzhou Citong Venture Investment Center (Limited Partner)</td><td>11,232,000</td><td>0.140%</td></tr> <tr> <td>Anhui Lianyuan Capital Co., Ltd.</td><td>6,404,272</td><td>0.080%</td></tr> <tr> <td>Tianjin Blueberry Investment Partnership (Limited Partner)</td><td>5,617,783</td><td>0.070%</td></tr> <tr> <td>Overseas listed foreign shares (H shares)</td><td>2,520,690,682</td><td>31.448%</td></tr> <tr> <td>Total</td><td>8,015,338,182</td><td>100.000%</td></tr> </table>	Name of the Investors	Number of Shares Held (Shares)	Shareholding Percentage	Beijing Automotive Group Co., Ltd.	3,758,798,622	46.895%	Shougang Group Co., Ltd.	1,028,748,707	12.835%	Beijing State-owned Capital Operation and Management Company Limited	274,273,061	3.422%	Beijing Energy Holding Co., Ltd.	260,936,852	3.255%	Beijing Industrial Developing Investment Management Co., Ltd.	50,107,627	0.625%	Qingtian Yunsheng Investment Management Co., Ltd.	33,706,698	0.421%	Beijing Jingguofa Equity Investment Fund (Limited Partner)	29,850,746	0.372%	Qingtian Yunzhong Investment Management Co., Ltd.	22,471,132	0.280%	Ningbo Jingjie Investment Co., Ltd.	12,500,000	0.156%	Quanzhou Citong Venture Investment Center (Limited Partner)	11,232,000	0.140%	Anhui Lianyuan Capital Co., Ltd.	6,404,272	0.080%	Tianjin Blueberry Investment Partnership (Limited Partner)	5,617,783	0.070%	Overseas listed foreign shares (H shares)	2,520,690,682	31.448%	Total	8,015,338,182	100.000%
Name of the Investors	Number of Shares Held (Shares)	Shareholding Percentage																																																																																										
Beijing Automotive Group Co., Ltd.	3,758,798,622	46.895%																																																																																										
Shougang Group Co., Ltd.	1,028,748,707	12.835%																																																																																										
Beijing State-owned Capital Operation and Management Company Limited	274,273,061	3.422%																																																																																										
Beijing Energy Holding Co., Ltd.	260,936,852	3.255%																																																																																										
Beijing Industrial Developing Investment Management Co., Ltd.	50,107,627	0.625%																																																																																										
Qingtian Yunsheng Investment Management Co., Ltd.	33,706,698	0.421%																																																																																										
Beijing Jingguofa Equity Investment Fund (Limited Partner)	29,850,746	0.372%																																																																																										
Qingtian Yunzhong Investment Management Co., Ltd.	22,471,132	0.280%																																																																																										
Ningbo Jingjie Investment Co., Ltd.	12,500,000	0.156%																																																																																										
Quanzhou Citong Venture Investment Center (Limited Partner)	11,232,000	0.140%																																																																																										
Anhui Lianyuan Capital Co., Ltd.	6,404,272	0.080%																																																																																										
Tianjin Blueberry Investment Partnership (Limited Partner)	5,617,783	0.070%																																																																																										
Overseas listed foreign shares (H shares)	2,520,690,682	31.448%																																																																																										
Total	8,015,338,182	100.000%																																																																																										
Name of the Investors	Number of Shares Held (Shares)	Shareholding Percentage																																																																																										
Beijing Automotive Group Co., Ltd.	3,758,798,622	46.895%																																																																																										
Shougang Group Co., Ltd.	1,028,748,707	12.835%																																																																																										
Beijing State-owned Capital Operation and Management Company Limited	274,273,061	3.422%																																																																																										
Beijing Energy Holding Co., Ltd.	260,936,852	3.255%																																																																																										
Beijing Industrial Developing Investment Management Co., Ltd.	50,107,627	0.625%																																																																																										
Qingtian Yunsheng Investment Management Co., Ltd.	33,706,698	0.421%																																																																																										
Beijing Jingguofa Equity Investment Fund (Limited Partner)	29,850,746	0.372%																																																																																										
Qingtian Yunzhong Investment Management Co., Ltd.	22,471,132	0.280%																																																																																										
Ningbo Jingjie Investment Co., Ltd.	12,500,000	0.156%																																																																																										
Quanzhou Citong Venture Investment Center (Limited Partner)	11,232,000	0.140%																																																																																										
Anhui Lianyuan Capital Co., Ltd.	6,404,272	0.080%																																																																																										
Tianjin Blueberry Investment Partnership (Limited Partner)	5,617,783	0.070%																																																																																										
Overseas listed foreign shares (H shares)	2,520,690,682	31.448%																																																																																										
Total	8,015,338,182	100.000%																																																																																										

No.	Original	Revised
4.	<p>Article 46 Where the Company incurs losses as a result of directors' and senior management members' (other than the members of the audit committee) violation of the laws, regulations or these Articles in the course of performing their duties with the Company, shareholders individually or jointly holding 1% or more of the Company's shares for more than 180 consecutive days shall be entitled to request in writing the audit committee to initiate proceedings in the court. Where the Company incurs losses as a result of the members of the audit committee' violation of any provision of laws, regulations or these Articles in the course of performing its duties with the Company, the shareholders shall be entitled to make a request in writing to the board of directors to initiate proceedings in the court.</p> <p>.....</p>	<p>Article 46 Where the Company incurs losses as a result of directors' and senior management members' (other than the members of the audit committee) violation of the laws, regulations or these Articles in the course of performing their duties with the Company, shareholders individually or jointly holding 1% or more of the Company's shares for more than 180 consecutive days shall be entitled to request in writing the audit committee to initiate proceedings in the court. Where the Company incurs losses as a result of the members of the audit committee' violation of any provision of laws, regulations or these Articles in the course of performing its duties with the Company, the <u>aforementioned</u> shareholders shall be entitled to make a request in writing to the board of directors to initiate proceedings in the court.</p> <p>.....</p>
5.	<p>Article 57</p> <p>.....</p> <p>For notices given under this Article, the date posted shall be the date of delivering the relevant notice to post office by the Company or the share registrar appointed by the Company.</p>	<p>Article 57</p> <p>.....</p> <p>For notices given under this Article, the date posted shall be the date of delivering the relevant notice to post office by the Company or the share registrar appointed by the Company.</p>
6.	<p>Article 76 All directors and the secretary to the board of directors shall attend the shareholders' meeting, whereas the president and other senior management shall be present at the meeting.</p>	<p>Article 76 All directors and the secretary to the board of directors shall attend the shareholders' meeting, whereas the president and other senior management shall be present at the meeting. <u>If a shareholders' meeting requires directors and senior management to be present, they shall be present at the meeting and answer questions from shareholders.</u></p>

No.	Original	Revised
7.	<p>Article 88 In the event that the votes are counted at the shareholders' meeting, the counting results shall be recorded in the minutes of the meeting.</p> <p>Minutes shall be kept of the decisions on the matters considered at the shareholders' meeting. The minutes of the meeting shall be signed by the directors, the secretary to the board of directors, the conveners or their proxies and the presider of the meeting present at the meeting. The minutes of the meeting together with the attendance book for shareholders' signing and the proxy forms for proxies attending the meeting as well as valid information relating to the voting by electronic means or by other means shall be kept at the domicile of the Company and shall not be destroyed in 10 years.</p>	<p>Article 88 In the event that the votes are counted at the shareholders' meeting, the counting results shall be recorded in the minutes of the meeting.</p> <p>Minutes shall be kept of the decisions on the matters considered at the shareholders' meeting. The minutes of the meeting shall be signed by the directors, the secretary to the board of directors, the conveners or their proxies and the presider of the meeting <u>in attendance or</u> present at the meeting. The minutes of the meeting together with the attendance book for shareholders' signing and the proxy forms for proxies attending the meeting as well as valid information relating to the voting by electronic means or by other means shall be kept at the domicile of the Company and shall not be destroyed in 10 years.</p>

No.	Original	Revised
8.	<p>Chapter 10 Party Committee</p> <p>Article 99 The Company shall establish a Company Party Committee and a Company Discipline Inspection Committee. The offices of the chairman and the secretary to the Company Party Committee shall be held by the same person in principle, and there shall be a deputy secretary mainly responsible for party construction work. Members of the Company Party Committee can join the board of directors and the management through legal procedures. Eligible members of the board of directors and the management can also join the Company Party Committee in accordance with relevant requirements and procedures.</p> <p>The numbers of secretaries, deputy secretaries and members of the Company Party Committee and the Company Discipline Inspection Committee are set according to approval of the party committee of the higher level, and subject to election. When the party member representative congress is not in session, the party committee of the higher level may, if it considers it necessary, appoint the secretary and the deputy secretary to the Company Party Committee and the secretary to the Company Discipline Inspection Committee.</p>	<p>Chapter 10 <u>Company Party Committee</u></p> <p>Article 99 The Company shall establish a Company Party Committee and a Company Discipline Inspection Committee. <u>In accordance with the regulations of the Party Constitution and the Working Regulations of the Communist Party of China on the Grassroots Organization of State-owned Enterprises (Trial), as approved by party organizations of the higher level, the Company Party Committee is established. At the same time, in accordance with relevant regulations, the Company Discipline Inspection Committee is established.</u></p> <p><u>The Company Party Committee is elected by the party member congress or the party member representative congress, and each term of office is five years in general. Regular reelection shall be conducted upon the expiration of the term of office. Each term of office of the Company Discipline Inspection Committee shall be the same as the Company Party Committee.</u></p>

No.	Original	Revised
		<p><u>The leading group of the Company Party Committee comprises five to nine members in general, consisting of one secretary to the Company Party Committee, and one to two deputy secretary(ies) to the Company Party Committee.</u> The offices of the chairman and the secretary to the Company Party Committee shall be held by the same person in principle, and there shall be a deputy secretary mainly responsible for party construction work.</p> <p><u>Eligible members</u> of the Company Party Committee can join the board of directors and the management through legal procedures. Eligible members of the board of directors and the management can also join the Company Party Committee in accordance with relevant requirements and procedures.</p> <p>The numbers of secretaries, deputy secretaries and members of the Company Party Committee and the Company Discipline Inspection Committee are set according to approval of the party committee of the higher level, and subject to election. When the party member representative congress is not in session, the party committee of the higher level may, if it considers it necessary, appoint the secretary and the deputy secretary to the Company Party Committee and the secretary to the Company Discipline Inspection Committee.</p>

No.	Original	Revised
9.	<p>Article 100 The Company Party Committee shall perform the following responsibilities.</p> <p>(1) It shall supervise the implementation of guiding principles and policies of the party and the state and the decisions and arrangements of the party committee of the higher level in the Company.</p> <p>(2) It shall carry out work with focus on production and operation of the Company, and support the board of directors, the audit committee and managers in exercising their powers in accordance with the law. It shall support the work of the employee representative congress according to law, and hear opinions of employees in making significant decisions. Significant matters involving vital interests of employees shall be considered at the employee representative congress.</p> <p>(3) It shall adhere to the integration of the principle of cadre management by the party with election of managers by the board of directors and exercise of the right to employ personnel by managers in accordance with the law. The Company Party Committee shall recommend the nominated candidates to the board of directors and the general manager, or consider the candidates nominated by the board of directors or the general manager and raise opinions and advice. The Company Party Committee and the board of directors shall assess proposed candidates and raise opinions and advice after collective discussion.</p>	<p>Article 100 The Company Party Committee shall perform the following responsibilities. <u>The Company Party Committee shall play the leading role by providing direction, managing the overall situation and ensuring implementation. It shall discuss and decide on significant matters of the Company in accordance with regulations and its primary responsibilities are as follows:</u></p> <p><u>(1) It shall strengthen the political development of the party in the Company, adhere to and implement the fundamental system, basic system and important system of socialism with Chinese characteristics as well as educate and guide all party members to maintain a high degree of consistency with the Party Central Committee with Comrade Xi Jinping as the core in the political stance, political direction, political principles and political path.</u></p> <p>(+)(2) It shall thoroughly study and implement Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, learn and propagate the party's theory, thoroughly implement the party's route, principles and policies as well as supervise and guarantee the implementation of significant decisions and arrangements of the Party Central Committee as well as the resolutions of the party organization of the higher level in the Company. <u>(2) It shall thoroughly study and implement Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, learn and propagate the party's theory, thoroughly implement the party's route, principles and policies as well as supervise and guarantee the implementation of significant decisions and arrangements of the Party Central Committee as well as the resolutions of the party organization of the higher level in the Company.</u> It shall supervise the implementation of guiding principles and policies of the party and the state and the decisions and arrangements of the party committee of the higher level in the Company.</p>

No.	Original	Revised
	<p>(4) It shall research and discuss the stability of reform and development, significant operation and management matters and significant issues involving vital interests of employees of the Company, and raise opinions and advice.</p> <p>(5) It shall assume the entity responsibility for fully strengthening party self-discipline, and direct the ideological and political work, united front work, construction of spirituality, construction of corporate culture, and mass work including work of the labor union and communist youth league in the Company. It shall direct the work of improving the party conduct and upholding integrity, and support the Company Discipline Inspection Committee in effectively performing the supervision responsibility.</p>	<p>(2)(3) It shall carry out work with focus on production and operation of the Company,<u>research and discuss significant operation and management matters of the Company</u> and support the board of directors, the audit committee and managers in exercising their powers in accordance with the law. It shall support the work of the employee representative congress according to law, and hear opinions of employees in making significant decisions. Significant matters involving vital interests of employees shall be considered at the employee representative congress.</p> <p>(3)(4) <u>It shall strengthen leadership and oversight over the selection and appointment of personnel within the Company, focus on the construction of the Company's leadership team, cadre team, and talent team,</u> adhere to the integration of the principle of cadre management by the party with election of managers by the board of directors and exercise of the right to employ personnel by managers in accordance with the law. The Company Party Committee shall recommend the nominated candidates to the board of directors and the general manager, or consider the candidates nominated by the board of directors or the general manager and raise opinions and advice. The Company Party Committee and the board of directors shall assess proposed candidates and raise opinions and advice after collective discussion.</p>

No.	Original	Revised
		<p><u>(5) It shall assume the entity responsibility of the Company to fully strengthen party self-discipline, support and supervise discipline inspection institutions to fulfil their supervisory responsibilities, strengthen the construction of the culture of integrity in the new era and incorporate the culture of integrity into corporate governance, and promote the responsibilities of the party governance and administration into the grassroots level.</u></p> <p>(4)<u>(6) It shall strengthen the building of grassroot party organizations and teams of party members, unite and lead employees to devote themselves into the reform and development of the Company,</u> research and discuss the stability of reform and development, significant operation and management matters and significant issues involving vital interests of employees of the Company, and raise opinions and advice.</p> <p>(5)<u>(7) It shall assume the entity responsibility for fully strengthening party self-discipline, and direct the ideological and political work, united front work, construction of spirituality, construction of corporate culture, and mass work</u><u>organizations</u> including work of the labor union and communist youth league <u>and women's organization</u> in the Company. It shall direct the work of improving the party conduct and upholding integrity, and support the Company Discipline Inspection Committee in effectively performing the supervision responsibility.</p> <p><u>(8) It shall discuss and decide other important matters within the purview of the Company Party Committee.</u></p>

No.	Original	Revised
10.	<p>Article 117 Meetings of the board of directors shall be held regularly at least four times in each year and shall be convened by the chairman of the board of directors.</p> <p>An extraordinary board meeting may be convened upon the proposal of chairman of the board of directors, shareholders individually or jointly holding more than one tenth of the total number of shares carrying voting rights of the Company, more than one third of the directors, more than a half of the independent directors, president or the audit committee. Chairman of the board of directors shall convene and chair the board meeting within 10 days after receiving such proposal.</p>	<p>Article 117 Meetings of the board of directors shall be held regularly at least four times in each year and shall be convened by the chairman of the board of directors.</p> <p>An extraordinary board meeting may be convened upon the proposal of chairman of the board of directors, shareholders individually or jointly holding more than one tenth of the total number of shares carrying voting rights of the Company, more than one third of the directors, more than a half of the independent directors, president, or the audit committee, <u>or the Company Party Committee.</u> Chairman of the board of directors shall convene and chair the board meeting within 10 days after receiving such proposal.</p>
11.	<p>Article 127</p> <p>Independent directors shall be appointed for a term of 3 years, which is renewable upon reelection. However, the term of office of an independent director shall not exceed a total of 6 years, unless otherwise provided in relevant laws, regulations and the listing rules of the stock exchange on which the shares of the Company are listed.</p>	<p>Article 127</p> <p>Independent directors shall be appointed for a term of 3 years, which is renewable upon reelection. However, the term of office of an independent director shall not exceed a total of 6 years, unless otherwise provided in relevant laws, regulations and the listing rules of the stock exchange on which the shares of the Company are listed. <u>The term of office upon reelection shall be determined in accordance with relevant laws, regulations and the listing rules of the stock exchange on which the shares of the Company are listed.</u></p>

No.	Original	Revised
12.	<p>Article 145 Each of the Company's directors, president and other senior management shall carry out his duties in accordance with the principle of fiduciary and shall not put himself in a position where his duty and his interest may conflict. This principle applies to, among others, the discharge of the following obligations:</p> <p>.....</p> <p>(9) to abide by these Articles, faithfully execute his official duties and protect the Company's interests, and not to exploit his position and power in the Company to advance his/her own private interests;</p> <p>(10) no one shall use their position to seek business opportunities that belong to the Company for themselves or others. However, the following exceptions apply:</p> <p>.....</p> <p>(11) without reporting to the board of directors or the shareholders' meeting and being approved by a resolution of the board of directors or the shareholders' meeting in accordance with the provisions of these Articles, shall not engage in or operate a business similar to that of the company either on their own account or for another person;</p> <p>(12) not to misappropriate the Company's funds or to lend the Company's funds to others, not to open accounts in his own name or other names for the deposit of the Company's funds and not to provide a guarantee for the debts of any shareholder(s) of the Company or other individual(s) with the Company's assets; and</p>	<p>Article 145 Each of the Company's directors, president and other senior management shall carry out his duties in accordance with the principle of fiduciary and shall not put himself in a position where his duty and his interest may conflict. This principle applies to, among others, the discharge of the following obligations:</p> <p>.....</p> <p>(9) to abide by these Articles, faithfully execute his official duties and protect the Company's interests, and not to exploit his position and power in the Company to advance his/her own private interests;</p> <p><u>(10) to abide by the regulations on honest practice for leaders at state-owned enterprises;</u></p> <p>(10)(11) no one shall use their position to seek business opportunities that belong to the Company for themselves or others. However, the following exceptions apply:</p> <p>.....</p> <p>(11)(12) without reporting to the board of directors or the shareholders' meeting and being approved by a resolution of the board of directors or the shareholders' meeting in accordance with the provisions of these Articles, shall not engage in or operate a business similar to that of the company either on their own account or for another person;</p>

No.	Original	Revised
	<p>(13) without the informed consent of shareholders in shareholders' meeting, not to disclose any confidential information relating to the Company acquired by him during his/her tenure and not to use such information in purposes other than in furtherance of the interests of the Company, save that disclosure of such information to the court or other governmental competent authorities is permitted if:</p> <p>.....</p>	<p>(12)(13) not to misappropriate the Company's funds or to lend the Company's funds to others, not to open accounts in his own name or other names for the deposit of the Company's funds and not to provide a guarantee for the debts of any shareholder(s) of the Company or other individual(s) with the Company's assets <u>not to use the Company's properties to provide a guarantee for any other persons without consent;</u> and</p> <p>(13)(14) without the informed consent of shareholders in shareholders' meeting, not to disclose any confidential information relating to the Company acquired by him during his/her tenure and not to use such information in purposes other than in furtherance of the interests of the Company, save that disclosure of such information to the court or other governmental competent authorities is permitted if:</p> <p>.....</p>
<p>The adjustments to the provisions numbers (including the provisions numbers of the provisions referenced in the specific provisions) and the margin notes of the provisions of the Articles of Association (if any) resulting from the adjustments to these Articles of Association apply uniformly throughout the entire text and are not presented individually in this table.</p>		

APPENDIX II: SPECIFIC PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE SHAREHOLDERS' MEETINGS

No.	Original	Revised
1.	<p>Article 18 When the Company convenes an annual general meeting, it shall issue a written notice at least 20 clear business days prior to the meeting informing all the registered shareholders of the matters to be considered at the meeting as well as the date and place of the meeting. When the Company convenes an extraordinary general meeting, notice of the meeting shall be given at least 10 clear business days or 15 days (whichever is longer) before the date of the meeting.</p> <p>Regarding the calculation of the notice period, the date of the notice and the date of the meeting shall not be included.</p> <p>The aforementioned business day shall mean the date on which the Hong Kong Stock Exchange opens for securities trading.</p> <p>For notices given under this Article, the date posted shall be the date of delivering the relevant notice to post office by the Company or the share registrar appointed by the Company.</p>	<p>Article 18 When the Company convenes an annual general meeting, it shall issue a written notice at least 20 clear business days prior to the meeting informing all the registered shareholders of the matters to be considered at the meeting as well as the date and place of the meeting. When the Company convenes an extraordinary general meeting, notice of the meeting shall be given at least 10 clear business days or 15 days (whichever is longer) before the date of the meeting.</p> <p>Regarding the calculation of the notice period, the date of the notice and the date of the meeting shall not be included.</p> <p>The aforementioned business day shall mean the date on which the Hong Kong Stock Exchange opens for securities trading.</p> <p>For notices given under this Article, the date posted shall be the date of delivering the relevant notice to post office by the Company or the share registrar appointed by the Company.</p>
2.	<p>Article 33 When a shareholders meeting is held, all directors and the secretary to the board of directors of the Company shall attend the meeting, and the president and other senior management shall attend the meeting.</p>	<p>Article 33 When a shareholders meeting is held, all directors and the secretary to the board of directors of the Company shall attend the meeting, and the president and other senior management shall attend the meeting. <u>If a shareholders' meeting requires directors and senior management to be present, they shall be present at the meeting and answer questions from shareholders.</u></p>

No.	Original	Revised
3.	<p>Article 52 Minutes</p> <p>The shareholders' meeting shall have minutes prepared by the secretary to the board of directors. The minutes of meeting shall state the following:</p> <p>(1) the time, venue of, and the agenda for, the meeting, and the name or title of the convener;</p> <p>(2) the names of the chairman of the meeting and the directors and senior management in attendance or present at the meeting;</p> <p>(3) the number of shareholders and proxies in attendance at the meeting, the total number of voting shares held by them, and the percentage of the total number of shares of the Company represented thereby;</p> <p>.....</p>	<p>Article 52 Minutes</p> <p>The shareholders' meeting shall have minutes prepared by the secretary to the board of directors. The minutes of meeting shall state the following:</p> <p>(1) the time, venue of, and the agenda for, the meeting, and the name or title of the convener;</p> <p>(2) the names of the chairman of the meeting and the directors and senior management in attendance or present at the meeting;</p> <p>(3) the number of shareholders and proxies in attendance at the meeting, the total number of voting shares held by them, and the percentage of the total number of shares of the Company represented thereby;</p> <p>.....</p>
4.	<p>Article 54 The minutes of the meeting shall be signed by the directors and the secretary to the board of directors, the conveners or their proxies and the presider of the meeting present at the meeting.</p>	<p>Article 54 The minutes of the meeting shall be signed by the directors and the secretary to the board of directors, the conveners or their proxies and the presider of the meeting <u>in attendance or</u> present at the meeting.</p>

APPENDIX III: SPECIFIC PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD

No.	Original	Revised
1.	<p>Article 10 Extraordinary Meeting</p> <p>An extraordinary board meeting may be convened upon the proposal of chairman of the board of directors, shareholders individually or jointly holding more than one tenth of the total number of shares carrying voting rights of the Company, more than one third of the directors, more than a half of the independent directors, president or the audit committee. Chairman of the board of directors shall convene and chair the board meeting within ten days after receiving such proposal.</p>	<p>Article 10 Extraordinary Meeting</p> <p>An extraordinary board meeting may be convened upon the proposal of chairman of the board of directors, shareholders individually or jointly holding more than one tenth of the total number of shares carrying voting rights of the Company, more than one third of the directors, more than a half of the independent directors, president, or the audit committee <u>or the Company Party Committee.</u> Chairman of the board of directors shall convene and chair the board meeting within ten days after receiving such proposal.</p>