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

If you have sold or transferred all your shares in Xinjiang Goldwind Science & Technology Co., Ltd., you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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Goldwind

XINJIANG GOLDWIND SCIENCE & TECHNOLOGY CO., LTD.*

新疆金風科技股份有限公司

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

Stock Code: 02208

**PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION
PROPOSED TO AMENDMENTS TO RULES OF PROCEDURE FOR
THE GENERAL MEETING
PROPOSED REMUNERATION OF THE CHAIRMAN
PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting of the shareholders of Xinjiang Goldwind Science & Technology Co., Ltd.* to be held at Conference Room, No. 8 Boxing Yi Road, Economic & Technological Development District, Beijing, PRC at 2:30 p.m. on Friday, 23 December 2022 is set out on pages 61 to 63 of this circular.

A form of proxy and a reply slip for use in connection with the extraordinary general meeting of the shareholders of Xinjiang Goldwind Science & Technology Co., Ltd.* are enclosed herewith and published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk). Whether or not you are able to attend the meeting, please complete and return the reply slip and the form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not later than 20 days and 24 hours, respectively, before the time designated for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

7 November 2022

* For identification purpose only

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DEFINITIONS

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

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| “A Shares” | ordinary shares issued by the Company, with RMB-denominated par value of RMB1.00 each, which are listed on the SZSE and traded in RMB; |
| “Articles of Association” | the articles of association of the Company, as amended, modified or otherwise supplemented from time to time; |
| “Board” | the board of directors of the Company; |
| “Chairman” | the chairman of the Board; |
| “Company” | 新疆金風科技股份有限公司 (Xinjiang Goldwind Science & Technology Co., Ltd.) a joint stock limited liability company established in the PRC on 26 March 2001, the H Shares of which are listed and traded on the main board of the Stock Exchange and the A Shares of which are listed on the SZSE; |
| “Directors” | the directors of the Company; |
| “Extraordinary General Meeting” or “EGM” | the extraordinary general meeting of the Company to be convened at Conference Room, No. 8, Boxing Yi Road, Economic & Technological Development District, Beijing, PRC at 2:30 p.m. on Friday, 23 December 2022, the notice of which is set out on pages 61 to 63 of this circular; |
| “Group” | the Company and its subsidiaries; |
| “H Shares” | ordinary shares issued by the Company, with RMB-denominated par value of RMB1.00 each, which are subscribed for and paid up in Hong Kong dollars and listed on the Stock Exchange; |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC; |

DEFINITIONS

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| “Latest Practicable Date” | 4 November 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular; |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange; |
| “PRC” | the People’s Republic of China. References in this circular to the PRC exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan; |
| “RMB” | Renminbi, the lawful currency of the PRC; |
| “Shareholder(s)” | shareholder(s) of the Company; |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited; |
| “subsidiary” | has the meaning as ascribed in the Listing Rules; |
| “SZSE” | Shenzhen Stock Exchange; and |
| “SZSE Listing Rules” | The Rules Governing Listing of Stocks on the Shenzhen Stock Exchange. |

LETTER FROM THE BOARD



XINJIANG GOLDWIND SCIENCE & TECHNOLOGY CO., LTD.*
新疆金風科技股份有限公司

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

Stock Code: 02208

Directors:

Executive Directors:

Mr. Wu Gang (*Chairman*)

Mr. Cao Zhigang

Mr. Wang Haibo

Non-executive Directors:

Mr. Lu Hailin

Mr. Gao Jianjun

Independent Non-executive Directors:

Ms. Yang Jianping

Mr. Tsang Hin Fun Anthony

Mr. Wei Wei

Registered Office:

No. 107, Shanghai Road

Economic & Technological

Development District

Urumqi

Xinjiang

Place of Business in Hong Kong:

Edinburgh Tower, 33/F, The Landmark

15 Queen's Road Central

Hong Kong

7 November 2022

To the Shareholders,

Dear Sir or Madam,

**PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION
PROPOSED TO AMENDMENTS TO RULES OF PROCEDURE FOR
THE GENERAL MEETING
PROPOSED REMUNERATION OF THE CHAIRMAN
PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

I. INTRODUCTION

Reference is made to the Company's announcements dated 25 July 2022 regarding proposed amendments to the Articles of Association and the Rules of Procedure for the General Meeting.

* *For identification purpose only*

LETTER FROM THE BOARD

The purpose of this circular is to set out the details of (1) the proposed amendments to the Articles of Association; (2) the proposed amendments to the Rules of Procedure for the General Meeting; (3) the proposed remuneration of the Chairman; (4) the proposed appointment of non-executive Director; and (5) to give you notice of the EGM to consider and approve the proposed resolutions. For details of the proposed resolutions of the EGM, please refer the EGM notice enclosed to this circular.

According to the Articles of Association, special resolutions shall be passed by more than two-thirds of the shares with voting rights by the shareholders (including proxies) present at the EGM.

II. PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

Reference is made to the Company's announcement dated 25 July 2022. According to the relevant requirements of Articles Guidance for Listing Companies and other laws and regulations, the Board proposed to amend the Articles of Association. Details of the proposed amendments to the Articles of Association are set out in Appendix I to this circular.

The proposed amendments to the Articles of Association will be subject to the voting of Shareholders by way of a special resolution at the EGM and shall become effective upon approval by the Shareholders at the EGM.

The English version of the Articles of Association is an unofficial translation of its Chinese version and is for reference only. In case of any discrepancies, the Chinese version shall prevail.

The legal advisers of the Company as to the law of Hong Kong has confirmed that the proposed amendments to the Articles of Association conform with the requirements of the Listing Rules, and the legal advisers of the Company as to the law of PRC has confirmed that the proposed amendments to the Articles of Association do not contravene the applicable laws of the PRC. The Company also confirmed that there is nothing unusual about the proposed amendments to the Articles of Association for a company listed on the Stock Exchange.

III. PROPOSED AMENDMENTS TO RULES OF PROCEDURE FOR THE GENERAL MEETING

Reference is made to the Company's announcement dated 25 July 2022. According to the relevant requirements of the *Company Law of the PRC*, *Articles Guidance for Listing Companies*, and *General Meeting Rules for Listing Companies* and other laws and regulations, the Board proposed to amend the Rules of Procedure for the General Meeting. Details of the proposed amendments to the Rules of Procedure for the General Meeting are set out in Appendix II to this circular.

LETTER FROM THE BOARD

The proposed amendments to the Rules of Procedure for the General Meeting will be subject to the voting of Shareholders by way of a special resolution at the EGM and shall become effective upon approval by the Shareholders at the EGM.

The English version of the Rules of Procedure for the General Meeting is an unofficial translation of its Chinese version and is for reference only. In case of any discrepancies, the Chinese version shall prevail.

IV. PROPOSED REMUNERATION OF THE CHAIRMAN

After deliberation and approval by the Board, the remuneration of the Chairman shall consist of a basic annual salary, an annual performance salary and a bonus for excess profits, among which the basic annual salary would be RMB1.38 million per year (tax included), and the annual performance salary and bonus for excess profits shall be determined by the remuneration and assessment committee of the Board based on the Company's performance and salary and remuneration management system.

V. PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 26 October 2022, in relation to the proposed election of non-executive Director. Based on the recommendation of the nomination committee of the Board, the Board proposed to appoint Mr. Wang Yili (王義禮) (“**Mr. Wang**”) as a non-executive Director. The term of office of Mr. Wang shall expire upon the expiry of the term of the eighth session of the Board.

Mr. Wang, aged 49, graduated from the PLA University of Foreign Languages (解放軍外國語學院) with a bachelor's degree in Russian Language. From January 2008 to July 2009, Mr. Wang served as the deputy general manager of Fujia Business Management Co., Ltd.* (福佳商業管理有限公司); from July 2009 to May 2011, he served as the general manager of Fujia Business Management Co., Ltd.; from May 2011 to July 2011, he served as the deputy general manager of the Administrative Department of Fujia Group Co. Ltd.* (福佳集團有限公司); from July 2011 to October 2013, he served as the assistant to the president of Fujia Group Co. Ltd.; from October 2013 to September 2015, he served as the vice president of Fujia Group Co. Ltd.; from September 2015 to July 2018, he served as the executive vice president of Fujia Group Co. Ltd.; from July 2018 to March 2020, he served as the deputy head of the Hexie Health project special working group of Fujia Group Co. Ltd.; from March 2020 to April 2022, he served as the proposed secretary to the board of Hexie Health Insurance Co., Ltd.; he has been serving as the secretary to the board of Hexie Health Insurance Co., Ltd. since April 2022.

LETTER FROM THE BOARD

Mr. Wang is currently a director of Financial Street Holdings Co., Ltd.* (金融街控股股份有限公司), whose securities are listed on the SZSE (stock code: 000402).

As at the Latest Practicable Date, Mr. Wang (i) did not have any interests in the Company's securities within the meaning of Part XV of the Securities and Futures Ordinance; (ii) did not have any relationship with any Directors, senior management, or substantial shareholders of the Company save as disclosed above; (iii) did not hold any other position with the Company or any other member of the group of companies of which the Company forms part save as disclosed above; (iv) did not have any major appointments and professional qualifications save as disclosed above; and (v) had not held any directorship in other listed public companies in the last three years save as disclosed above.

Save as disclosed in this circular, there is no other information to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules, nor are there other matters that need to be brought to the attention of the Shareholders in relation to the proposed appointment of Mr. Wang as a non-executive Director.

Subject to the approval of Shareholders at the EGM, the Company will enter into a service contract with Mr. Wang, which will state, among other things, his annual remuneration and length of service. Mr. Wang as a non-executive Director will not receive any remuneration from the Company.

VI. EXTRAORDINARY GENERAL MEETING

The EGM is proposed to be held at Conference Room, No. 8, Boxing Yi Road, Economic & Technological Development District, Beijing, PRC at 2:30 p.m. on Friday, 23 December 2022, at which resolutions to be approved, include, among other things, (1) the proposed amendments to the Articles of Association; (2) the proposed amendments to the Rules of Procedure for the General Meeting; (3) the proposed remuneration of the Chairman; and (4) the proposed appointment of non-executive Director.

The register of members of the Company will be closed from Wednesday, 23 November 2022 to Friday, 23 December 2022 (both days inclusive) for the purpose of determining the Shareholders entitled to attend the EGM. During the above-mentioned period, no share transfer will be registered. Holders of H Shares whose names appear on the register of members as at the close of business on Tuesday, 22 November 2022 are entitled to attend the EGM. In order to attend and vote at the EGM, holders of H Shares whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Tuesday, 22 November 2022.

LETTER FROM THE BOARD

Voting by Shareholders at the EGM must be taken by poll in accordance with rule 13.39(4) of the Listing Rules.

VII. RECOMMENDATION

The Directors believe that the proposed resolutions in respect of, among other things, (1) the proposed amendments to the Articles of Association; (2) the proposed amendments to the Rules of Procedure for the General Meeting; (3) the proposed remuneration of the Chairman; and (4) the proposed appointment of non-executive Director are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders should vote in favour of all resolutions to be proposed at the EGM.

Yours faithfully,

For and on behalf of the Board

Xinjiang Goldwind Science & Technology Co., Ltd.*

WU Gang

Chairman

| No. | Before amendments | After the proposed amendments |
|-----|---|---|
| 1 | <p>Article 1.01</p> <p>These Articles of Association (these “Articles”) have been formulated in order to protect the lawful rights and interests of the Company and its shareholders and creditors, and to govern the activities and organization of the Company. These Articles are formulated in accordance with relevant national laws and administrative regulations, including the Company Law of the PRC, the Securities Law of the PRC, the Special Regulations, the Mandatory Provisions, and the Guidelines on Articles of Association.</p> <p>The Company is a company limited by shares incorporated in accordance with the Company Law of the PRC and other relevant national laws and administrative regulations.</p> <p>Following authorization by the Approval regarding the Incorporation of Xinjiang Goldwind Science & Technology Co., Ltd. (Xin Zheng Han [2001] No. 29) issued by the government of Xinjiang Uyghur Autonomous Region (“Xinjiang”), the Company was established by way of the overall restructuring of Xinjiang New Wind Kegongmao Co., Ltd.. On 26 March 2001, that Company received its business license upon registration with the Administration for Industry and Commerce of Xinjiang.</p> | <p>Article 1.01</p> <p>These Articles of Association (these “Articles”) have been formulated in order to protect the lawful rights and interests of the Company and its shareholders and creditors, and to govern the activities and organization of the Company. These Articles are formulated in accordance with relevant national laws and administrative regulations, including the Company Law of the PRC, the Securities Law of the PRC, the Mandatory Provisions, the Guidelines on Articles of Association, the Rules for the General Meeting of Listed Company, the Listing Rules of Shenzhen Stock Exchange and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.</p> <p>The Company is a company limited by shares incorporated in accordance with the Company Law of the PRC and other relevant national laws and administrative regulations.</p> <p>Following authorization by the Approval regarding the Incorporation of Xinjiang Goldwind Science & Technology Co., Ltd. (Xin Zheng Han [2001] No. 29) issued by the government of Xinjiang Uyghur Autonomous Region (“Xinjiang”), the Company was established by way of the overall restructuring of Xinjiang New Wind Kegongmao Co., Ltd.. On 26 March 2001, that Company received its business license upon registration with the Market Supervision Administration of Xinjiang.</p> |

| No. | Before amendments | After the proposed amendments |
|-----|--|--|
| 2 | | <p>Article 1.10</p> <p>The Company shall set up its Communist Party of China (“CPC”) organization and carry out CPC activities in accordance with the requirements of the Constitution of the CPC. The Company shall provide the CPC organization with necessary conditions for its activities.</p> |
| 3 | <p>Article 3.11</p> <p>The Company may approve of capital increases in accordance with relevant provisions of these Articles depending on its business and development requirements.</p> <p>The Company may increase its capital by:</p> <p>(1) issuing new shares to non-specific investors;</p> <p>(2) issuing new shares to specific investors;</p> <p>(3) placing new shares to existing shareholders;</p> <p>(4) distributing new shares to existing shareholders;</p> <p>(5) converting provident fund into share capital increases;</p> <p>(6) other means permitted by laws and administrative regulations.</p> <p>Upon approval in accordance with the provisions of these Articles, the increase of capital by the Company shall be implemented in accordance with the relevant national laws, administrative regulations, and the procedures required by the securities regulatory body of the place of listing.</p> | <p>Article 3.11</p> <p>Based on the needs of operation and development, the Company may approve of capital increases by the following means in accordance with the provisions of laws and regulations upon resolutions of the shareholders’ general meeting:</p> <p>(1) public offering of shares;</p> <p>(2) non-public offering of shares;</p> <p>(3) placing new shares to existing shareholders;</p> <p>(4) distributing bonus shares to existing shareholders;</p> <p>(5) converting provident fund into share capital increases;</p> <p>(6) other means permitted by laws and administrative regulations, and China Securities Regulatory Commission (“CSRC”).</p> |

| No. | Before amendments | After the proposed amendments |
|-----|---|--|
| 4 | <p>Article 3.14</p> <p>In the event that any of the Company’s directors, supervisors, and senior management personnel as well as its shareholders each holding more than 5% shares in the Company sell their shares within 6 months after the purchase of such shares, or purchase shares within 6 months after the sale of such shares, all proceeds obtained there from shall be vested in the Company, and the Board of the Company will forfeit such proceeds. However, for a securities company that holds more than 5% shares due to its underwriting of unsold shares, the sale of such shares shall not be subject to the 6-month period restriction.</p> <p>In the event that the Board of the Company fails to comply with the provisions of the preceding paragraph, shareholders have the right to request the Board to implement the related provisions within 30 days. In the event that the Board of the Company fails to implement the requirements within the period specified above, shareholders may initiate litigation in the People’s Court directly in their own names for the interest of the Company.</p> | <p>Article 3.14</p> <p>In the event that any of the Company’s shareholders each holding more than 5% shares in the Company as well as its directors, supervisors, and senior management personnel sell their shares or other securities with an equity nature they held within 6 months after the purchase, or purchase again within 6 months after the sale, all proceeds obtained there from shall be vested in the Company, and the Board of the Company will forfeit such proceeds. However, for a securities company that holds more than 5% shares by buying the remaining shares pursuant to its underwriting arrangement and other circumstances stipulated by the CSRC, the sale of such shares shall be excluded.</p> <p>For the purpose of the foregoing paragraph, the shares or other securities with the nature of equities held by the Directors, Supervisors, senior management personnel and natural person shareholders shall include the shares or other securities of equity nature held by their spouses, parents and children and held through others’ accounts.</p> |

| No. | Before amendments | After the proposed amendments |
|-----|---|---|
| | <p>In the event that the Board of the Company does not comply with the provisions of the first paragraph of this Article, the responsible Director or Directors shall bear joint and several liabilities according to the law.</p> | <p>In the event that the Board of the Company fails to comply with the provisions set forth in the first paragraph, shareholders have the right to request the Board of the Company to implement the related provisions within 30 days. In the event that the Board of the Company fails to implement the requirements within the period specified above, shareholders may initiate litigation in the People’s Court directly in their own names for the interest of the Company.</p> <p>In the event that the Board of the Company does not comply with the provisions of the first paragraph of this Article, the responsible Director or Directors shall bear joint and several liabilities according to the law.</p> |
| 5 | <p>Article 4.04</p> <p>The Company purchase its shares, by open on-market centralized transactions, or by other means authorized by the relevant laws and regulations and CSRC.</p> <p>In circumstances categorized under provision (3), (5) and (6) of Article 4.03 of these Articles, the Company shall purchase its shares by open on-market centralized transactions.</p> | <p>Article 4.04</p> <p>The Company purchase its shares, by open on-market centralized transactions, by making a repurchase offer to all shareholders with the same proportion, by an agreement outside a stock exchange, or by other means authorized by the relevant laws, administrative regulations, and CSRC.</p> <p>In circumstances categorized under provision (3), (5) and (6) of Article 4.03 of these Articles, the Company shall purchase its shares by open on-market centralized transactions.</p> |

| No. | Before amendments | After the proposed amendments |
|-----|---|--|
| 6 | <p>Article 4.06</p> <p>When the Company is to purchase shares because of the circumstances categorized under provisions (1) and (2) of Article 4.03, prior approval shall be obtained in shareholders’ general meeting; when the Company is to purchase shares because of the circumstances categorized under provisions (3), (5) and (6) set out above, prior approval shall be obtained in board meeting where over two-thirds of the directors are present, with reference to the regulations of the Articles or authorization of the general meeting.</p> <p>After the Company has bought back its shares according to law, unless otherwise specified by the government and the regulatory authorities, it shall cancel or transfer the portion of shares concerned in accordance with the regulations of the law or these Articles and shall apply to the industry and commerce registration authority of the change in registered capital following cancellation.</p> <p>The amount of the Company’s registered capital shall be reduced by the total par value of the shares cancelled.</p> | <p>Article 4.06</p> <p>When the Company is to purchase shares because of the circumstances categorized under provisions (1) and (2) of Article 4.03, prior approval shall be obtained in shareholders’ general meeting; when the Company is to purchase shares because of the circumstances categorized under provisions (3), (5) and (6) set out above, prior approval shall be obtained in board meeting where over two-thirds of the directors are present, with reference to the regulations of the Articles or authorization of the general meeting.</p> <p>After the Company acquires its shares in accordance with the provisions of Article 4.03 of these Articles, the shares acquired under the circumstances under paragraph (1) shall be cancelled within ten days from the date of acquisition; the shares acquired under circumstances under paragraphs (2) and (4) shall be transferred or cancelled within six months; the shares acquired under the circumstance of paragraphs (3), (5) and (6), the total number of shares held by the Company shall not exceed 10% of the total issued shares of the Company and shall be transferred or cancelled within three years.</p> |

| No. | Before amendments | After the proposed amendments |
|-----|--|---|
| 7 | <p data-bbox="316 346 820 378">Article 6.05</p> <p data-bbox="316 427 820 689">The Company shall sign a Shares Custodian Agreement with the domestic securities registration agency, periodically check the major shareholders' information and the changes in their shareholdings (including equity pledges), to keep up with the Company's shareholding structure.</p> <p data-bbox="316 738 820 1193">The Company may, based on the understanding and agreement reached between the State Council's securities regulatory body and the relevant foreign securities regulatory authority, deposit the shareholder register for overseas listed foreign shares outside the PRC and entrust a foreign agency to manage the register. The original shareholder register for the Company's overseas listed foreign shares listed in Hong Kong shall be deposited in Hong Kong.</p> <p data-bbox="316 1242 820 1504">The Company shall place a duplicate of the shareholder register for overseas listed foreign shares at the Company's domicile; the entrusted foreign agency shall keep the original copy and the duplicate of the shareholder register for overseas listed foreign shares consistent with each other.</p> <p data-bbox="316 1553 820 1661">If there is inconsistency between the original and the duplicate, the original copy shall prevail.</p> | <p data-bbox="852 346 986 378">Article 6.05</p> <p data-bbox="852 427 1356 689">The Company shall sign a Shares Custodian Agreement with the domestic securities registration agency, periodically check the major shareholders' information and the changes in their shareholdings (including equity pledges), to keep up with the Company's shareholding structure.</p> <p data-bbox="852 738 1356 1349">The Company may, based on the understanding and agreement reached between the State Council's securities regulatory body and the relevant foreign securities regulatory authority, deposit the shareholder register for overseas listed foreign shares outside the PRC and entrust a foreign agency to manage the register. The original shareholder register for the Company's overseas listed foreign shares listed in Hong Kong shall be deposited in Hong Kong and shall be open for inspection by shareholders. However, the Company's register of members may be closed pursuant to relevant provisions of the Companies Ordinance.</p> <p data-bbox="852 1398 1356 1661">The Company shall place a duplicate of the shareholder register for overseas listed foreign shares at the Company's domicile; the entrusted foreign agency shall keep the original copy and the duplicate of the shareholder register for overseas listed foreign shares consistent with each other.</p> <p data-bbox="852 1710 1356 1819">If there is inconsistency between the original and the duplicate, the original copy shall prevail.</p> |

| No. | Before amendments | After the proposed amendments |
|-----|---|--|
| 8 | <p>Article 7.02</p> <p> Holders of ordinary shares of the Company shall enjoy the following rights:</p> <ol style="list-style-type: none"> (1) Collect dividends and other profit distributions on the basis of the number of shares held by them; (2) Request, convene, host, participate, or appoint proxies to participate in shareholders’ general meetings in accordance with laws, and exercise corresponding voting rights; (3) Supervise and control the Company’s business activities, and raise suggestions and inquiries; (4) Transfer, gift, or pledge of their shares in accordance with laws, administrative regulations, and these Articles; (5) Obtain relevant information in accordance with these Articles, including: <ol style="list-style-type: none"> 1. Obtaining these Articles after payment of a charge to cover costs; 2. Being entitled to browse and copy, after payment of reasonable charges, the following: <ol style="list-style-type: none"> a. All parts of the register of shareholders; | <p>Article 7.02</p> <p> Holders of ordinary shares of the Company shall enjoy the following rights:</p> <ol style="list-style-type: none"> (1) Collect dividends and other profit distributions on the basis of the number of shares held by them; (2) Request, convene, host, participate, or appoint proxies to participate in shareholders’ general meetings in accordance with laws, and exercise corresponding speaking rights and voting rights; (3) Supervise and control the Company’s business activities, and raise suggestions and inquiries; (4) Transfer, gift, or pledge of their shares in accordance with laws, administrative regulations, and these Articles; (5) Obtain relevant information in accordance with these Articles, including: <ol style="list-style-type: none"> 1. Obtaining these Articles after payment of a charge to cover costs; 2. Being entitled to browse and copy, after payment of reasonable charges, the following: <ol style="list-style-type: none"> a. All parts of the register of shareholders; |

| No. | Before amendments | After the proposed amendments |
|------------|---|---|
| | <p>b. Personal information on the directors, supervisors, and senior management staff of the Company, including:</p> <p>i. Current and previous names and aliases;</p> <p>ii. Main address (domicile);</p> <p>iii. Nationality;</p> <p>iv. Full-time and all other part-time occupations and duties;</p> <p>v. Identification documents and their numbers.</p> <p>c. The status of the Company’s share capital;</p> <p>d. Reports of the aggregate par value, number of shares, and highest and lowest prices of each category of shares bought back by the Company since the last fiscal year, as well as all the expenses paid by the Company for such purchases;</p> <p>e. The minutes of shareholders’ general meetings;</p> <p>f. The minutes of board meetings;</p> <p>g. The minutes of Supervisory Committee meetings;</p> <p>h. The financial reports.</p> | <p>b. Personal information on the directors, supervisors, and senior management staff of the Company, including:</p> <p>i. Current and previous names and aliases;</p> <p>ii. Main address (domicile);</p> <p>iii. Nationality;</p> <p>iv. Full-time and all other part-time occupations and duties;</p> <p>v. Identification documents and their numbers.</p> <p>c. The status of the Company’s share capital;</p> <p>d. Reports of the aggregate par value, number of shares, and highest and lowest prices of each category of shares bought back by the Company since the last fiscal year, as well as all the expenses paid by the Company for such purchases;</p> <p>e. The minutes of shareholders’ general meetings;</p> <p>f. The minutes of board meetings;</p> <p>g. The minutes of Supervisory Committee meetings;</p> <p>h. The financial reports.</p> |

| No. | Before amendments | After the proposed amendments |
|------------|---|---|
| | <p>(6) Participate in the distribution of the remaining property of the Company according to their shareholding when the Company is terminated or liquidated;</p> <p>(7) Request for the Company to repurchase the shareholdings of shareholders who objects to resolutions of mergers and demergers approved in shareholders’ general meetings;</p> <p>(8) Other rights conferred by laws, administrative regulations, and these Articles.</p> | <p>(6) Participate in the distribution of the remaining property of the Company according to their shareholding when the Company is terminated or liquidated;</p> <p>(7) Request for the Company to repurchase the shareholdings of shareholders who objects to resolutions of mergers and demergers approved in shareholders’ general meetings;</p> <p>(8) Other rights conferred by laws, administrative regulations, and these Articles.</p> |
| 9 | <p>Article 8.02</p> <p>The shareholders’ general meeting shall exercise the functions and powers to:</p> <p>(1) decide on the business policies and investment plans of the Company;</p> <p>(2) elect and replace Directors and non-employee represented Supervisors, and decide on matters concerning the remuneration of Directors and Supervisors;</p> <p>(3) deliberate and approve reports of the Board;</p> <p>(4) deliberate and approve reports of the Supervisory Committee;</p> <p>(5) deliberate and approve the annual financial budget and final account proposals of the Company;</p> <p>(6) deliberate and approve the Company’s plans for profit distribution and making up losses;</p> <p>(7) make resolutions concerning the increase or reduction of the Company’s registered capital;</p> | <p>Article 8.02</p> <p>The shareholders’ general meeting shall exercise the functions and powers to:</p> <p>(1) decide on the business policies and investment plans of the Company;</p> <p>(2) elect and replace Directors and non-employee represented Supervisors, and decide on matters concerning the remuneration of Directors and Supervisors;</p> <p>(3) deliberate and approve reports of the Board;</p> <p>(4) deliberate and approve reports of the Supervisory Committee;</p> <p>(5) deliberate and approve the annual financial budget and final account proposals of the Company;</p> <p>(6) deliberate and approve the Company’s plans for profit distribution and making up losses;</p> <p>(7) make resolutions concerning the increase or reduction of the Company’s registered capital;</p> |

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| | <p>(8) make resolutions concerning the issuance of corporate bonds;</p> <p>(9) make resolutions on matters such as the mergers, divisions, dissolution, liquidation, or changes to the structure of the Company;</p> <p>(10) amend these Articles;</p> <p>(11) make resolutions on the employment, dismissal, or non-renewal of the accounting firms by the Company;</p> <p>(12) deliberate the proposals raised by shareholders representing 3% or more of the Company's voting shares;</p> <p>(13) deliberate and approve the guarantees described in Article 8.03 of these Articles;</p> <p>(14) deliberate the Company's (including its Subsidiaries') significant acquisition or sales of material assets conducted within the period of one year with a value exceeding 30% of the latest audited total assets of the Company;</p> <p>(15) decide the connected transactions as required to be decided in the shareholders' general meetings in accordance with the provisions of the SZSE;</p> <p>(16) deliberate and approve changes to the usage of raised funds;</p> <p>(17) deliberate the stock option incentive plan;</p> | <p>(8) make resolutions concerning the issuance of corporate bonds;</p> <p>(9) make resolutions on matters such as the mergers, divisions, dissolution, liquidation, or changes to the structure of the Company;</p> <p>(10) amend these Articles;</p> <p>(11) make resolutions on the employment, dismissal, or non-renewal of the accounting firms by the Company;</p> <p>(12) deliberate the proposals raised by shareholders representing 3% or more of the Company's voting shares;</p> <p>(13) deliberate and approve the guarantees described in Article 8.03 of these Articles;</p> <p>(14) deliberate the Company's (including its Subsidiaries') significant acquisition or sales of material assets conducted within the period of one year with a value exceeding 30% of the latest audited total assets of the Company;</p> <p>(15) decide the connected transactions as required to be decided in the shareholders' general meetings in accordance with the provisions of the SZSE;</p> <p>(16) deliberate and approve changes to the usage of raised funds;</p> <p>(17) deliberate the stock option incentive plan and employee shareholding schemes;</p> |

| No. | Before amendments | After the proposed amendments |
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| | (18) deliberate other matters as required to be decided in the shareholders' general meetings in accordance with laws, administrative regulations, departmental regulations, these Articles, and the listing rules of the place of listing of the Company. | (18) deliberate other matters as required to be decided in the shareholders' general meetings in accordance with laws, administrative regulations, departmental regulations, these Articles, and the listing rules of the place of listing of the Company. |
| 10 | <p data-bbox="316 640 820 672">Article 8.03</p> <p data-bbox="316 725 820 910">Any of the following external guarantees to be provided by the Company (including its Subsidiaries) shall be subject to the deliberation and approval of the shareholders' general meeting:</p> <p data-bbox="316 963 820 1434">(1) any subsequent guarantee after the total amount of external guarantees reaches or exceeds 50% of the latest audited net assets;</p> <p data-bbox="316 1123 820 1272">(2) any subsequent guarantee after the total amount of external guarantees reaches or exceeds 30% of the latest audited total assets;</p> <p data-bbox="316 1283 820 1357">(3) any guarantee provided to any party with a gearing ratio of over 70%;</p> <p data-bbox="316 1368 820 1434">(4) any single guarantee exceeding 10% of the latest audited net assets;</p> | <p data-bbox="852 640 979 672">Article 8.03</p> <p data-bbox="852 725 1356 868">Any of the following external guarantees to be provided by the Company shall be subject to the deliberation and approval of the shareholders' general meeting:</p> <p data-bbox="852 921 1356 1112">(1) any subsequent guarantee provided by the Company and its holding subsidiaries after the total amount of external guarantees exceeds 50% of the latest audited net assets;</p> <p data-bbox="852 1123 1356 1315">(2) any subsequent guarantee provided by the Company and its holding subsidiaries after the total amount of external guarantees exceeds 30% of the latest audited total assets;</p> <p data-bbox="852 1325 1356 1400">(3) any guarantee provided to any party with a gearing ratio of over 70%;</p> <p data-bbox="852 1410 1356 1476">(4) any single guarantee exceeding 10% of the latest audited net assets;</p> |

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| | <p>(5) any subsequent guarantee after the total amount of guarantees for 12 consecutive months exceeds 30% of the latest audited total assets of the Company;</p> <p>(6) any subsequent guarantee after the total amount of guarantees for 12 consecutive months exceeds 50% of the latest audited net assets, and with an amount of more than RMB50 million;</p> <p>(7) any guarantee provided to shareholders, actual controllers, and their respective connected parties.</p> | <p>(5) any subsequent guarantee after the accumulated amount of guarantees within the last 12 months exceeds 30% of the latest audited total assets of the Company;</p> <p>(6) any guarantee provided to shareholders, actual controllers, and their respective connected parties.</p> <p>In case of any violation of the approval authority of the shareholders' general meeting and the Board for external guarantee as stipulated under these Articles and causing loss to the Company, relevant officer shall be liable for economic compensation. If the case is serious and constitutes a crime, it shall be submitted to the judicial authority according to the relevant laws.</p> |

| No. | Before amendments | After the proposed amendments |
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| 11 | <p>Article 8.06</p> <p>The location of the shareholders’ general meetings shall be at the address of the Company, or an alternative location that is clearly stated in the notice of shareholders’ general meetings.</p> <p>The shareholders’ general meetings shall have a conference setting, and be held in an on-site form. The Company may also provide online, webcam, or other methods for the convenience of shareholders’ participation. Shareholders that participate in the shareholders’ general meetings through the methods described above shall be considered in attendance.</p> | <p>Article 8.06</p> <p>The location of the shareholders’ general meetings shall be at the address of the Company, or an alternative location that is clearly stated in the notice of shareholders’ general meetings.</p> <p>The shareholders’ general meetings shall have a conference setting, and be held in an on-site form. The Company will also provide online or other methods for the convenience of shareholders’ participation. Shareholders that participate in the shareholders’ general meetings through the methods described above shall be considered in attendance.</p> <p>Once the notice of a shareholders’ general meeting is issued, the venue of the on-site general meeting shall not be altered without proper reasons. In the event of alteration, the convener shall make an announcement to state the reasons at least two (2) trading days prior to the convening date of the on-site meeting.</p> |

| No. | Before amendments | After the proposed amendments |
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| 12 | <p>Article 8.11</p> <p>In the event that the Supervisory Committee or shareholders at the sole discretion decide to convene a shareholders’ general meeting, it shall notify the Board of the same in writing, as well as file with the branches of the CSRC in the place where the Company is located and related securities exchanges.</p> <p>Prior to the publication of the resolutions of the shareholders’ general meeting, the shareholdings, either individually or jointly, of shareholders that intend to convene the meeting shall not fall below 10% for 90 consecutive days.</p> <p>Whilst publishing the notice and resolutions of the shareholders’ general meeting, the shareholders that intend to convene the meeting shall provide related validation materials to the branches of the CSRC in the place where the Company is located and related securities exchanges.</p> | <p>Article 8.11</p> <p>In the event that the Supervisory Committee or shareholders at the sole discretion decide to convene a shareholders’ general meeting, it shall notify the Board of the same in writing, as well as file with the securities exchanges.</p> <p>Prior to the publication of the resolutions of the shareholders’ general meeting, the shareholdings, either individually or jointly, of shareholders that intend to convene the meeting shall not fall below 10% for 90 consecutive days.</p> <p>Whilst publishing the notice and resolutions of the shareholders’ general meeting, the Supervisory Committee or shareholders that intend to convene the meeting shall provide related validation materials to the securities exchanges.</p> |
| 13 | <p>Article 8.19</p> <p>If matters relating to election of Directors and Supervisors are proposed to be discussed at a shareholders’ general meeting, detailed information concerning the candidates shall be fully disclosed in the notice of the shareholders’ general meeting, which shall at least include the following:</p> <p>(1) educational background, work experience and all other positions undertaken on a part-time basis;</p> | <p>Article 8.19</p> <p>If matters relating to election of Directors and Supervisors are proposed to be discussed at a shareholders’ general meeting, detailed information concerning the candidates shall be fully disclosed in the notice of the shareholders’ general meeting, which shall at least include the following:</p> <p>(1) educational background, work experience and all other positions undertaken on a part-time basis;</p> |

| No. | Before amendments | After the proposed amendments |
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| | <p>(2) whether the candidates are connected with the Company, its controlling shareholders or de facto controllers;</p> <p>(3) disclosing the candidates' shareholdings in the Company;</p> <p>(4) whether the candidates have been subject to any punishment by the CSRC or other relevant department or to any sanction by any stock exchange.</p> | <p>(2) whether the candidates are connected with the Company, its controlling shareholders or de facto controllers;</p> <p>(3) disclosing the candidates' shareholdings in the Company;</p> <p>(4) whether the candidates have been subject to any punishment by the CSRC or other relevant department or to any sanction by any stock exchange.</p> <p>Unless a Director or Supervisor is elected via the cumulative voting system, each candidate for Director or Supervisor shall be proposed via a single resolution.</p> |
| 14 | <p>Article 8.41</p> <p>When shareholders (including proxies) vote at a shareholders' general meeting, they shall exercise their voting rights according to the number of shares with voting rights represented by them. Each share shall carry one voting right.</p> <p>Shares of the Company held by the Company do not have voting rights, and such portion of shares shall not be calculated into the total number of shares with voting rights represented at the shareholders' general meeting.</p> | <p>Article 8.41</p> <p>When shareholders (including proxies) vote at a shareholders' general meeting, they shall exercise their voting rights according to the number of shares with voting rights represented by them. Each share shall carry one voting right.</p> <p>Shares of the Company held by the Company do not have voting rights, and such portion of shares shall not be calculated into the total number of shares with voting rights represented at the shareholders' general meeting.</p> |

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| | <p>Voting for medium and small investors shall be separately counted for major events of deliberation of shareholders' meeting affecting profits of medium and small investors. The results of separate counting shall be public disclosure in time.</p> <p>The board of directors, independent directors and shareholders satisfying related specified conditions can collect voting right of shareholders publicly. Information of specific voting intention shall be fully disclosed to the collected for collection of voting rights from shareholders. It's forbidden to collect voting rights of shareholders in way of compensation or disguised compensation. The company cannot impose a minimum shareholding percentage threshold for the collection of voting rights.</p> | <p>Voting for medium and small investors shall be separately counted for major events of deliberation of shareholders' meeting affecting profits of medium and small investors. The results of separate counting shall be public disclosure in time.</p> <p>If a Shareholder purchases any voting shares of the Company in violation of paragraphs 1 and 2 of article 63 of the <i>Securities Law of the PRC</i>, voting rights of the shares exceeding the prescribed percentage shall not be exercisable within 36 months after the purchase, and such shares shall not be counted in the total number of voting shares at the shareholders' general meeting.</p> <p>The Board, independent Directors, Shareholders holding more than 1% of the total voting shares of the Company or investor protection corporation established in accordance with laws, administrative regulations and the provisions of the CSRC may publicly collect voting rights from shareholders. Information of specific voting intention shall be fully disclosed to the collected for collection of voting rights from shareholders. It's forbidden to publicly collect voting rights of shareholders in way of compensation or disguised compensation. Save for the statutory conditions, the company cannot impose a minimum shareholding percentage threshold for the collection of voting rights.</p> |

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| 15 | <p>Article 8.42</p> <p>When a shareholders’ general meeting is deliberating matters relating to connected transactions, the relevant connected shareholders may not exercise any voting rights, and the voting rights represented by the number of shares held by such connected shareholders shall not be calculated in the total number of shares valid and voting. The announcement of the resolutions of the shareholders’ general meeting must fully disclose the results of the non-connected shareholders’ voting.</p> | <p>Article 8.42</p> <p>When a shareholders’ general meeting is deliberating matters relating to connected transactions, the relevant connected shareholders may not exercise any voting rights, and the voting rights represented by the number of shares held by such connected shareholders shall not be calculated in the total number of shares valid and voting. The announcement of the resolutions of the shareholders’ general meeting must fully disclose the results of the non-connected shareholders’ voting.</p> <p>Procedures for recusal of connected shareholders from voting:</p> <p>(1) A connected shareholder shall take the initiative to apply to the convener for recusal before the general meeting, otherwise other shareholders shall have the right to apply to the convener for recusal of the connected shareholder;</p> <p>(2) The connected shareholders may participate in the consideration and deliberation of the motions of connected transactions;</p> |

| No. | Before amendments | After the proposed amendments |
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| | | <p>(3) The non-connected shareholders attending the general meeting shall vote in accordance with the provisions of the Articles of Association and the Rules of Procedure for the General Meeting on the proposal of the connected transaction that the connected shareholders have recused themselves from voting on it;</p> <p>(4) Connected shareholders and their proxies shall not participate in vote counting or vote monitoring, and shall not be entrusted to vote on behalf of other non-connected shareholders; and</p> <p>(5) The number of voting shares represented by the connected shareholders shall not be counted towards the total number of valid votes.</p> |
| 16 | <p>Article 8.45</p> <p>The list of candidates for Directors and Supervisors shall be proposed to the shareholders' general meetings for deliberation. The Board shall announce to the shareholders the curriculum vitae ("CV") and basic information of candidates for Directors and Supervisors.</p> <p>(1) Candidates for Directors and Supervisors that are not employee representatives of the Company can be nominated by the Board and the Supervisory Committee, respectively;</p> | <p>Article 8.45</p> <p>The list of candidates for Directors and Supervisors shall be proposed to the shareholders' general meetings for deliberation. The Board shall announce to the shareholders the curriculum vitae ("CV") and basic information of candidates for Directors and Supervisors.</p> <p>(1) Candidates for Directors and Supervisors that are not employee representatives of the Company can be nominated by the Board and the Supervisory Committee, respectively;</p> |

| No. | Before amendments | After the proposed amendments |
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| | <p>(2) Shareholders that individually or jointly hold more than 3% of shares shall have the right to nominate candidates for directors and supervisors that are not employee representatives. Written notice concerning the shareholders' proposed nominations of candidates for Directors and Supervisors as described above shall be sent to the Board as a single motion no later than 7 days prior to the shareholders' general meeting is convened, together with the detailed information of the candidates for Directors and Supervisors as required under Article 8.19 of these Articles. The total number of candidates for Directors and Supervisors nominated by each shareholder shall be no more than the total number of vacancies of Directors and Supervisors. The Board shall verify the relevant information of candidates under the provisions of Article 8.19 of these Articles within 2 days after receiving such nominations submitted by the shareholders as described above in accordance with the provisions. For the nominations of qualified candidates for Directors and Supervisors, the Board shall submit as a provisional motion to the shareholders' general meeting and publish a timely announcement or supplementary circular; for the nominations of unqualified candidates for Directors and Supervisors, the Board shall provide a timely explanation to the nominator; The Board shall evaluate whether it is necessary to postpone the shareholders' general meeting at which the nominated director candidates as described above shall be elected, in order to give shareholders at least 10 business days to consider the relevant information disclosed in the announcement or the supplementary circular.</p> | <p>(2) Shareholders that individually or jointly hold more than 3% of shares shall have the right to nominate candidates for directors and supervisors that are not employee representatives. Written notice concerning the shareholders' proposed nominations of candidates for Directors and Supervisors as described above shall be sent to the Board as a single motion no later than 7 days prior to the shareholders' general meeting is convened, together with the detailed information of the candidates for Directors and Supervisors as required under Article 8.19 of these Articles. The total number of candidates for Directors and Supervisors nominated by each shareholder shall be no more than the total number of vacancies of Directors and Supervisors. The Board shall verify the relevant information of candidates under the provisions of Article 8.19 of these Articles within 2 days after receiving such nominations submitted by the shareholders as described above in accordance with the provisions. For the nominations of qualified candidates for Directors and Supervisors, the Board shall submit as a provisional motion to the shareholders' general meeting and publish a timely announcement or supplementary circular; for the nominations of unqualified candidates for Directors and Supervisors, the Board shall provide a timely explanation to the nominator; The Board shall evaluate whether it is necessary to postpone the shareholders' general meeting at which the nominated director candidates as described above shall be elected, in order to give shareholders at least 10 business days to consider the relevant information disclosed in the announcement or the supplementary circular.</p> |

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| | <p>(3) Supervisors that are employee representatives shall be democratically elected through the association of employee representatives of the Company;</p> <p>(4) The cumulative voting system shall be used for the election of two or more Directors and Supervisors at the shareholders' general meeting.</p> <p>The term "cumulative voting system" used in the previous provision refers to during the election of Directors and Supervisors at the shareholders' general meeting, voting rights of each share shall be the same as the number of candidates for Directors or Supervisors. Shareholders with voting rights may cast all votes to one candidate.</p> <p>Shareholders' meeting shall abide by the following rules when electing directors and supervisors by cumulative voting:</p> <p>(I) The number of director or supervisor candidates can be larger than the number to be elected in shareholders' meeting, but the candidate number voted by each shareholder cannot exceed the number of director or supervisor to be elected in shareholders' meeting. The summation of allocated votes cannot exceed vote owned by shareholders; otherwise, the vote shall be cancelled;</p> | <p>(3) Supervisors that are employee representatives shall be democratically elected through the association of employee representatives of the Company;</p> <p>(4) The cumulative voting system shall be adopted if a sole shareholder and its concert parties are interested in 30% or more of the shares of the Company.</p> <p>The term "cumulative voting system" used in the previous provision refers to during the election of Directors and Supervisors at the shareholders' general meeting, voting rights of each share shall be the same as the number of candidates for Directors or Supervisors. Shareholders with voting rights may cast all votes to one candidate.</p> <p>Shareholders' meeting shall abide by the following rules when electing directors and supervisors by cumulative voting:</p> <p>(I) The number of director or supervisor candidates can be larger than the number to be elected in shareholders' meeting, but the candidate number voted by each shareholder cannot exceed the number of director or supervisor to be elected in shareholders' meeting. The summation of allocated votes cannot exceed vote owned by shareholders; otherwise, the vote shall be cancelled;</p> |

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| | <p>(II) Separate voting shall be implemented for independent directors and non-independent directors. When electing independent directors, the vote that every shareholder has the right to obtain shall equal to product of stock number held by themselves multiplying the number of independent directors to be elected, which can be only voted to candidates of independent directors of the company. When electing non-independent directors, the vote that every shareholder has the right to obtain shall equal to product of stock number held by themselves multiplying the number of non-independent directors to be elected, which can be only voted to candidates of non-independent directors of the company.</p> | <p>(II) Separate voting shall be implemented for independent directors and non-independent directors. When electing independent directors, the vote that every shareholder has the right to obtain shall equal to product of stock number held by themselves multiplying the number of independent directors to be elected, which can be only voted to candidates of independent directors of the company. When electing non-independent directors, the vote that every shareholder has the right to obtain shall equal to product of stock number held by themselves multiplying the number of non-independent directors to be elected, which can be only voted to candidates of non-independent directors of the company;</p> |

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| | <p>(III) The final elect shall be determined on votes of director or supervisor candidates, but the least votes of each elect must exceed half of sum of shares held by shareholders attending shareholders’ meeting (including shareholder agents). Where the elected directors or supervisors are less than the number of directors or supervisors that shareholders’ meeting plans to elect, additional voting shall be taken for all director and supervisor candidates with insufficient votes on gaps; if it remains insufficient, by-election shall be taken on the next shareholders’ meeting of the company. If more than two director or supervisor candidates get same votes but only part of them can be elected due to limit of planned number, separate vote and election needs taking again for the director and supervisor candidates with same votes.</p> | <p>(III) The final elect shall be determined on votes of director or supervisor candidates, but the least votes of each elect must exceed half of sum of shares held by shareholders attending shareholders’ meeting (including shareholder agents). Where the elected directors or supervisors are less than the number of directors or supervisors that shareholders’ meeting plans to elect, additional voting shall be taken for all director and supervisor candidates with insufficient votes on gaps; if it remains insufficient, by-election shall be taken on the next shareholders’ meeting of the company. If more than two director or supervisor candidates get same votes but only part of them can be elected due to limit of planned number, separate vote and election needs taking again for the director and supervisor candidates with same votes.</p> |

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| 17 | <p>Article 10.11</p> <p>The Board shall be responsible to the shareholders’ general meeting and shall exercise the following powers:</p> <ol style="list-style-type: none"> (1) to be responsible for convening the shareholders’ general meetings and reporting on its work to the shareholders’ general meetings; (2) to implement the resolutions of the shareholders’ general meetings; (3) to decide on the business plans and investment proposals of the Company; (4) to formulate the proposed annual financial budget and final accounts of the Company; (5) to formulate the Company’s profit distribution plan and plan for recovery of losses; (6) to formulate the Company’s proposals for increases in or reductions of the Company’s registered capital and the issue of corporate bonds or other securities and plans for listing of the Company; (7) to prepare plans for major acquisitions or repurchase of the shares of the Company, and for the merger, division, dissolution or changing of the form of the Company; (8) to determine on establishment of the internal management organ of the Company; | <p>Article 10.11</p> <p>The Board shall be responsible to the shareholders’ general meeting and shall exercise the following powers:</p> <ol style="list-style-type: none"> (1) to be responsible for convening the shareholders’ general meetings and reporting on its work to the shareholders’ general meetings; (2) to implement the resolutions of the shareholders’ general meetings; (3) to decide on the business plans and investment proposals of the Company; (4) to formulate the proposed annual financial budget and final accounts of the Company; (5) to formulate the Company’s profit distribution plan and plan for recovery of losses; (6) to formulate the Company’s proposals for increases in or reductions of the Company’s registered capital and the issue of bonds or other securities and plans for listing of the Company; (7) to prepare plans for major acquisitions or repurchase of the shares of the Company, and for the merger, division, dissolution or changing of the form of the Company; (8) to determine on establishment of the internal management organ of the Company; |

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| | <p>(9) to determine on matters relating to purchase or sale of major assets, provision of guarantees within the scope of authority conferred by the shareholders' general meetings;</p> <p>(10) subject to the principle of prudent authorization, the shareholders' general meeting may authorize the Board of the Company to determine on matters relating to the Company's (including any Subsidiary controlled by it) investment and entrusted financing for each financial year where in each case the amount does not exceed 50% of the latest audited net assets of the Company, and may also authorize the Chairman or Subsidiaries controlled by the Company to determine on such matters within the scope of the authorization by establishing various sound systems, unless as otherwise provided by the securities exchange of the place where the shares of the Company are listed;</p> <p>(11) to determine on matters of connected transactions that should be decided on by the Board according to relevant regulations of the SZSE;</p> | <p>(9) to determine on matters relating to purchase or sale of major assets, asset mortgage, external guarantees, connected transactions and external donations within the scope of authority conferred by the shareholders' general meetings;</p> <p>(10) subject to the principle of prudent authorization, the shareholders' general meeting may authorize the Board of the Company to determine on matters relating to the Company's (including any Subsidiary controlled by it) investment and entrusted financing for each financial year where in each case the amount does not exceed 50% of the latest audited net assets of the Company, and may also authorize the Chairman or Subsidiaries controlled by the Company to determine on such matters within the scope of the authorization by establishing various sound systems, unless as otherwise provided by the securities exchange of the place where the shares of the Company are listed;</p> <p>(11) to formulate proposals for amendments to these Articles;</p> |

| No. | Before amendments | After the proposed amendments |
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| | <p>(12) to formulate proposals for amendments to these Articles;</p> <p>(13) to engage or dismiss the President or the Secretary of the Company; to engage or dismiss the CFO; Vice Presidents, Chief Engineers, and other senior management personnel of the Company in accordance with the nominations provided by the CEO and the President, and determine on matters of remuneration, bonuses, and punishments of such persons;</p> <p>(14) to determine on the internal management system of the Company;</p> <p>(15) to formulate the basic management system of the Company;</p> <p>(16) to management matters of information disclosure of the Company;</p> <p>(17) to decide on the engagement of sponsors;</p> <p>(18) to formulate the stock option incentive plan of the Company;</p> | <p>(12) to decide on the engagement or dismissal of the Company’s President, Secretary to the Board and other senior management and determine their remuneration and matters related to incentive and punishment; to decide on the engagement or dismissal of the Company’s CFO, Vice Presidents, Chief Engineers, and other senior management personnel in accordance with the nominations provided by the President, and determine on matters of remuneration, bonuses, and punishments of such persons;</p> <p>(13) to determine on the internal management system of the Company;</p> <p>(14) to formulate the basic management system of the Company;</p> <p>(15) to manage matters of information disclosure of the Company;</p> <p>(16) to decide on the engagement of sponsors;</p> <p>(17) to formulate the stock option incentive plan of the Company;</p> <p>(18) to listen to the work report of the President of the Company and to inspect the work of the President;</p> <p>(19) to propose to the shareholders’ general meeting for the engagement or replacement of the accounting firm in charge of auditing for the Company, unless otherwise provided by these Articles;</p> |

| No. | Before amendments | After the proposed amendments |
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| | <p>(19) to listen to the work report of the President of the Company and to inspect the work of the President;</p> <p>(20) to propose to the shareholders' general meeting for the engagement or replacement of the accounting firm in charge of auditing for the Company, unless otherwise provided by these Articles;</p> <p>(21) to determine on the salary standard, benefits and bonuses plan of the Company;</p> <p>(22) to determine the format of specialized committees, and to engage and dismiss relevant personnel;</p> <p>(23) other authorities given by the shareholders' general meeting and these Articles.</p> <p>Resolutions by the Board on matters referred to in the preceding provisions may be made by an affirmative vote of more than half of the directors, with the exception of resolutions on matters referred to in items (6), (7), and (12), and other matters stipulated by laws, administrative regulations, and these Articles, which shall require an affirmative vote of more than two-thirds of the directors.</p> <p>Resolutions for connected transactions of the Company made by the Board will not take effect unless signed by the independent non-executive directors.</p> | <p>(20) to determine on the salary standard, benefits and bonuses plan of the Company;</p> <p>(21) to determine the format of specialized committees, and to engage and dismiss relevant personnel;</p> <p>(22) other authorities given by laws, administrative regulations, department rules and these Articles.</p> <p>Resolutions by the Board on matters referred to in the preceding provisions may be made by an affirmative vote of more than half of the directors, with the exception of resolutions on matters referred to in items (6), (7), and (11), and other matters stipulated by laws, administrative regulations, and these Articles, which shall require an affirmative vote of more than two-thirds of the directors.</p> <p>Resolutions for connected transactions of the Company made by the Board will not take effect unless signed by the independent non-executive directors.</p> |

| No. | Before amendments | After the proposed amendments |
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| 18 | <p>Article 10.19</p> <p>Notice of Board meeting shall be given in the following manner:</p> <p>(1) regular Board meetings may be held without notice if the time and place of such meetings have been fixed in advance by the Board;</p> <p>(2) notice of the time and place of Board meetings, for which a time and place have not otherwise been fixed in advance by the Board, shall be given by the Chairman to all the Directors by telefax, telegram, facsimile, EMS or registered airmail or personal delivery not less than 10 days in advance;</p> <p>(3) notices, including the agenda and the subject shall be given in the Chinese language. An English version may be attached if necessary. The agenda shall also be given. Any of the Directors may waive his right to receive notice of Board meeting;</p> | <p>Article 10.19</p> <p>Notice of Board meeting shall be given in the following manner:</p> <p>(1) to convene regular and extraordinary meetings of the Board, the Secretary to the Board shall arrange for the office of the Secretary of the Board to submit a notice of meetings by means of sending by special hand delivery, facsimile or emails 10 days prior thereto and submit it to all Directors, Supervisors and the President, of which the regular meetings of the Board shall be notified 14 days prior thereto;</p> <p>(2) notices, including the agenda and the subject shall be given in the Chinese language. An English version may be attached if necessary. The agenda shall also be given. Any of the Directors may waive his right to receive notice of Board meeting.</p> |
| 19 | <p>Article 11.03</p> <p>Persons that hold any job other than a Director in organizations of the controlling shareholders and actual controllers of the Company may not serve as a senior management personnel of the Company.</p> | <p>Article 11.03</p> <p>Persons that hold any job other than a Director in organizations of the controlling shareholders and actual controllers of the Company may not serve as a senior management personnel of the Company.</p> <p>The senior management officers of the Company shall only be entitled to salaries paid by the Company, and the controlling shareholders shall not pay the salaries on behalf of the Company.</p> |

| No. | Before amendments | After the proposed amendments |
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| 20 | | <p>Article 11.10</p> <p>The senior management of the Company shall perform their duties faithfully, and protect the best interests of the Company and all Shareholders. If the senior management of the Company fails to perform their duties faithfully or violates their fiduciary duties, causing damage to the interests of the Company and public shareholders, they shall be liable for compensation according to law.</p> |
| 21 | <p>Article 13.04</p> <p>Directors, the President, Vice Presidents, CFO, and other senior management personnel of the Company may not serve concurrently as Supervisors.</p> | <p>Article 13.04</p> <p>Directors, the President, Vice Presidents, CFO, and other senior management personnel of the Company and its spouses and immediate family may not serve concurrently as Supervisors during the tenure of Directors and senior management.</p> |
| 22 | <p>Article 13.06</p> <p>Supervisors shall ensure that the information disclosed by the Company are truthful, accurate, and complete.</p> | <p>Article 13.06</p> <p>Supervisors shall ensure that the Company discloses information in a timely and fair manner and the information disclosed by the Company is truthful, accurate, and complete and that they sign written confirmations of the periodic reports.</p> |
| 23 | <p>Article 13.10</p> <p>The Supervisory Committee shall be accountable to the shareholders' general meetings and perform the following duties according to law:</p> <p>(1) to review the periodic reports of the Company formulated by the Board and provide written review opinions;</p> | <p>Article 13.10</p> <p>The Supervisory Committee shall be accountable to the shareholders' general meetings and perform the following duties according to law:</p> <p>(1) to review the periodic reports of the Company formulated by the Board and provide written review opinions;</p> |

| No. | Before amendments | After the proposed amendments |
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| | <p>(2) to examine the financial affairs of the Company;</p> <p>(3) to supervise Directors and senior management personnel in relation to their performance of Company duties and to propose removal of Directors and senior management personnel that has violated laws, administrative regulations, these Articles, or resolutions of the shareholders' general meetings;</p> <p>(4) to request Directors and senior management personnel to rectify their behavior when their conduct is harmful to the interests of the Company;</p> <p>(5) to verify the financial reports, business reports, profit distribution proposal and other financial information proposed to be submitted to shareholders' general meetings and in case of doubt, may request public accountants or auditors in the name of the Company to assist reviewing the same;</p> <p>(6) to propose to convene an extraordinary shareholders' meeting, and shall convene and preside over shareholders' general meetings in the event that the Board does not perform the duties of convening and presiding over shareholders' general meetings as stipulated by the <i>Company Law of the PRC</i>;</p> | <p>(2) to examine the financial affairs of the Company;</p> <p>(3) to supervise Directors and senior management personnel in relation to their performance of Company duties and to propose removal of Directors and senior management personnel that has violated laws, administrative regulations, these Articles, or resolutions of the shareholders' general meetings;</p> <p>(4) to request Directors and senior management personnel to rectify their behavior when their conduct is harmful to the interests of the Company;</p> <p>(5) to verify the financial reports, business reports, profit distribution proposal and other financial information proposed to be submitted to shareholders' general meetings and in case of doubt, may request public accountants or auditors in the name of the Company to assist reviewing the same;</p> <p>(6) to propose to convene an extraordinary shareholders' meeting, and shall convene and preside over shareholders' general meetings in the event that the Board does not perform the duties of convening and presiding over shareholders' general meetings as stipulated by the <i>Company Law of the PRC</i>;</p> |

| No. | Before amendments | After the proposed amendments |
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| | <p>(7) to make proposals to the shareholders' general meetings;</p> <p>(8) to institute legal proceedings against Directors and senior management personnel in accordance with Article 152 of the <i>Company Law of the PRC</i>;</p> <p>(9) to conduct investigation into any identified irregularities in the Company's operations, and where necessary, to engage accountants, legal advisers or other professionals to assist in the investigation; and</p> <p>(10) to perform other duties stipulated by these Articles.</p> <p>Supervisors shall attend Board meetings, and shall raise questions or provide recommendations regarding resolutions of Board meetings.</p> | <p>(7) to make proposals to the shareholders' general meetings;</p> <p>(8) to institute legal proceedings against Directors and senior management personnel in accordance with Article 151 of the <i>Company Law of the PRC</i>;</p> <p>(9) to conduct investigation into any identified irregularities in the Company's operations, and where necessary, to engage accountants, legal advisers or other professionals to assist in the investigation; and</p> <p>(10) to perform other duties stipulated by these Articles.</p> <p>Supervisors shall attend Board meetings, and shall raise questions or provide recommendations regarding resolutions of Board meetings.</p> |
| 24 | <p>Article 13.14</p> <p>A notice of Supervisory Committee meeting shall be sent to all the Supervisors by EMS, registered mail, telegraph, cable, facsimile, personal delivery not less than 10 days prior to the meeting.</p> <p>All the Supervisors unanimously agree that a notice of extraordinary meeting may be sent to all the Supervisors by any of the above means 5 days prior to the meeting.</p> | <p>Article 13.14</p> <p>A notice of Supervisory Committee meeting shall be sent to all the Supervisors by direct delivery, facsimile, and emails or other means not less than 10 days prior to the meeting.</p> <p>In case of convening extraordinary meetings because of emergency or special events, the notice period for extraordinary meetings shall not be subject to the notification limit of the preceding paragraph.</p> |

| No. | Before amendments | After the proposed amendments |
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| | <p>The notice of Supervisory Committee meetings shall include the following details:</p> <ol style="list-style-type: none"> (1) date, location, and timeframe of the meeting; (2) particulars of matters and resolutions to be considered at the meeting; (3) date of the notice. <p>The quorum for a Supervisory Committee meeting is over two-thirds of all the Supervisors. Each Supervisor shall be entitled to one vote.</p> <p>Resolutions of the Supervisory Committee shall be adopted only after approval by over two-thirds of the Supervisory Committee members.</p> | <p>The notice of Supervisory Committee meetings shall include the following details:</p> <ol style="list-style-type: none"> (1) date, location, and timeframe of the meeting; (2) particulars of matters and resolutions to be considered at the meeting; (3) date of the notice. <p>The quorum for a Supervisory Committee meeting is over two-thirds of all the Supervisors. Each Supervisor shall be entitled to one vote.</p> <p>Resolutions of the Supervisory Committee shall be adopted only after approval by over two-thirds of the Supervisory Committee members.</p> |
| 25 | <p>Article 14.01</p> <p>A person shall be disqualified from being a Director, a Supervisor, a general manager or a senior officer of the Company if any of the following applies:</p> <ol style="list-style-type: none"> (1) the individual has no civil capacity or his civil capacity is restricted; (2) a period of less than five (5) years has elapsed since the person was released after serving the full term of a sentence of corruption, bribery, expropriation of assets, misappropriation of assets or social and economic disorder or since the deprivation of political rights on the person due to a criminal conviction was lifted; | <p>Article 14.01</p> <p>A person shall be disqualified from being a Director, a Supervisor, a general manager or a senior officer of the Company if any of the following applies:</p> <ol style="list-style-type: none"> (1) the individual has no civil capacity or his civil capacity is restricted; (2) a period of less than five (5) years has elapsed since the person was released after serving the full term of a sentence of corruption, bribery, expropriation of assets, misappropriation of assets or social and economic disorder or since the deprivation of political rights on the person due to a criminal conviction was lifted; |

| No. | Before amendments | After the proposed amendments |
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| | (3) a period of less than three (3) years has elapsed since a company or an enterprise in which the person was director, a factory director or a manager was wound up due to mismanagement and the person was held personally liable to the winding up of the company or the enterprise; | (3) a period of less than three (3) years has elapsed since a company or an enterprise in which the person was director, a factory director or a manager was wound up due to mismanagement and the person was held personally liable to the winding up of the company or the enterprise; |
| | (4) a period of less than three (3) years has elapsed since the revocation of the license of a company or an enterprise for illegal business operations under circumstances where the person was the legal representative of such company or enterprise and was held personally liable to the illegal business operations of the company or the enterprise; | (4) a period of less than three (3) years has elapsed since the revocation of the license of a company or an enterprise for illegal business operations under circumstances where the person was the legal representative of such company or enterprise and was held personally liable to the illegal business operations of the company or the enterprise; |
| | (5) the person has a debt of a material amount which has not been repaid or cleared when due; | (5) the person has a debt of a material amount which has not been repaid or cleared when due; |
| | (6) the person has been involved in illegal activities subject to investigation by judicial authorities and the case has yet to be settled; | (6) the person has been involved in illegal activities subject to investigation by judicial authorities and the case has yet to be settled; |
| | (7) provisions of law or administrative regulations stipulates that the person is not permitted to assume the position of a leader of an enterprise; | (7) provisions of law or administrative regulations stipulates that the person is not permitted to assume the position of a leader of an enterprise; |
| | (8) the person is not a natural person; | (8) the person is not a natural person; |

| No. | Before amendments | After the proposed amendments |
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| | <p>(9) a period of less than five (5) years has elapsed since the date when the person was convicted of offences involving fraud or dishonesty and was considered by the relevant authorities to have violated relevant securities regulations;</p> <p>(10) persons who have been identified as being prohibited from participating in the markets by the China Securities Regulatory Commission and where such prohibitions are still in force.</p> <p>(11) persons that hold any positions other than a director in the controlling shareholder or actual controller organizations of the Company shall not hold senior management positions of the Company.</p> | <p>(9) persons who have been identified as being prohibited from participating in the markets by the CSRC and where such prohibitions are still in force.</p> <p>(10) a period of less than five (5) years has elapsed since the date when the person was convicted of offences involving fraud or dishonesty and was determined by the relevant authorities to have violated relevant securities regulations;</p> <p>Where any Director, Supervisor, President or senior management officer is elected, appointed or engaged counter to the provisions in this Article, the said election, appointment or engagement shall be invalid. Where any Director, Supervisor, President or senior management officer gets involved in any of the circumstances herein during his/her term of office, the Company shall remove him/her as Director, Supervisor, President or senior management officer.</p> |
| 26 | <p>Article 21.03</p> <p>Publishing announcements in newspapers mentioned in these Articles shall be made pursuant to the relevant disclosure regulations of national laws and administrative regulations. If, in accordance with these Articles, announcements need to be made to foreign investment share shareholders, such relevant announcements shall be published on specified newspapers in accordance with the Listing Rules of the HKEx.</p> | <p>Article 21.03</p> <p>The information disclose by the Company in accordance with laws shall be published on the website of stock exchanges and in the media that meets the conditions stipulated by the CSRC.</p> |

APPENDIX II**PROPOSED AMENDMENTS TO RULES OF
PROCEDURE FOR THE GENERAL MEETING**

Please find the following amendments to Rules of Procedure for the General Meeting. Other than the amendments below, the remaining contents remains unchanged. Reference is made the Company's announcement dated 25 July 2022.

| No. | Before amendments | After the proposed amendments |
|------------|--|--|
| 1 | <p>1.3 The shareholders' general meeting is the authority of the Company and shall exercise its functions and powers below in accordance with the provisions of the Company Law of the PRC, other relevant laws and regulations, normative documents, and the Articles of Association:</p> <p>(1) determine the business policies and investment plans of the Company;</p> <p>(2) elect and replace Directors and non-employee represented supervisors, and decide on matters concerning the remuneration of Directors and supervisors (the “Supervisor”);</p> <p>(3) deliberate and approve reports of the Board;</p> <p>(4) deliberate and approve reports of the supervisory committee (the “Supervisory Committee”);</p> <p>(5) deliberate and approve the annual financial budget and final account proposals of the Company;</p> <p>(6) deliberate and approve the Company's plans for profit distribution and making up losses;</p> | <p>1.3 The shareholders' general meeting is the authority of the Company and shall exercise its functions and powers below in accordance with the provisions of the Company Law of the PRC, other relevant laws and regulations, normative documents, and the Articles of Association:</p> <p>(1) determine the business policies and investment plans of the Company;</p> <p>(2) elect and replace Directors and non-employee represented supervisors, and decide on matters concerning the remuneration of Directors and supervisors (the “Supervisor”);</p> <p>(3) deliberate and approve reports of the Board;</p> <p>(4) deliberate and approve reports of the supervisory committee (the “Supervisory Committee”);</p> <p>(5) deliberate and approve the annual financial budget and final account proposals of the Company;</p> <p>(6) deliberate and approve the Company's plans for profit distribution and making up losses;</p> |

APPENDIX II**PROPOSED AMENDMENTS TO RULES OF
PROCEDURE FOR THE GENERAL MEETING**

| No. | Before amendments | After the proposed amendments |
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| | (7) make resolutions concerning the increase or reduction of the Company's registered capital; | (7) make resolutions concerning the increase or reduction of the Company's registered capital; |
| | (8) make resolutions concerning the issuance of corporate bonds; | (8) make resolutions concerning the issuance of corporate bonds; |
| | (9) make resolutions on matters such as the mergers, divisions, dissolution, liquidation, or changes to the structure of the Company; | (9) make resolutions on matters such as the mergers, divisions, dissolution, liquidation, or changes to the structure of the Company; |
| | (10) amend the Articles of Association; | (10) amend the Articles of Association; |
| | (11) make resolutions on the employment, dismissal of the accounting firms by the Company; | (11) make resolutions on the employment, dismissal or non-renewal of the accounting firms by the Company; |
| | (12) deliberate the proposals raised by shareholders representing 3% or more of the Company's voting shares; | (12) deliberate the proposals raised by shareholders representing 3% or more of the Company's voting shares; |
| | (13) deliberate and approve the guarantees described in Article 8.03 of the Articles of Association; | (13) deliberate and approve the guarantees described in Article 8.03 of the Articles of Association; |

APPENDIX II

**PROPOSED AMENDMENTS TO RULES OF
PROCEDURE FOR THE GENERAL MEETING**

| No. | Before amendments | After the proposed amendments |
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| | <p>(14) deliberate the Company’s (including its Subsidiaries’) significant acquisition or sales of material assets conducted within the period of one year with a value exceeding 30% of the latest audited total assets of the Company;</p> <p>(15) Deliberation rights relating to the business such as development, investment and transfer of wind farms, asset mortgage or pledge, asset disposal shall be separately formulated by the general meeting;</p> <p>(16) decide the connected transactions as required to be decided in the shareholders’ general meetings in accordance with the provisions of the Shenzhen Stock Exchange (the “SZSE”);</p> <p>(17) deliberate and approve changes to the usage of raised funds;</p> <p>(18) deliberate the stock option incentive plan;</p> <p>(19) deliberate other matters as required to be decided in the shareholders’ general meetings in accordance with laws, administrative regulations, departmental regulations, the Articles of Association, and the listing rules of the place the Company is listed.</p> | <p>(14) deliberate the Company’s (including its Subsidiaries’) significant acquisition or sales of material assets conducted within the period of one year with a value exceeding 30% of the latest audited total assets of the Company;</p> <p>(15) decide the connected transactions as required to be decided in the shareholders’ general meetings in accordance with the provisions of the Shenzhen Stock Exchange (the “SZSE”);</p> <p>(16) deliberate and approve changes to the usage of raised funds;</p> <p>(17) deliberate the stock option incentive plan and employee shareholding schemes;</p> <p>(18) deliberate other matters as required to be decided in the shareholders’ general meetings in accordance with laws, administrative regulations, departmental regulations, the Articles of Association, and the listing rules of the place the Company is listed.</p> |

APPENDIX II**PROPOSED AMENDMENTS TO RULES OF
PROCEDURE FOR THE GENERAL MEETING**

| No. | Before amendments | After the proposed amendments |
|------------|---|---|
| 2 | <p>1.4 Shareholders' general meetings shall be divided into annual general meeting ("AGM") and extraordinary general meeting ("EGM").</p> <p>AGM shall be convened once a year and shall be held within six months following the end of the preceding fiscal year.</p> <p>EGM are held from time to time. An EGM is required to be held within 2 months after the occurrence of the circumstance stipulated in the Rule 101 of the Company Law of the PRC.</p> <p>In case of failure to hold a shareholders' general meeting within the timeframe stated above, the Company shall report to the local office of the China Securities Regulatory Commission ("CSRC") and the stock exchange, illustrate the reasons and make an announcement.</p> | <p>1.4 Shareholders' general meetings shall be divided into annual general meeting ("AGM") and extraordinary general meeting ("EGM").</p> <p>AGM shall be convened once a year and shall be held within six months following the end of the preceding fiscal year.</p> <p>EGM are held from time to time. An EGM is required to be held within 2 months after the occurrence of the circumstance stipulated in the Rule 100 of the Company Law of the PRC.</p> <p>In case of failure to hold a shareholders' general meeting within the timeframe stated above, the Company shall report to the local office of the China Securities Regulatory Commission ("CSRC") and the stock exchange where the shares of the Company are listed for trading, illustrate the reasons and make an announcement.</p> |

| No. | Before amendments | After the proposed amendments |
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| 3 | <p>2.5 In the event that the Supervisory Committee or shareholders at the sole discretion decide to convene a shareholders’ general meeting, it shall notify the Board of the same in writing, as well as file with the CSRC in the locality of the Company and the securities exchanges.</p> <p>Prior to the publication of the resolutions of the shareholders’ general meeting, the shareholdings, either individually or jointly, of shareholders that intend to convene the meeting shall not fall below 10% for more than 90 days.</p> <p>Whilst publishing the notice and resolutions of the shareholders’ general meeting, the Supervisory Committee or shareholders that intend to convene the meeting shall provide related proofs to the CSRC in the locality of the Company and the securities exchanges.</p> | <p>2.5. In the event that the Supervisory Committee or shareholders at the sole discretion decide to convene a shareholders’ general meeting, it shall notify the Board of the same in writing, as well as file with the securities exchanges.</p> <p>Prior to the publication of the resolutions of the shareholders’ general meeting, the shareholdings, either individually or jointly, of shareholders that intend to convene the meeting shall not fall below 10% for more than 90 days.</p> <p>Whilst publishing the notice and resolutions of the shareholders’ general meeting, the Supervisory Committee or shareholders that intend to convene the meeting shall provide related proofs to the securities exchanges.</p> |

APPENDIX II**PROPOSED AMENDMENTS TO RULES OF
PROCEDURE FOR THE GENERAL MEETING**

| No. | Before amendments | After the proposed amendments |
|------------|---|---|
| 4 | <p>3.2 When the Company convenes a shareholders' general meeting, the Board, the Supervisory Committee, and shareholders that, either individually or jointly, hold more than 3% of shares of the Company have the right to make proposals to the Company. The Company shall include all matters in the proposals that fall within the purview of the shareholders' general meeting into the agenda of this meeting.</p> <p>Shareholders that, individually or jointly, hold more than 3% of shares of the Company can make and deliver the temporary proposals to the convener in writing 10 days or more prior to the shareholders' general meeting. The convener shall give a supplementary notice of the shareholders' general meeting within 2 days after receiving such proposals, and announce the contents of the temporary proposals.</p> <p>shareholders that, either individually or jointly, hold more than 3% of shares of the Company may propose candidates for Directors or Supervisors who represent shareholders to the Board.</p> | <p>3.2. When the Company convenes a shareholders' general meeting, the Board, the Supervisory Committee, and shareholders that, either individually or jointly, hold more than 3% of shares of the Company have the right to make proposals to the Company. The Company shall include all matters in the proposals that fall within the purview of the shareholders' general meeting into the agenda of this meeting.</p> <p>Shareholders that, individually or jointly, hold more than 3% of shares of the Company can make and deliver the temporary proposals to the convener in writing 10 days or more prior to the shareholders' general meeting. The convener shall give a supplementary notice of the shareholders' general meeting within 2 days after receiving such proposals, and announce the contents of the temporary proposals.</p> |

APPENDIX II**PROPOSED AMENDMENTS TO RULES OF
PROCEDURE FOR THE GENERAL MEETING**

| No. | Before amendments | After the proposed amendments |
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| | <p>Other than circumstances stipulated in the above provision, proposals already listed in the notice of the shareholders' general meeting shall not be altered and new proposals shall not be added following the issuance of the announcement of the notice of the shareholders' general meeting by the convener.</p> <p>Proposals that are not clearly listed in the notice of the shareholders' general meeting or are not in compliance with the preceding articles of the Rules of Procedure shall not be voted on and decided during the shareholders' general meeting.</p> | <p>Other than circumstances stipulated in the above provision, proposals already listed in the notice of the shareholders' general meeting shall not be altered and new proposals shall not be added following the issuance of the announcement of the notice of the shareholders' general meeting by the convener.</p> <p>Proposals that are not clearly listed in the notice of the shareholders' general meeting or are not in compliance with the preceding articles of the Rules of Procedure shall not be voted on and decided during the shareholders' general meeting.</p> |

| No. | Before amendments | After the proposed amendments |
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| 5 | <p>3.5 If matters relating to election of Directors and Supervisors are proposed to be discussed at a shareholders’ general meeting, detailed information concerning the candidates shall be fully disclosed in the notice of the shareholders’ general meeting, which shall at least include the following:</p> <p>(1) educational background, work experience and all other positions undertaken on a part – time basis;</p> <p>(2) whether the candidates are connected with the Company, its controlling shareholders or de facto controllers;</p> <p>(3) the candidates’ shareholdings in the Company;</p> <p>(4) whether the candidates have been subject to any punishment by the CSRC or other relevant department or to any sanction by any stock exchange.</p> | <p>3.5. If matters relating to election of Directors and Supervisors are proposed to be discussed at a shareholders’ general meeting, detailed information concerning the candidates shall be fully disclosed in the notice of the shareholders’ general meeting, which shall at least include the following:</p> <p>(1) educational background, work experience and all other positions undertaken on a part – time basis;</p> <p>(2) whether the candidates are connected with the Company, its controlling shareholders or de facto controllers;</p> <p>(3) the candidates’ shareholdings in the Company;</p> <p>(4) whether the candidates have been subject to any punishment by the CSRC or other relevant department or to any sanction by any stock exchange.</p> <p>Unless a Director or Supervisor is elected via the cumulative voting system, each candidate for Director or Supervisor shall be proposed via a single proposed resolution.</p> |

| No. | Before amendments | After the proposed amendments |
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| 6 | <p>4.1 The Company may choose its domicile and other place designated in the notice of a general meeting to hold the shareholder's general meeting.</p> <p>The shareholders' general meetings, held in an on-site form, shall have a conference setting.</p> <p>The Company may provide online methods for the convenience of shareholders' participation in accordance with actual situations. Shareholders that participate in the shareholders' general meetings via internet, videos or other means shall be considered in attendance.</p> <p>A shareholder may either attend the shareholders' general meeting in person and exercise his/her voting rights, or appoint a proxy to attend and exercise his/her voting rights within his/her authority.</p> | <p>4.1 The Company shall hold the shareholders' general meeting at its domicile or other place explicitly provided by the notice of a general meeting.</p> <p>The shareholders' general meeting shall have a venue and be held on-site. The Company should make it convenient for shareholders to attend such meetings by using secure, economic and convenient network or other methods according to laws, administrative regulations and regulations of the CSRC or the Articles of Association. A shareholder who participates in a shareholders' general meeting in the aforesaid manner shall be deemed to have been present at the meeting.</p> <p>Once the notice of a shareholders' general meeting is issued, the venue of the on-site general meeting shall not be altered without proper reason. In the event of alteration, the convener shall make an announcement to state the reasons at least two (2) trading days prior to the convening date of the on-site meeting.</p> <p>A shareholder may either attend the shareholders' general meeting in person and exercise his/her voting rights, or appoint a proxy to attend and exercise his/her voting rights within his/her authority.</p> |

APPENDIX II**PROPOSED AMENDMENTS TO RULES OF
PROCEDURE FOR THE GENERAL MEETING**

| No. | Before amendments | After the proposed amendments |
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| 7 | <p>4.2 For the shareholders' general meetings that utilize website services; videos or other means, the voting time and procedures for such method shall be clearly stated in the notice of the shareholders' general meeting.</p> <p>The starting time of voting via internet; videos or otherwise of the shareholders' general meeting shall not be earlier than 3:00pm on the day before the convening date of the on-site shareholders' general meeting, and not be later than 9:30am on the same day of convening the on-site shareholders' general meeting, and its closing time shall not be earlier than 3:00pm on the same day of ending the on-site shareholders' general meeting.</p> | <p>4.2 For the shareholders' general meetings that utilize website services or other means, the voting time and procedures for such method shall be clearly stated in the notice of the shareholders' general meeting.</p> <p>The starting time of voting via internet or otherwise of the shareholders' general meeting shall not be earlier than 3:00pm on the day before the convening date of the on-site shareholders' general meeting, and not be later than 9:30am on the same day of convening the on-site shareholders' general meeting, and its closing time shall not be earlier than 3:00pm on the same day of ending the on-site shareholders' general meeting.</p> |
| 8 | <p>4.3 The Board and any other convener shall take necessary steps to ensure the proper order of the shareholders' general meeting. The Company has the rights to refuse other persons to attend the shareholders' general meeting except for shareholders (or proxies) attending the meeting, Directors, Supervisors, Secretary to the Board, senior management, Company lawyers or guests invited by the Company. The Company shall take steps to stop any act disturbing the shareholders' general meeting, seeking trouble or infringing upon the legitimate rights of shareholders, and shall report such act to relevant departments for investigation and treatment.</p> | <p>4.3 The Board and any other convener shall take necessary steps to ensure the proper order of the shareholders' general meeting. The Company shall take steps to stop any act disturbing the shareholders' general meeting, seeking trouble or infringing upon the legitimate rights of shareholders, and shall report such act to relevant departments for investigation and treatment.</p> |

APPENDIX II**PROPOSED AMENDMENTS TO RULES OF
PROCEDURE FOR THE GENERAL MEETING**

| No. | Before amendments | After the proposed amendments |
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| 9 | <p data-bbox="331 346 831 576">4.5 Shareholders attending the shareholders' general meeting shall earnestly perform their legal obligations; shall not infringe upon the rights and interests of other shareholders, and not disturb the order of the meeting.</p> <p data-bbox="331 629 831 778">Participants shall consciously abide by the discipline of the meeting place. The chairman of the meeting may order the following person to leave the meeting:</p> <p data-bbox="331 832 831 900">4.5.1 persons who are not eligible to attend the meeting;</p> <p data-bbox="331 953 831 1021">4.5.2 persons who obstruct or disturb the order of the meeting;</p> <p data-bbox="331 1074 831 1142">4.5.3 persons who forcibly speak or disturb other speakers;</p> <p data-bbox="331 1195 831 1264">4.5.4 persons who disturb the order of the meeting by other means;</p> <p data-bbox="331 1317 831 1385">4.5.5 persons who carry dangerous goods or animals.</p> <p data-bbox="331 1438 831 1581">If the persons mentioned in the preceding paragraph do not obey the exit order, the chairman of the meeting may order the staff to force them to exit.</p> | |

APPENDIX II**PROPOSED AMENDMENTS TO RULES OF
PROCEDURE FOR THE GENERAL MEETING**

| No. | Before amendments | After the proposed amendments |
|------------|--|--|
| 10 | 4.9 Shareholders or proxies attend the general meeting shall register to the Secretary to the Board through post or fax according to the time and requirements announced in the notice of the shareholders' general meeting. | |
| 11 | <p>5.4 Where a shareholder has connected relationship to a matter to be considered at a shareholders' general meeting, he/she shall recuse himself/herself from voting, and the voting shares held by him/her shall not be counted into the total number of voting shares present at the general meeting. The announcement of resolutions of the shareholders' general meeting shall fully disclose the votes of non-connected shareholders.</p> <p>Procedures for recusal of connected shareholders from voting:</p> <p>5.4.1 A connected shareholder shall take the initiative to apply to the convener for recusal before the general meeting, otherwise other shareholders shall have the right to apply to the convener for recusal of the connected shareholder;</p> | <p>5.4 Where a shareholder has connected relationship to a matter to be considered at a shareholders' general meeting, he/she shall recuse himself/herself from voting, and the voting shares held by him/her shall not be counted into the total number of voting shares present at the general meeting. The announcement of resolutions of the shareholders' general meeting shall fully disclose the votes of non-connected shareholders.</p> <p>Procedures for recusal of connected shareholders from voting:</p> <p>5.4.1 A connected shareholder shall take the initiative to apply to the convener for recusal before the general meeting, otherwise other shareholders shall have the right to apply to the convener for recusal of the connected shareholder;</p> |

| No. | Before amendments | After the proposed amendments |
|------------|--|--|
| | <p>5.4.2 The connected shareholders may participate in the consideration and deliberation of the motions of connected transactions;</p> <p>5.4.3 The non-connected shareholders attending the general meeting shall vote in accordance with the provisions of the Articles of Association and these Rules of Procedure on the proposal of the connected transaction that the connected shareholders have recused themselves from voting on it;</p> <p>5.4.4 Connected shareholders and their proxies shall not participate in vote counting or vote monitoring, and shall not be entrusted to vote on behalf of other non-connected shareholders;</p> <p>5.4.5 The number of voting shares represented by the connected shareholders shall not be counted towards the total number of valid votes.</p> <p>Shares of the Company held by the Company do not have voting rights, and such portion of shares shall not be calculated into the total number of shares with voting rights represented at the shareholders' general meeting.</p> | <p>5.4.2 The connected shareholders may participate in the consideration and deliberation of the motions of connected transactions;</p> <p>5.4.3 The non-connected shareholders attending the general meeting shall vote in accordance with the provisions of the Articles of Association and these Rules of Procedure on the proposal of the connected transaction that the connected shareholders have recused themselves from voting on it;</p> <p>5.4.4 Connected shareholders and their proxies shall not participate in vote counting or vote monitoring, and shall not be entrusted to vote on behalf of other non-connected shareholders;</p> <p>5.4.5 The number of voting shares represented by the connected shareholders shall not be counted towards the total number of valid votes.</p> <p>Voting for medium and small investors shall be separately counted for major events of deliberation of shareholders' general meeting affecting profits of medium and small investors. The results of separate counting shall be publicly disclosed timely.</p> |

| No. | Before amendments | After the proposed amendments |
|-----|-------------------|---|
| | | <p>Shares of the Company held by the Company do not have voting rights, and such portion of shares shall not be calculated into the total number of shares with voting rights represented at the shareholders' general meeting.</p> <p>If a shareholder purchases any voting shares of the Company in violation of paragraphs 1 and 2 of article 63 of the Securities Laws of the PRC, voting rights of the shares exceeding the prescribed percentage shall not be exercisable within 36 months after the purchase, and such shares shall not be counted in the total number of voting shares at the general meeting.</p> <p>The Board, independent Directors, shareholders holding more than 1% of the total voting shares of the Company or investor protection corporation established in accordance with laws, administrative rules and the provisions of the CSRC may publicly collect voting rights from shareholders. They shall adequately disclose specific information including voting intents to the persons whose voting rights are collected when collecting voting rights from shareholders. It is prohibited to collect voting rights from shareholders with compensation or compensation in disguised form. Save for the statutory conditions, the Company shall not set minimum shareholding percentage limit for collection of voting rights.</p> |

| No. | Before amendments | After the proposed amendments |
|-----|--|--|
| 12 | <p>5.5 The Board of Directors, the Supervisory Committee and qualified shareholders stipulated in the Articles of Association (hereinafter referred to as the “Nominator(s)”) may nominate candidates for Directors and Supervisors (non-employee Supervisors). The Nominator shall obtain the consent of the nominee prior to the nomination.</p> <p>The following procedures shall be adopted for the selection and appointment of Directors (including independent Directors) and Supervisors (non-employee Supervisors):</p> <p>5.5.1 Where it is necessary to replace or add Directors and Supervisors (Supervisors who are not representative of employees) due to the change of term or other reasons, the Nominator may propose candidates for directors and supervisors (non-employee supervisors) to the Board. The Nominator shall submit the candidates’ curriculum vitae and basic information to the Board in writing at least 10 days before the general meeting.</p> | <p>5.5 The Board of Directors, the Supervisory Committee and shareholders who individually or jointly hold more than 3% of the Company’s shares (hereinafter referred to as the “Nominator(s)”) may nominate candidates for Directors and Supervisors (non-employee Supervisors). The Nominator shall obtain the consent of the nominee prior to the nomination.</p> <p>The following procedures shall be adopted for the selection and appointment of Directors (including independent Directors) and Supervisors (non-employee Supervisors):</p> <p>5.5.1 Where it is necessary to replace or add Directors and Supervisors (Supervisors who are not representative of employees) due to the change of term or other reasons, the Nominator may propose candidates for directors and supervisors (non-employee supervisors) to the Board. The Nominator shall submit the candidates’ curriculum vitae and basic information to the Board in writing at least 10 days before the general meeting.</p> |

APPENDIX II

PROPOSED AMENDMENTS TO RULES OF PROCEDURE FOR THE GENERAL MEETING

| No. | Before amendments | After the proposed amendments |
|-----|---|--|
| | <p>5.5.2 The Board shall, after issuance of the notice of meeting and supplementary notice of the shareholders’ general meeting for the election of Directors and Supervisors, submit the relevant materials of all candidates for independent Directors (including but not limited to the Nominator’s statement, the candidate’s statement and the curriculum vitae of independent Directors) to the stock exchange, and where the Board has objection(s) to the relevant information of the candidates for independent Directors, the written opinion of the Board shall also be submitted. For the independent Director candidates objected by the stock exchange, the company shall immediately amend the relevant proposal for the election of independent Directors and make relevant announcement, and shall not submit such candidates to the shareholders’ general meeting for election as independent Directors, but such candidates can be elected as Directors.</p> <p>Candidates for Directors shall make a written undertaking before the shareholders’ general meeting that they agree to accept the nomination, undertake that the publicly disclosed information of the candidates for Directors is true and complete, and ensure that they will effectively perform their duties after being elected.</p> | <p>5.5.2 The Board shall, after issuance of the notice of meeting and supplementary notice of the shareholders’ general meeting for the election of Directors and Supervisors, submit the relevant materials of all candidates for independent Directors (including but not limited to the Nominator’s statement, the candidate’s statement and the curriculum vitae of independent Directors) to the stock exchange, and where the Board has objection(s) to the relevant information of the candidates for independent Directors, the written opinion of the Board shall also be submitted. For the independent Director candidates objected by the stock exchange, the company shall immediately amend the relevant proposal for the election of independent Directors and make relevant announcement, and shall not submit such candidates to the shareholders’ general meeting for election as independent Directors, but such candidates can be elected as Directors.</p> <p>Candidates for Directors and Supervisors shall make a written undertaking before the shareholders’ general meeting that they agree to accept the nomination, undertake that the publicly disclosed information of the candidates for Directors and Supervisors is true, accurate and complete as well as meet the conditions of office, and ensure that they will effectively perform their duties after being elected.</p> |

APPENDIX II**PROPOSED AMENDMENTS TO RULES OF
PROCEDURE FOR THE GENERAL MEETING**

| No. | Before amendments | After the proposed amendments |
|------------|--|--|
| | <p>5.5.3 When holding a shareholders' general meeting to elect independent Directors, the Board shall explain whether the candidates for independent Directors have been objected to by the stock exchange.</p> <p>5.5.4 Candidates approved and disclosed by the Board shall be submitted to the shareholders' general meeting by way of proposal. When deliberating the proposals for the election of Directors and Supervisors, the shareholders' general meeting shall vote on each of the candidates for Directors and Supervisors individually.</p> <p>5.5.5 The election or change of Directors (including independent Directors) and non-employee Supervisors shall be elected via the cumulative voting system by the general meeting of shareholders in accordance with the provisions of the Articles of Association. If the proposal for change of Directors and Supervisors is approved by the general meeting, the time of appointment of the new Directors and Supervisors shall be calculated from the day following the adoption of the election resolution by the general meeting.</p> | <p>5.5.3 When holding a shareholders' general meeting to elect independent Directors, the Board shall explain whether the candidates for independent Directors have been objected to by the stock exchange.</p> <p>5.5.4 The election of candidates for Directors and Supervisors shall be submitted to the shareholders' general meeting by way of proposal. When deliberating the proposals for the election of Directors and Supervisors, the shareholders' general meeting shall vote on each of the candidates for Directors and Supervisors individually.</p> <p>5.5.5 The election or change of Directors (including independent Directors) and non-employee Supervisors shall be elected by the general meeting of shareholders in accordance with the provisions of the Articles of Association. If the proposal for change of Directors and Supervisors is approved by the general meeting, the time of appointment of the new Directors and Supervisors shall be calculated from the day following the adoption of the election resolution by the general meeting.</p> |

APPENDIX II**PROPOSED AMENDMENTS TO RULES OF
PROCEDURE FOR THE GENERAL MEETING**

| No. | Before amendments | After the proposed amendments |
|------------|--|---|
| | <p>Supervisors who are representatives of employees of the Company shall be elected by a resolution of the general meeting of employees of the Company.</p> <p>The election of Directors and Supervisors shall be fully reflected the opinions of minority shareholders. The election of Directors on the general meeting shall use cumulative voting system. The voting rights of each shareholder equal to the number of shares he/she holds multiplied by the number of Directors to be elected when electing Directors. Shareholders can voluntarily vote for one or more candidates of directors with their voting rights.</p> | <p>Supervisors who are representatives of employees of the Company shall be elected by a resolution of the general meeting of employees of the Company.</p> |

| No. | Before amendments | After the proposed amendments |
|-----|---|--|
| 13 | <p>5.11 Before a resolution is decided on a proposal at a shareholders’ general meeting, two representatives of the shareholders shall be nominated to participate in counting the votes as well as supervising the counting process. In the event that a shareholder is related with a matter to be considered, the relevant shareholder and his proxies shall not participate in counting the votes or supervising the counting process.</p> <p>When a resolution is decided on a proposal at a shareholders’ general meeting, legal advisers, representatives of shareholders and representatives of Supervisors shall jointly participate in counting the votes as well as supervising the counting process.</p> <p>Shareholders or proxies that vote through online or other methods have the right to inspect their voting results through the respective voting platforms.</p> | <p>5.11 Before a resolution is decided on a proposal at a shareholders’ general meeting, two representatives of the shareholders shall be nominated to participate in counting the votes as well as supervising the counting process. In the event that a shareholder is related with a matter to be considered, the relevant shareholder and his proxies shall not participate in counting the votes or supervising the counting process.</p> <p>When a resolution is decided on a proposal at a shareholders’ general meeting, legal advisers, representatives of shareholders and representatives of Supervisors shall jointly participate in counting the votes as well as supervising the counting process. They shall announce the voting results to the meeting. The voting results in connection with the resolution shall be recorded in the minutes.</p> <p>Shareholders or proxies that vote through online or other methods have the right to inspect their voting results through the respective voting platforms.</p> |

APPENDIX II**PROPOSED AMENDMENTS TO RULES OF
PROCEDURE FOR THE GENERAL MEETING**

| No. | Before amendments | After the proposed amendments |
|------------|--|--|
| 14 | <p>8.3 The announcement or notice referred to herein shall refer to the publication of the relevant information disclosure in the newspapers and periodicals designated by the CSRC. If the announcement or notice is long, the Company may choose to make a summary disclosure of the relevant information in the newspapers and periodicals designated by the CSRC, but the full text shall also be published on the website designated by the CSRC.</p> <p>The supplementary notice of general meetings shall be published on the same designated newspaper where the notice of the meeting is published.</p> | <p>8.3. The announcement or notice or supplementary notice referred to herein shall refer to the publication of the relevant information disclosure in the media that meets the conditions stipulated by the CSRC and on the website of the stock exchanges.</p> |
| 15 | <p>8.6 These Rules of Procedure shall be drafted by the Board as an appendix to the Articles of Association and shall come into effect on the date when the shares of the Company are listed on the stock exchange of Hong Kong after being reviewed and approved by the shareholders' general meeting.</p> | <p>8.6. These Rules of Procedure shall be drafted by the Board as an appendix to the Articles of Association and shall come into effect on the date of approval of the shareholders' general meeting.</p> |

NOTICE OF EXTRAORDINARY GENERAL MEETING



Goldwind

XINJIANG GOLDWIND SCIENCE & TECHNOLOGY CO., LTD.*

新疆金風科技股份有限公司

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

Stock Code: 02208

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of Xinjiang Goldwind Science & Technology Co., Ltd.* (the “**Company**”) will be held at Conference Room, No. 8, Boxing Yi Road, Economic & Technological Development District, Beijing, PRC at 2:30 p.m. on Friday, 23 December 2022 for the purposes of considering and, if thought fit, approving the following matters.

SPECIAL RESOLUTIONS:

1. To consider and approve the motion on the proposed amendments to the Articles of Association. Please refer to the circular of the Company dated 7 November 2022 for details.
2. To consider and approve the motion on the proposed amendments to the Rules of Procedure for the General Meeting. Please refer to the circular of the Company dated 7 November 2022 for details.

ORDINARY RESOLUTIONS:

3. To consider and approve the motion on the remuneration of the chairman of the eighth session of the board of the Company. Please refer to the circular of the Company dated 7 November 2022 for details.
4. To consider and approve the motion on the application for the estimated annual cap for connected transactions conducted in the ordinary course of business (A share) for 2023. Please refer to Appendix I for details.

* *For identification purpose only*

NOTICE OF EXTRAORDINARY GENERAL MEETING

5. To consider and approve the recommendation of Mr. Wang Yili (王義禮) as a non-executive director of the Company. Please refer to the circular of the Company dated 7 November 2022 for details.

By order of the Board
Xinjiang Goldwind Science & Technology Co., Ltd.*
MA Jinru
Company Secretary

7 November 2022

Notes:

1. Each shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on his/her behalf at the EGM. A proxy need not be a shareholder of the Company. A proxy of a shareholder may vote on a poll. With respect to any shareholder who has appointed more than one proxy, the proxy holders may only vote on a poll. The shareholder shall have one vote for each share that they hold.
2. The register of members of the Company will be closed from Wednesday, 23 November 2022 to Friday, 23 December 2022 (both days inclusive) for the purpose of determining the shareholders entitled to attend the EGM. During the above-mentioned period, no share transfer will be registered. Holders of H Shares whose names appear on the register of members as at the close of business on Tuesday, 22 November 2022 are entitled to attend the EGM. In order to attend and vote at the EGM, holders of H Shares whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Tuesday, 22 November 2022.
3. The instruments appointing a proxy must be in writing under the hand of a shareholder or his/her attorney duly authorised in writing. If the shareholder is a corporation, that instrument must be either under the company seal or under the hand of its director or duly authorised attorney. If that instrument is signed by an attorney of the shareholder, the power of attorney authorising that attorney to sign or other authorisation documents must be notarised.
4. The proxy form together with the power of attorney or other authorisation document (if any) must be deposited at the Office of Secretary of the Board of the Company, at the H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for holders of the H Shares not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be).

Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting or any adjourned meeting should you so wish.

NOTICE OF EXTRAORDINARY GENERAL MEETING

5. Shareholders who intend to attend the EGM in person or by proxy should return the reply slip to the Office of Secretary of the Board of the Company at the address as stated in Note 6 below on or before 5:00 p.m. on Friday, 2 December 2022 by hand, by post or by fax.

6. The contact details of the Office of Secretary of the Board of the Company are as follows:

No. 8, Boxing Yi Road, Economic & Technological Development District, Beijing, PRC
Telephone No.: +86 10-67511888
Facsimile No.: +86 10-67511985

7. The EGM is expected to last for half a day and shareholders (in person or by proxy) attending the meeting shall be responsible for their own transportation and accommodation expenses.

As of the date of this notice, the executive Directors of the Company are Mr. Wu Gang, Mr. Cao Zhigang and Mr. Wang Haibo; the non-executive Directors of the Company are Mr. Lu Hailin and Mr. Gao Jianjun; and the independent non-executive Directors of the Company are Ms. Yang Jianping, Mr. Tsang Hin Fun Anthony and Mr. Wei Wei.

APPENDIX I APPLICATION FOR THE ESTIMATED ANNUAL CAP FOR CONNECTED TRANSACTIONS
 CONDUCTED IN THE ORDINARY COURSE OF BUSINESS (A SHARE) FOR 2023

I. OVERVIEW OF CONNECTED TRANSACTIONS

In accordance with the SZSE Listing Rules and the possible connected transactions conducted in the ordinary course of business between Xinjiang Goldwind Science & Technology Co., Ltd.* (the “**Company**”) and its connected persons in 2023, the fifth meeting of the eighth session of the board of the Company considered and approved the Resolution regarding the Application for the Estimated Annual Cap for Connected Transactions conducted in the ordinary course of business (A Share) for 2023 on 26 October 2022. The connected directors Mr. Lu Hailin abstained from voting for the relevant motion. Details of connected transactions are followings.

Unit: RMB ten thousand

| Connected transactions conducted in the ordinary course of business | Business type | January to September 2022 | | 2023 Estimated cap |
|---|------------------|--------------------------------|--|--------------------------|
| | | Actual transacted amount | Proportion in similar activities | |
| China Three Gorges New Energy (Group) Co., Ltd.* and its holding subsidiaries | Sales of product | 63,031 | 3.63% | 845,524 |

The estimated cap shall be submitted to the shareholders’ general meeting of the Company for consideration in respect of connected transactions thereof conducted in the ordinary course of business between the Company and China Three Gorges New Energy (Group) Co., Ltd.* (“**Three Gorges Energy**”) and its holding subsidiaries. Connected shareholders Three Gorges Energy will abstain from voting at the general meeting.

II. BASIC INFORMATION OF CONNECTED PERSONS

Three Gorges Energy

1. *Basic Information*

| | |
|------------------------|--|
| Legal representative: | Wang Wubin |
| Registered capital: | RMB28,571 million |
| Date of incorporation: | 5 September 1985 |
| Address: | Room 206-23. 2nd Floor, Building 1, Gongyuan Street No.1, Tongzhou District, Beijing, PRC. |
| Main businesses: | development and investment of wind and solar power; investment of clean energy, hydro works, hydro power, power generation, water supply, desilting, coastal reclamation, environmental works, agriculture, livestock, and tourism; investment consulting; asset management and investment consulting; manufacturing and sales of mechanical equipment sets and components; domestic hydro works and power generation project and international tendering contracting; technical and information consulting services related to the above areas. |
| Ownership structure: | Three Gorges Energy is a 48.92%-owned holding subsidiary of the China Three Gorges Group Co., Ltd.* (中國長江三峽集團有限公司), which is wholly owned by and its actual controller is the State-owned Assets Supervision and Administration Commission of the State Council. |

2. Financial Statements

As of 31 December 2021, the total assets and net assets of Three Gorges Energy were RMB217,196.4480 million and RMB76,595.2767 million, respectively. Three Gorges Energy realized operating revenue of RMB15,484.1058 million and net profits of RMB6,086.1970 million from January to December 2021.

As of 30 June 2022, the total assets and net assets of Three Gorges Energy were RMB249,583.6099 million and RMB84,735.0022 million, respectively. Three Gorges Energy realized operating revenue of RMB12,129.2718 million and net profits of RMB5,726.0466 million from January to June 2022.

3. Connected Relations with the Company

Three Gorges Energy is a main shareholders of the Company, holding 352,723,945 A shares of the Company, representing for 8.35% of the Company's total issued shares. At the same time, Mr. Lu Hailin is a senior management of Three Gorges Energy. The above qualifies as connected persons under paragraphs 2 (iii) and (iv) of Rules 6.3.3 of the Rules Governing the Listing of Securities on the Shenzhen Stock Exchange.

4. Contract Fulfilment Analysis

Three Gorges Energy is in normal operation and sound financial positions, and possesses the capability to fulfil its contracts.

5. upon enquiry, Three Gorges Energy is not a dishonest person subject to enforcement.

III. MAIN CONTENTS OF CONNECTED TRANSACTIONS

(1) Pricing Terms and Principles

The price will be determined by the following principles in hierarchical order:

1. *Price Determined by Tender*

Since connected persons are state-owned enterprises, sales of WTGs, parts and components to the connected persons are required to be conducted mainly through tender. The Company, as the tenderer, shall submit tender documents in response to the invitation to tender.

The Company formulates tender documents in accordance with wind test results of test sites and tender requirements. Tender documents set out major regulations and major terms for completing the contracts, including many tender requirements such that the WTGs' allocation requirements, technical plans and quality assurance requirements. The terms and price in respect of sales of WTGs, parts and components will be determined through the tender.

During the tendering process, the tendering department of the Company is responsible for estimating the cost based on the scope, duration and degree of complexity (with reference to subcontractors' and suppliers' quotations) of the contracts, as well as prevailing market price. The estimated cost will be used by the Company to supervise the budget and control actual costs to be incurred.

2. *Price Determined by Marker Price*

For sales of parts and components that do not require tender according to the *Tendering and Bidding Law of the PRC* (《中華人民共和國招標投標法》), on the premise that the price is not lower than costs, the Company determines the price and terms with reference to the prevailing market price and the quality assurance requirements of the parts and components, the requirements of contracts, and the risks involved. Reference is made to the average transaction price of the same or similar products provided by the Company in at least two independent third party transactions in the ordinary and usual course of business. The terms and price in respect of sales of products conducted by the Company shall be consistent with those conducted to the independent third parties.

The Company has formulated a series of monitoring system and formed a professional team to carry out its product sales. In accordance monitoring procedures, the sales center works with other departments including the financial center, audit and supervisory department, and law department to ensure the terms and price in respect for selling products by the Company to the connected persons shall be consistent with those available to independent third parties.

(2) Details of Entering Agreements

In accordance with actual demands and market price, the Company will enter into relevant agreements on each individual transaction thereunder with connected person.

IV. PURPOSE OF CONNECTED TRANSACTIONS AND IMPACT ON THE LISTED COMPANY

The estimated annual cap for connected transaction conducted in the ordinary course of business between the Company and its connected persons is determined by the Company's actual operating demands and the price is determined by fair market price. Such transaction is subject to normal and necessary business activities. The Company conducting connected transactions conducted in the ordinary course of business do not rely on any members of connected persons, nor does it prejudice the interests of the Company and its shareholders. Such transactions thereunder have no adverse impact on the current and future financial position and operating results of the Company, and do not affect the independent operations of the Company.