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## **Sinopec Shanghai Petrochemical Company Limited**

**中國石化上海石油化工股份有限公司**

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

**(Stock Code: 00338)**

### **SUPPLEMENTAL NOTICE OF 2023 ANNUAL GENERAL MEETING**

**REFERENCE IS MADE** to the notice of 2023 annual general meeting (the “**Original Notice**”) published on 26 April 2024 by Sinopec Shanghai Petrochemical Company Limited (the “**Company**” or “**SPC**”) which set out to convene the 2023 annual general meeting of the Company (the “**AGM**”) at North Building, Jinshan Hotel, No. 1, Jinyi East Road, Jinshan District, Shanghai, the People’s Republic of China (the “**PRC**”) on Thursday, 6 June 2024 at 2:00 p.m. Unless otherwise defined, terms defined herein shall have the same meanings as those defined in the Original Notice and the circular (the “**Circular**”) of the Company dated 26 April 2024.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the AGM will be held as originally scheduled. Besides, the controlling Shareholder of the Company, China Petroleum & Chemical Corporation, put forward a temporary proposal to propose, on the basis of the eighth resolution in relation to the amendments to the Articles of Association and its appendix in the Original Notice (the “**Original Resolution**”), to further amend the Articles of Association and its appendix in accordance with the Administrative Measures for Independent Directors of Listed Companies and submit the resolution consolidating the further amendments to the AGM for consideration as a temporary proposal. Therefore, the Board decided to withdraw the Original Resolution and submit to the AGM for consideration and, where appropriate, approval the resolution in relation to the amendments to the Articles of Association and its appendix with the further amendments consolidated (the “**New Resolution**”). Details of the New Resolution are set out in the appendix to this supplemental notice of AGM.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the resolutions to be proposed at the AGM of the Company are as follows, and Shareholders should pay special attention to the following:

## RESOLUTIONS

To consider and approve the resolutions by way of non-cumulative voting method:

1. **THAT** the 2023 Work Report of the Board of Directors of the Company be considered and approved;
2. **THAT** the 2023 Work Report of the supervisory committee of the Company be considered and approved;
3. **THAT** the 2023 Audited Financial Statements of the Company be considered and approved;
4. **THAT** the 2023 Profit Distribution Plan of the Company be considered and approved;
5. **THAT** the 2024 Financial Budget Report of the Company be considered and approved;
6. **THAT** the re-appointment of the domestic and international auditors for the year 2024 and the authorization to the Board of Directors to fix their remuneration be considered and approved;
7. **THAT** the authorization to the Board of Directors to decide on the registration and issuance of medium-term notes and ultra short-term debt financing bonds be considered and approved;
8. **THAT** the resolution in relation to the amendments to the Articles of Association and its appendix be considered and approved;
9. **THAT** the resolution in relation to the proposal to shareholders at the general meeting to authorize the Board of Directors to repurchase the domestic shares and/or overseas listed foreign shares of the Company be considered and approved;
10. **THAT** the election of Guo Xiaojun as the non-independent Director of the Eleventh Session of the Board of Directors of the Company.

Resolutions no. 7, 8 and 9 to be proposed at the AGM are special resolutions.

Save as disclosed in this supplemental notice, the resolutions and other relevant matters contained in the Original Notice remain unchanged.

By Order of the Board  
**Sinopec Shanghai Petrochemical Company Limited**  
**Liu Gang**  
*Joint Company Secretary*

Shanghai, the PRC, 23 May 2024

*As at the date of this supplemental notice, the executive directors of the Company are Guan Zemin, Du Jun and Huang Xiangyu; the non-executive directors of the Company are Xie Zhenglin and Qin Zhaohui; and the independent non-executive directors of the Company are Tang Song, Chen Haifeng, Yang Jun, Zhou Ying and Huang Jiangdong.*

*Notes:*

- (1) Please refer to the Original Notice and Circular for details of other special resolutions to be considered and approved at the AGM, closure of register of members, qualification of the shareholders for attending the AGM, registration procedures for attending the AGM and other relevant matters.
- (2) Since the initial proxy form (the “**Initial Proxy Form**”) which was sent together with the Original Notice does not contain the New Resolution in this supplemental notice of the AGM, a revised proxy form (the “**Revised Proxy Form**”) is sent together with this supplemental notice of AGM. Any shareholder who intends to appoint a proxy to attend the AGM and has not lodged the Initial Proxy Form in accordance with the instructions stated thereon is required to complete and lodge the enclosed Revised Proxy Form and lodging of the Initial Proxy Form is not required. If a shareholder has already returned the Initial Proxy Form in accordance with the instructions printed thereon, he/she should note that:
  - (a) If no Revised Proxy Form is returned by the shareholder in accordance with the instructions stated thereon, the Initial Proxy Form will be treated as a valid proxy form lodged by the shareholder if duly completed. The proxy(ies) appointed under the Initial Proxy Form will also be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM (including the New Resolution above).
  - (b) If the Revised Proxy Form is lodged not less than 24 hours before the time for holding the AGM in accordance with the instructions stated thereon, the Revised Proxy Form, whether duly completed or not, will revoke and supersede the Initial Proxy Form previously lodged by the shareholder. The Revised Proxy Form will be treated as a valid form of proxy if duly completed.
  - (c) If the Revised Proxy Form is lodged within 24 hours before the time for holding the AGM, it will be deemed invalid. It will not revoke the Initial Proxy Form previously lodged by the shareholder. The Initial Proxy Form will be treated as a valid proxy form lodged by the shareholder if duly completed. The proxy(ies) appointed under the Initial Proxy Form will also be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM (including the New Resolution above).

Completion and return of the Initial Proxy Form and/or the Revised Proxy Form will not preclude you from attending and voting in person at the AGM or any adjournment thereof.

- (3) The Revised Proxy Form for use at the AGM is enclosed with this supplemental notice of the AGM and is published on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)). Holders of H shares who intend to appoint a proxy to attend the AGM are requested to complete the Revised Proxy Form in accordance with the instructions printed thereon. To be valid, the completed Revised Proxy Form and/or the power of attorney or other authorization document(s) which has/have been notarized must be delivered to the statutory address of the Company not less than 24 hours before the designated time for holding the AGM (i.e., not later than 2:00 p.m. on Wednesday, 5 June 2024) or any adjournment thereof (as the case may be). Holders of H shares shall deliver the relevant document(s) to the H shares share registrar of the Company, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (4) Shareholders are reminded to refer to other notes contained in the Original Notice.

## Appendix

China Petroleum & Chemical Corporation, the controlling shareholder holding 50.55% of the shares of the Company, submitted the *Letter Regarding the Proposed Inclusion of an Additional Temporary Proposal at the 2023 Annual General Meeting of Sinopec Shanghai Petrochemical Company Limited* to the Board, the convenor of the general meeting, and proposed to make further amendments to the Articles of Association and its appendix according to *Administrative Measures for Independent Directors of Listed Companies*. The details of the New Resolution are set out below:

### I. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Amended Articles
<p>Article 64 Any requisition by the supervisory committee or by shareholders alone or together holding ten percent (10%) or more of the total voting rights of the Company to convene an extraordinary general meeting or a class meeting shall be dealt with the “Rules and Procedures of Shareholder Meetings”.</p>	<p>Article 64 Any requisition by the supervisory committee or by shareholders alone or together holding ten percent (10%) or more of the total voting rights of the Company, <b>and proposal to the board of directors by independent director after consideration and approval at a special meeting of the independent directors</b> to convene an extraordinary general meeting or a class meeting shall be dealt with the “Rules and Procedures of Shareholder Meetings”.</p>
<p>Article 70 Notice of the meeting shall be served by delivery or sent by prepaid airmail to the shareholders (whether or not entitled to vote thereat) at the addresses as registered on the shareholder register (whether that address is in the PRC or overseas). In the case of domestic shareholders, the notice may also be given by announcement.</p> <p>The notice specified in the preceding paragraph should be published on one or more newspapers as appointed by the Securities Regulatory Authorities of the State Council. Once published, all domestic shareholders shall be deemed to have received notice of the shareholders general meeting.</p>	<p><b>Article 70 The notice of the general meeting shall be sent to the shareholders (whether or not entitled to vote thereat) in the form of notice specified in the Articles of Association or in other ways permitted by the securities regulatory rules where the Company is listed. Provided the compliance with the securities regulatory rules where the Company is listed, the Company may also issue the notice of general meeting through announcement (including through the Company's website or electronic methods) instead of sending the notice to shareholders in person or by prepaid mail.</b></p>
<p>Article 113 The Company shall have a board of directors which shall consist of five to nineteen (5-19) members, of which more than one-third shall be independent (non-executive) directors (that is, directors who are independent from the</p>	<p>Article 113 The Company shall have a board of directors which shall consist of five to nineteen (5-19) members, of which more than one-third <b>and at least three</b> shall be independent (non-executive) directors (that is, directors who are</p>

Original Articles	Amended Articles
<p>shareholders of the Company and do not hold any office in the Company, hereinafter referred to as “independent directors”), and at least one independent director shall be an accounting professional <del>(that is, a person holding a senior position or a certified accountant).</del></p> <p>There shall be one (1) chairman and one (1) to two (2) vice-chairmen.</p> <p>The Board shall establish <del>audit</del>, nomination, <del>strategie</del>, remuneration and appraisal, and other special committees. These special committees shall consider specific matters and give their opinions and proposals for the Board’s reference when the Board makes decisions.</p> <p><del>Each specialist committee shall have the following basic responsibilities:</del></p> <p><del>(1) Major responsibilities of the audit committee are:-</del></p> <p><del>(i) to propose the appointment or replacement of an external audit firm and to oversee the work of the external audit firm;-</del></p> <p><del>(ii) to oversee the Company’s internal audit policy and the implementation thereof;-</del></p> <p><del>(iii) to ensure that the internal audit function is adequately resourced and has the appropriate standing within the Company, and to review and monitor its effectiveness;-</del></p> <p><del>(iv) to be in charge of the communications between the Company’s internal and external auditors;-</del></p> <p><del>(v) to review the Company’s financial reports and the disclosure thereof;-</del></p>	<p>independent from the shareholders of the Company and do not hold any office in the Company, hereinafter referred to as “independent directors”), and at least one independent director shall be an accounting professional <b>who meets the requirements of the securities regulatory rules in places where the Company is listed.</b></p> <p>There shall be one (1) chairman and one (1) to two (2) vice-chairmen.</p> <p>The Board shall establish <b>audit and compliance</b>, nomination, <b>strategic and ESG</b>, remuneration and appraisal, and other special committees. These special committees shall consider specific matters and give their opinions and proposals for the Board’s reference when the Board makes decisions. <b>The Board is responsible for formulating rules of procedure for professional committees and regulating the operation of professional committees.</b></p> <p>The board of directors shall have one or more directors as executive directors. The executive directors shall be responsible for matters as entrusted by the board.</p>

Original Articles	Amended Articles
<p><del>(vi) to review the Company's risk management and internal control systems, and submit to the board an annual self assessment report on the Company's risk management and internal control;-</del></p> <p><del>(vii) to discuss the risk management and internal control systems with management to ensure that management has performed its duty to have effective systems. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the accounting, financial reporting and internal audit functions;-</del></p> <p><del>(viii) to report and to submit in order of importance to the board of any suspected fraud and non compliance, risk management and internal control failures, or suspected violations of laws and regulations that comes to its attention, and to review the results of internal investigations on suspected fraud and non-compliance, risk management and internal control failures and on activities in violation of laws or regulations on financial reports;-</del></p> <p><del>(ix) to review the major connected transactions;</del></p> <p><del>(x) to review the arrangements made by the Company for the concerns raised by employees in confidence about improprieties in financial reporting, risk management, internal control or other matters, and to ensure that the Company will conduct a fair and independent investigation of these matters and take appropriate follow up action;-</del></p> <p><del>(xi) to formulate compliance reporting policies and systems to ensure that the Company's employees and other parties in contact with the Company (such as customers and suppliers) can</del></p>	

Original Articles	Amended Articles
<p><del>raise their concerns on any possible improper matter regarding the Company to the audit committee;-</del></p> <p><del>(xii) to consider major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and management's response to these findings; and</del></p> <p><del>(xiii) to perform other duties and powers as assigned by the board.</del></p> <p><del>(2) Major responsibilities of the remuneration and appraisal committee are:-</del></p> <p><del>(i) to formulate a remuneration policy and an implementation scheme according to the main terms of reference, duties and significance of the management positions of the directors and officers, as well as on the basis of the pay levels for the relevant positions at other relevant companies;-</del></p> <p><del>(ii) to carry out the remuneration policy and the implementation scheme, which primarily comprise performance appraisal standards and procedures, a main evaluation mechanism, award and penalty regimes and standards, etc.:-</del></p> <p><del>(iii) to review and approve the remuneration proposals for the management with reference to the Company's business goals and objectives set by the board;-</del></p> <p><del>(iv) to review the performance of duties by the directors and officers of the Company and to conduct annual performance appraisals thereof;</del></p> <p><del>(v) to review and approve compensation payable to executive directors and officers of the Company for any loss or termination of office, or compensation arrangements in connection</del></p>	



Original Articles	Amended Articles
<p><del>with the dismissal or removal of directors of the Company for misconduct to ensure that such compensation or compensation arrangements are consistent with contractual terms or are otherwise fair and not excessive;-</del></p> <p><del>(vi) to ensure that no director or any of his directly interested parties thereof is involved in deciding his own remuneration; and-</del></p> <p><del>(vii) to perform other duties and powers as assigned by the board.</del></p> <p><del>(3) Major responsibilities of the nomination committee are:-</del></p> <p><del>(i) to examine the criteria, procedures and methods for the selection of directors and officers and to submit the same to the board for consideration;-</del></p> <p><del>(ii) to review the structure, size and composition of the board (including the skills, knowledge and experience) at least annually and to make recommendations on any proposed changes to the board to complement the Company's corporate strategies;-</del></p> <p><del>(iii) to identify candidates with appropriate qualifications to act as directors and to select and nominate such candidates;-</del></p> <p><del>(iv) to conduct an investigation into the candidates for directorships and the position of general manager and to recommend to the board;</del></p> <p><del>(v) to make recommendations to the board on the appointment or re appointment of directors and succession planning for directors (especially the chairman and the general manager);-</del></p> <p><del>(vi) to assess the independence of independent non executive directors;-</del></p>	

Original Articles	Amended Articles
<p><del>(vii) to conduct fact finding investigations into the candidates for other management positions as proposed by the general manager and to offer opinions on such investigations to the board;</del></p> <p><del>(viii) to search for candidates available for employment in the domestic and overseas human resources markets and within the Company and to make recommendations to the board;</del></p> <p><del>(ix) to perform other duties as assigned by the board; and</del></p> <p><del>(x) to perform other duties as assigned by the securities regulatory authorities in places where the Company is listed.</del></p> <p><del>(4) Major responsibilities of the strategic committee are:-</del></p> <p><del>(i) to study the development strategies of the Company and advise the Board on the same;</del></p> <p><del>(ii) to study any single project with an investment representing more than 5% of the latest audited net assets of the Company and advise the Board on the same;</del></p> <p><del>(iii) to study material investment proposals and material investment projects that are subject to the decision of the Board, and other material matters that will affect the development of the Company, at the request of the Chairman, more than half of the Independent Directors or more than one third of the Directors and advise the Board on the same;</del></p> <p><del>(iv) to perform other duties as assigned by the Board;</del></p>	

Original Articles	Amended Articles
<p><del>(v) to fulfil other responsibilities as imposed by the securities regulatory authorities in domestic and foreign places where the Company is listed;</del></p> <p><del>(vi) to inspect and study the implementation of the above matters and propose any suggestions for improvement and adjustment to the Board on a timely basis.</del></p> <p>The board of directors shall have one or more directors as executive directors. The executive directors shall be responsible for matters as entrusted by the board.</p>	
<p><del>Article 114 The independent directors shall perform their duties faithfully to protect the interests of the Company, and should particularly ensure that the lawful interests of public shareholders shall not be jeopardized.</del></p> <p><del>Independent directors shall perform their duties independently and none of them shall be influenced by the Company's substantial shareholders, beneficial controllers or entities or parties that are interested in the Company, its substantial shareholders or beneficial controllers.</del></p>	<p><b>Article 114 The independent directors shall be directors who do not hold any positions other than director in the Company, and who are not directly or indirectly connected with the Company and the substantial shareholders and the de facto controllers of the Company in a way that may affect their independent and objective judgements.</b></p> <p><b>The independent directors shall have the obligation of loyalty and diligence to the Company and all shareholders, and shall conscientiously perform their duties in accordance with the provisions of relevant laws and administrative regulations, the securities regulatory rules in places where the Company is listed and the Articles of Association, play the roles of participating in the decision-making, supervising, checking and balancing, and professional consulting in the Board, safeguard the interests of the Company as a whole, and protect the lawful rights and interests of minority shareholders.</b></p> <p><b>Independent directors shall perform their duties independently and impartially and none of them shall be influenced by the Company and its substantial shareholders, de facto</b></p>

Original Articles	Amended Articles
	<p>controllers or entities or parties that are interested in the Company, its substantial shareholders or de facto controllers.</p>
<p>Article 115 Directors shall be natural persons, and are not required to hold shares in the Company.</p> <p>Directors shall be elected by shareholders at shareholders' general meetings. The term of office of the directors shall be three (3) years, which commences from the date on which such directors serve their term of office until the end of the current session of the board of directors. The directors may be re-elected after the expiration of their term, however independent directors may not serve for terms exceeding six (6) years. <del>If an independent non-executive director serves more than nine (9) years, his further appointment should be subject to a separate resolution to be approved by shareholders. The papers to shareholders accompanying that resolution should include the reasons why the board believes he is still independent and should be re-elected.</del></p> <p>Newly appointed directors or supervisors shall serve their respective term of office immediately after a shareholders' general meeting is closed or at such time as may be specified in a resolution adopted at the shareholders' general meeting.</p> <p>If the term of the directors expires but re-election has not been conducted in time, the existing directors shall continue to perform their directors' duties in accordance with the laws, administrative regulations, the rules and regulations of the competent authorities together with these Articles and the appendices attached hereto until the re-elected directors serve their respective term of office.</p>	<p>Article 115 Directors shall be natural persons, and are not required to hold shares in the Company.</p> <p>Directors shall be elected by shareholders at shareholders' general meetings. The term of office of the directors shall be three (3) years, which commences from the date on which such directors serve their term of office until the end of the current session of the board of directors. The directors may be re-elected after the expiration of their term, however independent directors may not serve for terms exceeding six (6) years. <b>Any independent director who has served the Company for six consecutive years shall not be nominated as a candidate for independent director of the Company within 36 months from the date of the occurrence of such fact.</b></p> <p>Newly appointed directors or supervisors shall serve their respective term of office immediately after a shareholders' general meeting is closed or at such time as may be specified in a resolution adopted at the shareholders' general meeting.</p> <p>If the term of the directors expires but re-election has not been conducted in time, the existing directors shall continue to perform their directors' duties in accordance with the laws, administrative regulations, the rules and regulations of the competent authorities together with these Articles and the appendices attached hereto until the re-elected directors serve their respective term of office.</p> <p>The chairman and vice-chairman shall be appointed and removed from office by more than half of all the directors. The term of office</p>

Original Articles	Amended Articles
<p>The chairman and vice-chairman shall be appointed and removed from office by more than half of all the directors. The term of office of the chairman and vice-chairman shall be three years and they may be re-elected after the expiration of their term.</p>	<p>of the chairman and vice-chairman shall be three years and they may be re-elected after the expiration of their term.</p>
<p>Article 116 The candidates for election as directors shall be placed as a resolution before a general meeting of shareholders.</p> <p>Candidates for independent directors may be nominated by the board of directors, supervisory committee or shareholders individually or together holding one percent (1%) or more of the issued shares of the Company, and shall be elected by the shareholders at shareholders' general meetings.</p> <p>Candidates for directors other than independent directors may be nominated by the board of directors, supervisory committee or shareholders individually or together holding three percent (3%) or more of the total voting rights of the Company, and shall be elected by the shareholders at shareholders' general meetings.</p>	<p>Article 116 The candidates for election as directors shall be placed as a resolution before a general meeting of shareholders.</p> <p>Candidates for independent directors may be nominated by the board of directors, supervisory committee or shareholders individually or together holding one percent (1%) or more of the issued shares of the Company, and shall be elected by the shareholders at shareholders' general meetings. <b>The Investor Protection Organization established according to law may publicly request the shareholders to authorize it to exercise the right to nominate the independent directors on their behalf. The nominator aforementioned shall not nominate any person who has an interest or any other close associate that may affect the independent performance of his or her duties as a candidate for independent director.</b></p> <p>Candidates for directors other than independent directors may be nominated by the board of directors, supervisory committee or shareholders individually or together holding three percent (3%) or more of the total voting rights of the Company, and shall be elected by the shareholders at shareholders' general meetings.</p>

Original Articles	Amended Articles
<p>Article 117 The following procedure must be followed prior to electing independent directors:</p> <p>(1) Before nominating a candidate for election as an independent director, the nominator should first obtain the consent of the nominee, and fully understand the nominee’s qualifications, education, profession, detailed working experience and other positions held, and said nominator is responsible for providing such written materials to the Company. The candidate shall provide a written undertaking to the Company, agreeing to accept the nomination, confirming the truthfulness and completeness of the publicly disclosed materials relating to the candidate and guaranteeing that following election they will practically carry out the responsibilities of a director;</p> <p>(2) The nominator of the independent director shall make a statement regarding the <del>qualifications</del> and independence of the nominee, and the nominee shall <del>make a public declaration that there does not exist any relationship between himself and the Company which may influence his independent objective judgement;</del></p> <p>(3) If the nomination of a candidate for independent director occurs before the Company holds a meeting of the board of directors, then the written materials regarding the nominee set out in paragraphs (1) and (2) of this Article shall be made public together with the resolutions of the board of directors or the notice of the shareholders’ general meeting;</p> <p>(4) If shareholders alone or together holding <del>three per cent. (3%)</del> or more of the voting rights of the Company <del>or the supervisory committee</del> proposes a motion at the annual general meeting of shareholders for the election of <del>a candidate</del></p>	<p>Article 117 The following procedure must be followed prior to electing independent directors:</p> <p>(1) Before nominating a candidate for election as an independent director, the nominator should first obtain the consent of the nominee, <b>prudently verify whether the independent director candidate meets the conditions and qualifications for appointment, the ability to perform the duties of the office, and whether there are any circumstances affecting his/her independence,</b> and fully understand the nominee’s qualifications, education, profession, detailed working experience, other positions held, <b>and whether there is any major breach of trust and other adverse records,</b> and said nominator is responsible for providing such written materials to the Company. The candidate shall provide a written undertaking to the Company, agreeing to accept the nomination, confirming the truthfulness and completeness of the publicly disclosed materials relating to the candidate and guaranteeing that following election they will practically carry out the responsibilities of a director;</p> <p>(2) The nominator of the independent director shall make a statement regarding <b>that</b> the nominee <b>meets the independence and other conditions for serving as an independent director,</b> and the nominee shall make a public declaration that <b>he/she meets the independence and other conditions for serving as an independent director. Both the nominator and the nominee shall make declarations and undertakings in compliance with the requirements of the securities regulatory rules in places where the Company is listed;</b></p>

Original Articles	Amended Articles
<p><del>for</del> an independent director, then written notice of the intention of such person(s) nominating the candidate and the willingness of the nominee to accept the nomination, together with the written materials and undertakings relating to the nominee set out in paragraphs (1) and (2) of this Article, shall be delivered to the Company during a period of not less than ten (10) days commencing no earlier than the day after the despatch of the notice of such annual general meeting of shareholders and ending no later than ten (10) days before the date of such shareholders' general meeting;</p> <p>(5) <del>When a notice convening the shareholders' general meeting for the election of independent directors is announced, the Company should submit relevant materials regarding all nominees simultaneously to the stock exchanges authorized by the securities regulatory and administrative organs under the State Council on which the Company's shares are listed. If the board of directors have any objections to the nominees, it should also submit its written opinions at the same time. Where the relevant stock exchanges have any objections to a nominee, that person shall not be a candidate for election as independent director.</del> When convening a general meeting of shareholders to elect independent directors, the board of directors of the Company should explain whether the relevant stock exchanges have any objections to any of the candidates for election as independent director.</p>	<p>(3) <b>The nomination committee of the board of directors of the Company shall examine the qualifications of the nominees for appointment and form a clear opinion on such examination;</b></p> <p>(4) If the nomination of a candidate for independent director occurs before the Company holds a meeting of the board of directors, then the written materials regarding the nominee set out in paragraphs (1), (2) <b>and (3)</b> of this Article shall be made public together with the resolutions of the board of directors or the notice of the shareholders' general meeting;</p> <p>(5) If shareholders alone or together holding <b>one percent (1%)</b> or more <b>of the total number of the voting shares</b> of the Company <b>intend to propose a temporary motion</b> at the annual general meeting of shareholders for the election of a candidate for an independent director, then written notice of the intention of such person(s) nominating the candidate and the willingness of the nominee to accept the nomination, together with the written materials and undertakings relating to the nominee set out in paragraphs (1) and (2) of this Article, shall be delivered to the Company during a period of not less than ten (10) days commencing no earlier than the day after the despatch of the notice of such annual general meeting of shareholders and ending no later than ten (10) days before the date of such shareholders' general meeting;</p> <p>(6) <b>Before convening</b> the shareholders' general meeting for the election of independent directors, the Company <b>shall disclose the relevant contents in accordance with the provisions of paragraphs (1), (2) and (3) of this Article, and submit the relevant materials of all candidates for independent directors simultaneously to the domestic listed stock exchange of the</b></p>

Original Articles	Amended Articles
	<p><b>Company.</b> If the board of directors have any objections to the nominees, it should also submit its written opinions at the same time;</p> <p><b>(7) The board of directors of the Company, independent director candidates and independent director nominators shall truthfully answer the inquiries of the domestic stock exchange where the company is listed within the prescribed time, and supplement the relevant materials in a timely manner as required.</b> When convening a general meeting of shareholders to elect independent directors, the board of directors of the Company should explain whether the <b>domestic listed</b> stock exchanges of <b>the Company</b> have any objections to any of the candidates for election as independent director. <b>Candidates for independent directors who receive objections from the domestic listed stock exchanges of the Company shall not be submitted to the shareholders’ general meeting for election. If it has been submitted to the shareholders’ general meeting for consideration, the proposal shall be cancelled.</b></p>
<p><del>Article 119 Independent directors must fulfil the following basic conditions:</del></p> <p><del>(1) be qualified to act as a company director pursuant to PRC and overseas laws and regulations and other relevant provisions;</del></p> <p><del>(2) possess the independence required pursuant to these Articles;</del></p> <p><del>(3) possess a basic knowledge of the operations of a listed company, and be familiar with the relevant laws, administrative regulations, rules and codes;</del></p>	<p><b>Deleted</b></p>



Original Articles	Amended Articles
<p><del>(4) have at least five (5) years working experience in law, economics or other area required for the fulfilment of responsibilities as an independent director.</del></p>	
<p>Article 120 If the controlling shareholder of the Company exercise more than 30% control, when resolutions are proposed for the election of directors at a shareholders’ general meeting, the cumulative voting method shall be adopted, thus when a shareholders’ general meeting is electing two or more directors, each share held by a shareholder participating in the vote has equal voting rights in relation to the total number of candidates for election as directors, and a shareholder may either vote all of their shares on one person, or divide their votes across several persons. The main contents of the cumulative voting system are <del>as follows:</del></p> <p><del>(1) when two or more directors are required to be elected, the cumulative voting method must be adopted;</del></p> <p><del>(2) when the cumulative voting method is adopted, each share held by a shareholder has equal voting rights in relation to the number of candidates for election as directors;</del></p> <p><del>(3) the notice of shareholders’ general meeting must inform shareholders that the cumulative voting system will be adopted for the resolutions for the election of directors. The persons convening the meeting must prepare ballots suitable for the implementation of the cumulative voting method, and a written explanation of the cumulative voting method, instructions for filling in ballots and the method of counting votes must be provided;</del></p> <p><del>(4) when the shareholders’ general meeting is voting on the resolutions for the election of directors, shareholders may divide their voting</del></p>	<p><b>Article 119</b> If the controlling shareholder of the Company exercise more than 30% control, when resolutions are proposed for the election of directors <b>(including independent directors) or supervisors</b> at a shareholders’ general meeting, the cumulative voting method shall be adopted, thus when a shareholders’ general meeting is electing two or more directors <b>or supervisors</b>, each share held by a shareholder participating in the vote has equal voting rights in relation to the total number of candidates for election as directors <b>or supervisors</b>, and a shareholder may either vote all of their shares on one person, or divide their votes across several persons. <b>When electing independent directors, the voting of minority shareholders shall be counted separately and disclosed.</b></p> <p>The main contents of the cumulative voting system are <b>specified by the “Rules of Procedure for Shareholders’ General Meetings”.</b></p>

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<p><del>rights, and vote a proportional number of the shares held for each of the candidates for election as director. Alternatively, shareholders may concentrate their voting rights, and vote all of the voting rights represented by the shares held in favour on one particular candidate for election as director, or vote part of the voting rights represented by the shares held in favour of a certain number of the candidates for election as director;</del></p> <p><del>(5) after a shareholder has concentrated the voting rights represented by all of the shares held by him on one or a certain number of candidates for director, he may not exercise his voting rights again in respect of other candidates for director;</del></p> <p><del>(6) if the total number of votes exercised by a shareholder concentrating his voting rights on one or a certain number of candidates for director exceeds the total number of voting rights represented by the shares held by that shareholder, that shareholder's vote is invalid, and will be deemed to be an abstention. If the total number of votes exercised by a shareholder concentrating his voting rights on one or a certain number of candidates for director is less than the total number of voting rights represented by the shares held by that shareholder, that shareholder's vote is valid, and those voting rights not exercised will be deemed to be abstentions;</del></p> <p><del>(7) where the total number of votes in favour won by a candidate for director exceeds one-half of the total of number of shares with voting rights represented by shareholders attending the general meeting (based on the non-cumulative number of shares) and the total number of votes in favour exceeds the total number of opposing votes, that candidate will be elected as a</del></p>	<p><b>In the event of inconsistency regarding the relevant provisions of cumulative voting system between the relevant provisions of the securities regulatory rules of the place where the Company is listed and the Articles of Association, the board of directors may decide to adopt an appropriate cumulative voting system subject to laws, administrative regulations, departmental rules and regulations, relevant normative documents, and the securities regulatory rules in place where the Company is listed.</b></p>

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<p><del>director. If the number of directors so elected exceeds the number of positions available for director, then those receiving the most number of votes in favour shall be elected as directors (provided that where those receiving relatively less votes in favour have an equal number of votes in favour, which would cause the number of persons elected to exceed the positions available, then such candidates will be deemed to have not been elected). If an insufficient number of directors are elected at the shareholders' general meeting to fill the positions available, then a further vote will be conducted for the remaining positions, until such point as all positions for director have been elected;</del></p> <p><del>(8) where the general meeting holds a new round of election for directors in accordance with the requirements set out in paragraph (7) above, the cumulative votes of the shareholders shall be re-calculated based on the number of directors elected in each round of election;</del></p> <p><del>(9) independent directors and other members of the board of directors are elected separately.</del></p>	
<p>Article 121 Subject to compliance with all relevant laws and administrative regulations, the shareholders' general meeting may by ordinary resolution remove any director whose term of office has not expired (however this will not prejudice any request for compensation which may be raised pursuant to any contract).</p>	<p><b>Article 120</b> Subject to compliance with all relevant laws and administrative regulations, the shareholders' general meeting may by ordinary resolution remove any director whose term of office has not expired (however this will not prejudice any request for compensation which may be raised pursuant to any contract). <b>In case of early dismissal of an independent director, the Company shall promptly disclose the specific reasons and basis. If the independent directors have objections, the Company shall disclose them in a timely manner.</b></p>
<p>Article 122 Directors may resign prior to the expiration of their term of office. A director may resign by submitting written notice of his</p>	<p><b>Article 121</b> Directors may resign prior to the expiration of their term of office. A director may resign by submitting written notice of his</p>

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<p>resignation to the board of directors, and an independent director must in addition provide explanations of any matters related to his resignation or which he believes should be brought to the attention of shareholders and creditors of the Company.</p> <p>Subject to Article 123 of these Articles of Association, a director’s resignation shall be effected when the written notice of resignation is received by the board of directors. The board of directors shall disclose such resignation within 2 days of receipt of the written notice.</p>	<p>resignation to the board of directors, and an independent director must in addition provide explanations of any matters related to his resignation or which he believes should be brought to the attention of shareholders and creditors of the Company, <b>and the Company shall disclose the reasons and concerns for the resignation of the independent director.</b></p> <p>Subject to <b>Article 122</b> of these Articles of Association, a director’s resignation shall be effected when the written notice of resignation is received by the board of directors. The board of directors shall disclose such resignation within 2 days of receipt of the written notice.</p>
<p>Article 123 <del>If</del> the resignation of a director would lead the board of directors of the Company to have less than the legally minimum number of directors, then such director’s notice of resignation will only become effective after a new director has been appointed to fill the vacancy so caused by his resignation. <del>The remaining members of the board of directors must forthwith convene an extraordinary general meeting in order to appoint a director to fill the vacancy caused by the resignation.</del> Prior to the shareholders’ general meeting resolution to elect the director, the resigning director and remaining directors powers should be reasonably restricted.</p> <p><del>If</del> the resignation of an independent director would lead the board of directors of the Company to have less than the minimum proportion of independent directors required by <del>these</del> Articles, then such independent director should continue to perform his/her duties in compliance with the requirements of the law, administrative regulations and the Articles until the commencement of the term of an elected replacement. <del>The board of directors should convene a shareholders’ general meeting to elect a new independent director within two</del></p>	<p><b>Article 122 Under the following circumstances,</b> director’s notice of resignation will only become effective after a new director has been appointed to fill the vacancy so caused by his resignation:</p> <p>(1) The resignation of a director would lead the board of directors of the Company to have less than the legally minimum number of directors;</p> <p>(2) The resignation of an independent director would lead the board of directors <b>or its special committee</b> of the Company to have less than the minimum proportion of <b>independent directors</b> required by these Articles, <b>or a shortage of professional accountants among the independent directors.</b></p> <p><b>Before the resignation report takes effect, the director who intends to resign shall continue to perform his duties in accordance with the provisions of laws, administrative regulations and these Articles, except where there are laws, administrative regulations or the securities regulatory rules in places where the Company is listed.</b></p>

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<p><del>months. If a shareholders' general meeting is not convened within the prescribed period, such independent director does not have to perform the duties thereafter.</del></p>	<p><b>The Company shall complete the by-election of a director/an independent director within sixty days from the date of his/her resignation to ensure that the composition of the board of directors and its special committees complies with the laws and regulations, the securities regulatory rules in places where the Company is listed and the provisions of these Articles.</b></p> <p>Prior to the shareholders' general meeting resolution to elect the director, the resigning director and remaining directors powers should be reasonably restricted.</p>
<p><del>Article 127 Major connected transactions of the Company as well as the appointment or removal of auditors shall require the approval by more than one half of the independent directors before presenting to the board of directors for discussion. The proposal to convene an extraordinary general meeting by independent directors to the board of directors, the proposal to convene a meeting of the board of directors and the solicitation of proxies from shareholders publicly prior to the shareholders' general meeting shall require approval by more than one half of independent directors. Subject to the approval by all independent directors, the independent directors may independently appoint external auditors and consultants to conduct auditing and consultation on specific issues and the relevant costs shall be borne by the Company.</del></p>	<p><b>Article 126 An independent director shall have the following special functions and powers in addition to those conferred on directors by the Company Law, other relevant laws, administrative regulations and these Articles:</b></p> <p><b>(1) to independently employ intermediaries to audit, consult or verify specific matters of the Company;</b></p>

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	<p>(2) to propose to the board of directors to convene an extraordinary general meeting;</p> <p>(3) to propose to convene a board meeting;</p> <p>(4) to publicly solicit the rights of shareholders from shareholders according to law;</p> <p>(5) to express independent opinions on matters that may damage the rights and interests of the Company or minority shareholders;</p> <p>(6) other functions and powers as prescribed by laws, administrative regulations, securities regulatory rules in places where the Company is listed and the Articles of Association.</p> <p>Where an independent director exercises the functions and powers listed in subparagraphs (1) to (3) of the preceding paragraph shall be considered and approved by a special meeting of independent directors.</p> <p>Where an independent director exercises the functions and powers listed in subparagraphs (1) of the preceding paragraph, the Company shall disclose it in a timely manner. If the above-mentioned functions and powers cannot be exercised normally, the Company shall disclose the specific circumstances and reasons.</p>
<p><del>Article 128 Other than the powers set out in the previous Article, independent directors should also express their independent opinion on the following major matters to the board of directors or shareholders' general meeting:</del></p> <p><del>(1) nomination or removal of directors;</del></p>	<p><b>Article 127</b> The following matters shall be submitted to the Board for consideration after being considered and approved by the special meetings of independent directors:</p> <p>(1) connected transactions that shall be disclosed;</p>

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<p><del>(2) appointment or removal of Senior Management;</del></p> <p><del>(3) the remuneration of directors and Senior Management of the Company;</del></p> <p><del>(4) existing or new loans or other financial transaction made by the Company to its shareholders, actual controlling persons or related enterprises which equal to or exceed the recognised standards of major connected transactions that must be approved by the board of directors or shareholders' general meeting (as determined by the standards promulgated from time to time by the authorized regulatory bodies), and whether the Company has taken effective measure to be repaid amounts owing;</del></p> <p><del>(5) matters which the independent directors believe may harm the rights and interests of minority shareholders;</del></p> <p><del>(6) any other matters on which the independent directors are required to express an independent opinion pursuant to the laws, regulations, listing rules and other rules of the places where the shares of the Company are listed.</del></p> <p><del>In relation to the above matters, independent directors should express one of the following opinions: (1) agree; (2) qualified opinion and reasons therefore; (3) oppose and reasons therefore; (4) unable to form an opinion and impediments to doing so.</del></p> <p><del>If the matter is a matter requiring disclosure, the Company must announce the opinions of the independent directors. Where the independent directors are divided and are not able to provide a unanimous opinion, the board of directors should separately disclose the opinions of each independent director.</del></p>	<p><b>(2) plans of the Company and the relevant parties for the modification or waiver of their undertakings;</b></p> <p><b>(3) decisions made and measures taken by the Board of the acquired Company in relation to the acquisition;</b></p> <p><b>(4) other matters prescribed by the laws, administrative regulations, the securities regulatory rules in places where the Company is listed and the Articles of Association.</b></p>

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<p><del>Article 129 The independent directors shall attend the meeting of the board of directors regularly in order to understand the production and operation of the Company, initiate investigation, and obtain the situation and information necessary for making decisions. An annual report from all independent directors describing the situations regarding the performance of their duties shall be submitted by the independent directors to the annual general meeting of the Company.</del></p>	<p><b>Article 128</b> A work report describing the situations regarding the performance of their duties shall be submitted by the independent directors <b>at</b> the annual general meeting of the Company.</p>
<p><del>Article 130 The Company shall establish a system governing the work of independent directors. The secretary to the board of directors shall take the initiative to assist the independent directors for the performance of their duties.</del></p> <p><del>The Company shall provide independent directors with working conditions necessary for the performance of their duties, ensure independent directors have the rights to be informed same as that of other directors, and provide independent directors with relevant materials and information in a timely manner. The Company shall also provide regular reports on its operations and organize on-site visits for independent directors when necessary.</del></p>	<p><b>Article 129</b> The Company shall establish a system governing the work of independent directors, <b>specifying the terms of office, nomination, election and replacement, responsibilities and rights, performance guarantees and other matters of independent directors.</b></p>
<p>Article 137 In any one of the following circumstances, the chairman should convene and chair an extraordinary meeting of the board of directors within ten working days:</p>	<p><b>Article 136</b> In any one of the following circumstances, the chairman should convene and chair an extraordinary meeting of the board of directors within ten working days:</p>



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<p>(1) shareholders representing not less than one-tenth of the voting rights requisition a meeting;</p> <p>(2) not less than one-third of the directors together requisition a meeting;</p> <p>(3) <del>not less than one half of the independent directors together requisition a meeting;</del></p> <p>(4) the supervisory committee requisitions a meeting.</p> <p>Where the chairman cannot convene an extraordinary meeting of the board of directors for special reasons, the chairman shall appoint the vice-chairman or other director to convene the meeting. Where the chairman fails to convene the meeting without cause and fails to appoint any person to convene the meeting on his behalf, a director may be nominated by the vice-chairman or half or more of the total number of all directors to convene the meeting.</p>	<p>(1) shareholders representing not less than one-tenth of the voting rights requisition a meeting;</p> <p>(2) not less than one-third of the directors together requisition a meeting;</p> <p><b>(3) independent directors requisition a meeting after consideration and approval of the same at a special meeting;</b></p> <p>(4) the supervisory committee requisitions a meeting.</p> <p>Where the chairman cannot convene an extraordinary meeting of the board of directors for special reasons, the chairman shall appoint the vice-chairman or other director to convene the meeting. Where the chairman fails to convene the meeting without cause and fails to appoint any person to convene the meeting on his behalf, a director may be nominated by the vice-chairman or half or more of the total number of all directors to convene the meeting.</p>
<p><del>Article 141</del> The directors should attend board meetings in person. Should any directors be unable to attend the meeting, he may authorize another director by a way of a written instrument of proxy to attend on his behalf. Should any independent director be unable to attend the meeting, he may authorize another independent director to attend on his behalf. The proxy form shall set out the name of the proxy, the matters in respect of which he is authorized, the authority of the proxy and the period of validity, and shall be signed or bear the seal of the person appointing the proxy.</p> <p>Any director acting as a proxy shall exercise the right of the appointment director within the scope of authority as set out in the proxy form. In the event that no proxy is appointed by the</p>	<p><b>Article 140</b> The directors should attend board meetings in person. Should any directors be unable to attend the meeting, he may authorize another director by a way of a written instrument of proxy to attend on his behalf. Should any independent director be unable to attend the meeting, he may <b>review the meeting materials in advance to form a clear opinion, and</b> authorize another independent director to attend on his behalf <b>in writing</b>. The proxy form shall set out the name of the proxy, the matters in respect of which he is authorized, the authority of the proxy and the period of validity, and shall be signed or bear the seal of the person appointing the proxy.</p> <p>Any director acting as a proxy shall exercise the right of the appointment director within the scope of authority as set out in the proxy form.</p>

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<p>absent director to attend a board meeting, the absent director shall be deemed to have waived his right to vote at such a meeting.</p>	<p>In the event that no proxy is appointed by the absent director to attend a board meeting, the absent director shall be deemed to have waived his right to vote at such a meeting.</p>
<p><del>Article 142</del> If an independent director fails to attend <del>three</del> consecutive board meetings in person, <del>the board of directors shall propose at the shareholders' general meeting to remove that independent director. Before the expiry of his term of office, an independent director shall not be removed from his/her office without a legitimate cause. Where an independent director is removed from his/her office before the expiry of his/her term, the Company shall make special disclosure of the termination of his/her office. The independent director being removed may make a public declaration if he/she believes that he/she has been removed improperly.</del></p> <p>Other directors shall be deemed as failing to carry out their duties if they fail to attend two consecutive board meetings in person and to appoint an alternate director to attend board meetings on their behalf. The board of directors shall propose at the shareholders' general meeting for the removal of such directors.</p>	<p><b>Article 141</b> If an independent director fails to attend <b>two</b> consecutive board meetings in person, <b>nor does he/she entrust another independent director to attend on his/her behalf, the board of directors shall, within thirty (30) days as of the date of such occurrence, propose to convene a general meeting of shareholders to remove such independent director.</b></p> <p>Other directors shall be deemed as failing to carry out their duties if they fail to attend two consecutive board meetings in person and to appoint an alternate director to attend board meetings on their behalf. The board of directors shall propose at the shareholders' general meeting for the removal of such directors.</p>
<p><del>Article 145</del> The minutes of the board resolutions discussed in the board meetings shall be recorded in the Chinese language.</p> <p>The board minutes shall include the following:</p> <p>(1) date, time, the name of the convener and the chairman;</p> <p>(2) name of the directors, the person preparing the proxy and the proxy attending;</p> <p>(3) agenda of the meeting;</p>	<p><b>Article 144</b> The minutes of the board resolutions discussed in the board meetings shall be recorded in the Chinese language.</p> <p>The board minutes shall include the following:</p> <p>(1) date, time, the name of the convener and the chairman;</p> <p>(2) name of the directors, the person preparing the proxy and the proxy attending;</p> <p>(3) agenda of the meeting;</p>

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<p>(4) the key points of the directors' views as expressed at the meeting (in the case of a written resolution, the key views of the directors set out in writing);</p> <p>(5) the opinion of the independent directors and whether such opinion is inconsistent with that of the directors;</p> <p>(6) the mechanism and results of voting for each resolution (the results shall include the number of votes cast for and against the resolution and the number of votes that abstained);</p> <p>(7) the signature of the directors.</p> <p>The <del>opinions</del> of the independent directors <del>expressed</del> shall be stated in the board resolution. The minutes of the board meeting shall be given to all directors as soon as practicable. Directors who wish to amend or supplement the minutes shall submit a written report setting out his comments to the chairman of the board within one week of this receipt of the draft minutes circulated. Once the board minutes have been finalised, all attending directors, the secretary of the Board and the person recording such minutes shall sign the board minutes. The board minutes shall be kept in the Company's office in the PRC and a complete copy of the minutes shall be provided to each director.</p>	<p>(4) the key points of the directors' views as expressed at the meeting (in the case of a written resolution, the key views of the directors set out in writing);</p> <p>(5) the opinion of the independent directors and whether such opinion is inconsistent with that of the directors;</p> <p>(6) the mechanism and results of voting for each resolution (the results shall include the number of votes cast for and against the resolution and the number of votes that abstained);</p> <p>(7) the signature of the directors.</p> <p>The <b>deliberations of the special meeting</b> of the independent directors shall be stated in the board resolution. <b>If an independent director casts an opposing vote or abstains from voting on a resolution of the board, he/she shall state the specific reasons and grounds, the legality and compliance of the matters involved in the resolution, potential risks and the impact on the interests of the Company and its minority shareholders. The Company shall disclose the dissenting opinions of the independent directors while disclosing the resolutions of the board, and shall state them in the resolution of the board and the minutes of the meetings.</b></p> <p>The minutes of the board meeting shall be given to all directors as soon as practicable. Directors who wish to amend or supplement the minutes shall submit a written report setting out his comments to the chairman of the board within one week of this receipt of the draft minutes circulated. Once the board minutes have been finalised, all attending directors, the secretary of the Board and the person recording such minutes shall sign the board minutes. The board minutes</p>

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	shall be kept in the Company’s office in the PRC and a complete copy of the minutes shall be provided to each director.
<p><del>Article 177 The following persons cannot act as independent directors of the Company:</del></p> <p><del>(1) immediate family members and main social contacts employees (“immediate family members” includes spouse, parents, children; “main social contacts” includes siblings, fathers or mothers in law, sons or daughters in law, spouses of siblings, siblings in law) of persons employed by the Company or its associated entities;</del></p> <p><del>(2) persons, or immediate family members of persons who directly or indirectly hold 1% or more of the issued share capital of the Company or are the top 10 natural persons with the highest shareholdings in the Company, or if a person obtained his shareholdings from a connected person by way of gift or other forms of financial assistance;</del></p> <p><del>(3) shareholders who directly or indirectly hold 5% or more of the issued share capital of the Company, or persons or their immediate family members who are employed by the top five shareholders of the Company;</del></p> <p><del>(4) persons to whom any of the above three conditions applied within the past one (1) year;</del></p> <p><del>(5) persons who provide financial, legal, consultation or other services to the Company or its associated entities;</del></p> <p><del>(6) persons who are already acting as independent directors for five other listed companies;</del></p>	<p><b>Deleted</b></p>

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<p><del>(7) any other persons as designated by the China Securities Regulatory Commission.</del></p>	
<p>Article 201 Twenty (20) days prior to the convening of the annual general meeting, the Company shall make available the financial report for inspection by shareholders at the Company. Every shareholder of the Company shall have the right to receive the financial report as referred to in this Chapter.</p> <p>The Company shall send the above-mentioned financial report and the directors' report at least twenty-one (21) days before the convening of the annual general meeting by prepaid mail to every holder of the listed foreign shares. The address of the recipient shall be the address as registered on the shareholders' register.</p>	<p>Article 199 Twenty (20) days prior to the convening of the annual general meeting, the Company shall make available the financial report for inspection by shareholders at the Company. Every shareholder of the Company shall have the right to receive the financial report as referred to in this Chapter.</p> <p>The Company shall provide the above-mentioned financial report and the directors' report at least twenty-one (21) days before the convening of the annual general meeting <b>to shareholders. Provided the compliance with the securities regulatory rules where the Company is listed, the Company may also issue or provide the above-mentioned reports through announcement (including through the Company's website or electronic methods).</b></p>
<p><del>Article 206</del></p> <p>(1) The Company should place emphasis on delivering reasonable return on investments to the investors. The Company shall pay due attention to the opinions of minority shareholders through various channels when allocating its profits. The profits distribution policy of the Company shall be durative and stable, taking into account of the long-term interests of the Company, the overall interests of all shareholders and the Company's sustainable development.</p> <p>(2) The Company may distribute dividends in the following forms: cash, shares or other forms approved by laws, administrative rules, regulations of competent authorities and regulatory provisions in the place where the Company's shares are listed. The Company shall</p>	<p><b>Article 204</b></p> <p>(1) The Company should place emphasis on delivering reasonable return on investments to the investors. The Company shall pay due attention to the opinions of minority shareholders through various channels when allocating its profits. The profits distribution policy of the Company shall be durative and stable, taking into account of the long-term interests of the Company, the overall interests of all shareholders and the Company's sustainable development.</p> <p>(2) The Company may distribute dividends in the following forms: cash, shares or other forms approved by laws, administrative rules, regulations of competent authorities and regulatory provisions in the place where the Company's shares are listed. The Company shall</p>

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<p>give priority to the distribution of dividends in cash. The Company may make interim dividends distribution.</p> <p>(3) When the net profits and retained earnings of the Company are positive in current year and in the event that the cash flow of the Company can satisfy the normal operation and sustainable development, the Company should declare cash dividends and the distribution of profits in cash every year shall be no less than 30% of the net profits of the Company realised during the corresponding year.</p> <p>(4) The Company may adjust its profits distribution policy referred to in sub- paragraphs (2) and (3) of this Article in case of war, natural disasters and other force majeure, or where changes to the external environment of the Company result in material impact on the production and operation of the Company, or where there are significant changes in the Company's own operations or financial conditions, or where the Company's board of directors considers it necessary. <del>Independent directors shall issue independent opinions on</del> the adjustment of profits distribution policy <del>while</del> the board of directors shall discuss the rationality of such adjustment in detail and form a resolution which shall be submitted to shareholders' general meeting for approval by special resolution. The convening of shareholders' general meeting shall comply with regulatory provisions in the place where the Company's shares are listed.</p> <p>(5) The management of the Company shall formulate the annual profits distribution plan of the Company and submit such plan to the board of directors for consideration. Independent directors shall issue independent opinions on such plan and the board of directors shall form a</p>	<p>give priority to the distribution of dividends in cash. The Company may make interim dividends distribution.</p> <p>(3) When the net profits and retained earnings of the Company are positive in current year and in the event that the cash flow of the Company can satisfy the normal operation and sustainable development, the Company should declare cash dividends and the distribution of profits in cash every year shall be no less than 30% of the net profits of the Company realised during the corresponding year.</p> <p>(4) The Company may adjust its profits distribution policy referred to in sub- paragraphs (2) and (3) of this Article in case of war, natural disasters and other force majeure, or where changes to the external environment of the Company result in material impact on the production and operation of the Company, or where there are significant changes in the Company's own operations or financial conditions, or where the Company's board of directors considers it necessary. For the adjustment of profits distribution policy, <b>the board of directors shall discuss the rationality of such adjustment in detail</b> and form a resolution which shall be submitted to shareholders' general meeting for approval by special resolution. The convening of shareholders' general meeting shall comply with regulatory provisions in the place where the Company's shares are listed.</p> <p>(5) The management of the Company shall formulate the annual profits distribution plan of the Company and submit such plan to the board of directors for consideration. Independent directors shall issue independent opinions on such plan and the board of directors shall form a resolution which shall be submitted for approval</p>

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<p>resolution which shall be submitted for approval by shareholders' general meeting. If the conditions for the distribution of cash dividends have been satisfied and the Company does not propose a cash dividends distribution plan or does not propose such plan in compliance with the sub-paragraph (3) of this Article, <del>independent directors shall issue independent opinions whilst</del> the board of directors shall give specific explanation regarding such arrangement and form a resolution which shall be submitted to shareholders' general meeting for approval and make relevant disclosures. The plan for half-yearly profit distribution of the Company shall comply with Article 214 of the Articles of Association.</p>	<p>by shareholders' general meeting. If the conditions for the distribution of cash dividends have been satisfied and the Company does not propose a cash dividends distribution plan or does not propose such plan in compliance with the sub-paragraph (3) of this Article, the board of directors shall give specific explanation regarding such arrangement and form a resolution which shall be submitted to shareholders' general meeting for approval and make relevant disclosures. <b>Independent directors shall be entitled to express independent opinions if they believe that the specific plan of cash dividends may harm the rights and interests of the Company or minority shareholders. If the Board fails to adopt or completely adopt the opinions of independent directors, it shall record the opinions of independent directors and the specific reasons for non-adoption in the resolution of the Board and disclose the same. The plan for half-yearly profit distribution of the Company shall comply with Article 212 of the Articles of Association.</b></p>
<p>Article 226 Any removal or discontinuation of employment of the firm of accountants by the Company shall be notified to the firm of accountants. The firm of accountants has the right to explain in shareholders' general meeting. Any resigning firm of accountants shall explain in the shareholders' general meeting as to whether there is any irregularity.</p> <p>A firm of accountants may resign its office by depositing at the Company's address a notice in writing (any such notice shall terminate its office on the date on which it is deposited or on such later date as may be specified therein) to that effect and containing:</p>	<p>Article 224 Any removal or discontinuation of employment of the firm of accountants by the Company shall be notified to the firm of accountants. The firm of accountants has the right to explain in shareholders' general meeting. Any resigning firm of accountants shall explain in the shareholders' general meeting as to whether there is any irregularity.</p> <p>A firm of accountants may resign its office by depositing at the Company's address a notice in writing (any such notice shall terminate its office on the date on which it is deposited or on such later date as may be specified therein) to that effect and containing:</p>

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<p>(1) a statement to the effect that are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or</p> <p>(2) a statement of any such circumstances.</p> <p>Where a notice is deposited under the foregoing paragraph, the Company shall within fourteen (14) days send a copy of the notice to the competent authority in charge. If the notice contained a statement under subparagraph (ii) of the foregoing paragraph, a copy of the statement shall be placed at the Company for shareholders' inspection and a copy of the notice shall also be sent by prepaid mail to every shareholder who is entitled to receive a copy of the Company's financial report at the addresses as registered in the shareholders' register.</p> <p>Where the notice of resignation of the firm of accountants contains a statement under subparagraph (2) above, it may require the board of directors to convene an extraordinary general meeting of shareholders for the purpose of receiving an explanation of the circumstances connected with its resignation.</p>	<p>(1) a statement to the effect that are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or</p> <p>(2) a statement of any such circumstances.</p> <p>Where a notice is deposited under the foregoing paragraph, the Company shall within fourteen (14) days send a copy of the notice to the competent authority in charge. If the notice contained a statement under subparagraph (ii) of the foregoing paragraph, a copy of the statement shall be placed at the Company for shareholders' inspection. <b>Provided the compliance with the securities regulatory rules where the Company is listed, the Company may also provide the above-mentioned statement copies through announcement (including through the Company's website or electronic methods) to every shareholder who is entitled to receive the Company's financial report.</b></p> <p>Where the notice of resignation of the firm of accountants contains a statement under subparagraph (2) above, it may require the board of directors to convene an extraordinary general meeting of shareholders for the purpose of receiving an explanation of the circumstances connected with its resignation.</p>
<p>Article 252 The Company shall give notice in the following ways:</p> <p>(1) personal service;</p> <p>(2) by post;</p> <p>(3) by way of announcement;</p> <p>(4) methods as provided for in the Articles of Association.</p>	<p>Article 250 The Company shall give notice in the following ways:</p> <p>(1) personal service;</p> <p>(2) by post;</p> <p>(3) by way of announcement;</p> <p>(4) methods as provided for in the Articles of Association.</p>



Original Articles	Amended Articles
<p>Where a notice is given by way of announcement, all relevant persons will be deemed as being served when the announcement is made.</p> <p>Except as otherwise provided in these Articles, any notice, information or written statement to be given by the Company to shareholders of listed foreign shares must be served to the shareholders holding registered shares by personal service or by prepaid mail to the registered address of each shareholder of listed foreign shares.</p>	<p>Where a notice is given by way of announcement, all relevant persons will be deemed as being served when the announcement is made.</p> <p>Unless otherwise provided in the Articles of Association and its appendixes, <b>provided the compliance with the securities regulatory rules where the Company is listed, any requirement under the Articles of Association and its appendixes in relation to the delivery, e-mailing, post, distribution, announcement or the provision of any corporate communications may be sent out or provided via the Company’s website or through electronic methods.</b></p> <p><b>“Corporate communications” means any documents, which are referred or used to take actions by any holders of securities of the Company and are sent or will be sent by the Company. Such documents represent, including but not limited to:</b></p> <p><b>(1) the report of the board of directors, the annual accounts of the Company, together with the auditors’ report and (if applicable) the summary of the financial report;</b></p> <p><b>(2) the interim report and (if applicable) the summary of the interim report;</b></p> <p><b>(3) notice of the meeting;</b></p> <p><b>(4) listing documents;</b></p> <p><b>(5) circulars; and</b></p> <p><b>(6) proxy form(s) of the shareholder.</b></p>
<p>Article 253 Where the Company serves notice by personal service, the person being served shall acknowledge receipt by signing (or affixing the seal) on the receipt. The person is deemed to</p>	<p>Article 251 Where the Company serves notice by personal service, the person being served shall acknowledge receipt by signing (or affixing the seal) on the receipt. The person is deemed to be</p>

Original Articles	Amended Articles
<p>be served on the date of acknowledging receipt.</p> <p>Where the Company serves notice by way of announcement, the person is deemed to be served on the date the announcement is published.</p> <p>Where a notice is sent by post, service of the notice shall be deemed to have been effected by properly addressing, prepaying and posting a letter containing the notice and to take effect five (5) business days after the letter containing the same is posted.</p> <p>Any summons, notice, order, document, information or written statement to be served on the Company by shareholders or directors may be served by leaving it, or by sending it by registered mail addressed to the Company, at its legal address, or by leaving it with, or by sending it by registered mail to, the registered agent of the Company.</p> <p>Service of any summons, notice, order, document, information or written statement to be served on the Company by shareholders or directors may be proved by showing that that summons, notice, order, document, information or written statement was mailed in such time as to admit to its being delivered in the normal course of delivery within the period prescribed for service and was correctly addressed and the postage was prepaid.</p>	<p>served on the date of acknowledging receipt.</p> <p>Where the Company serves notice by way of announcement, the person is deemed to be served on the date the announcement is published.</p> <p><b>If the notice of the Company is sent out in electronic form, the sending date is deemed as the delivery date.</b></p> <p><b>Provided the compliance with the securities regulatory rules where the Company is listed, if a notice of the Company is sent by way of the website, the delivery date shall be regarded as follows:</b></p> <p><b>(1) on the date when the notice in accordance with the securities regulatory rules of the listing places is sent to the intended recipient; or</b></p> <p><b>(2) if later, the date on which the corporate communication first appears on the website after that notice is sent.</b></p> <p>Where a notice is sent by post, service of the notice shall be deemed to have been effected by properly addressing, prepaying and posting a letter containing the notice and to take effect five (5) business days after the letter containing the same is posted.</p> <p>Any summons, notice, order, document, information or written statement to be served on the Company by shareholders or directors may be served by leaving it, or by sending it by registered mail addressed to the Company, at its legal address, or by leaving it with, or by sending it by registered mail to, the registered agent of the Company.</p>

<b>Original Articles</b>	<b>Amended Articles</b>
	Service of any summons, notice, order, document, information or written statement to be served on the Company by shareholders or directors may be proved by showing that that summons, notice, order, document, information or written statement was mailed in such time as to admit to its being delivered in the normal course of delivery within the period prescribed for service and was correctly addressed and the postage was prepaid.

## II. AMENDMENTS TO THE RULES OF PROCEDURES FOR SHAREHOLDERS' GENERAL MEETING

Original Articles	Amended Articles
<p>Article 17 In the event that more than one-half of the independent directors propose to convene an extraordinary general meeting, such directors shall be responsible for proposing resolutions. In the event that the board of directors does not agree to convene the extraordinary general meeting, it shall disclose the relevant details of its decision.</p>	<p>Article 17 In the event that independent directors propose to convene an extraordinary general meeting <b>after consideration and approval of the same at a special meeting</b>, such directors shall be responsible for proposing resolutions. In the event that the board of directors does not agree to convene the extraordinary general meeting, it shall disclose the relevant details of its decision.</p>
<p>Article 18 In the course of convening a shareholders' general meeting, the board of directors, the supervisory committee, more than one-half of the number of independent directors or shareholders who, individually or jointly, hold more than 3% of the total voting shares of the Company shall have the right to propose a motion. ....</p>	<p>Article 18 In the course of convening a shareholders' general meeting, the board of directors, the supervisory committee, <b>more than one-half</b> of the number of independent directors or shareholders who, individually or jointly, hold more than 3% of the total voting shares of the Company shall have the right to propose a motion. ....</p>
<p>Article 23 If an extraordinary general meeting or a class meeting is proposed to be convened by the supervisory committee, two or more than two shareholders who jointly hold more than 10% of the total voting shares at the proposed meeting, they may sign one copy or several copies of a written request in the same form and substance clearly specifying the topics for discussion for the meeting and at the same time submit to the board of directors a motion which complies with conditions as provided in the preceding articles of these Rules.</p>	<p>Article 23 If an extraordinary general meeting or a class meeting is proposed to be convened <b>as required</b> by the supervisory committee, two or more than two shareholders who jointly hold more than 10% of the total voting shares at the proposed meeting <b>and proposal to the board of directors by independent director after consideration and approval at a special meeting of the independent directors</b>, they may sign one copy or several copies of a written request in the same form and substance clearly specifying the topics for discussion for the meeting and at the same time submit to the board of directors a motion which complies with conditions as provided in the preceding articles of these Rules.</p>
<p>Article 26 When the Company convenes an annual general meeting of shareholders, a written notice shall be issued in 20 full working days before the meeting (excluding the meeting date), and when the Company convenes an extraordinary general meeting of shareholders,</p>	<p>Article 26 When the Company convenes an annual general meeting of shareholders, a written notice shall be issued in 20 full working days before the meeting (excluding the meeting date), and when the Company convenes an extraordinary general meeting of shareholders,</p>

Original Articles	Amended Articles
<p>a written notice shall be issued at least 10 full working days or 15 days (whichever is longer and exclusive of the meeting date) before the meeting, to inform all registered shareholders of the matters to be considered at the meeting and the date and place of the meeting. If there are different provisions of the securities regulatory authority in the listed places of the company, the provisions shall be strictly implemented.</p> <p>Notice of the shareholders’ general meeting shall be given to the shareholders (whether or not having the right to vote at the shareholders’ general meeting) in person or by prepaid mail. The addresses of the recipients shall be subject to such addresses as shown in the register of shareholders (regardless of domestic or international addresses). For holders of domestic shares, the notice of the shareholders’ general meeting may also be made by way of announcement.</p> <p>The term “announcement” as mentioned in the preceding paragraph shall be published in one or more than one newspapers and journals as designated by the Chinese Securities Regulatory Commission (hereinafter referred to as the “CSRC”). Once an announcement is made, all holders of the domestic shares are deemed to have received the relevant notice of the shareholders’ general meeting.</p> <p>In the event that the Company fails to give notice of the shareholders’ general meeting as scheduled such that the shareholders’ general meeting fails to convene for any reasons within six months since the end of the preceding accounting year, it shall promptly report the same to the stock exchange(s) on which the Company’s shares are listed to explain the reasons therefore and make an announcement relating thereto.</p>	<p>a written notice shall be issued at least 10 full working days or 15 days (whichever is longer and exclusive of the meeting date) before the meeting, to inform all registered shareholders of the matters to be considered at the meeting and the date and place of the meeting. If there are different provisions of the securities regulatory authority in the listed places of the company, the provisions shall be strictly implemented.</p> <p>Notice of the shareholders’ general meeting shall be given to the shareholders (whether or not having the right to vote at the shareholders’ general meeting) <b>in the form of notice specified in the Articles of Association or in other ways permitted by the securities regulatory rules where the Company is listed. Provided the compliance with the securities regulatory rules where the Company is listed, the Company may also issue the notice of general meeting through announcement (including through the Company’s website or electronic methods) instead of sending the notice to shareholders in person or by prepaid mail.</b></p> <p>In the event that the Company fails to give notice of the shareholders’ general meeting as scheduled such that the shareholders’ general meeting fails to convene for any reasons within six months since the end of the preceding accounting year, it shall promptly report the same to the stock exchange(s) on which the Company’s shares are listed to explain the reasons therefore and make an announcement relating thereto.</p>

Original Articles	Amended Articles
<p>Article 63 The cumulative voting method shall be adopted for voting on motions in connection with the election of directors at the shareholders' general meeting in accordance with the Articles of Association. The main contents of the cumulative voting system are as follows:</p> <p>(1) The cumulative voting method must be adopted where the number of directors to be elected are more than two;</p> <p>(2) When the cumulative voting method is adopted, each of the shares held by a shareholder shall carry the same voting right as to the number of directors to be elected;</p> <p>(3) The notice of the shareholders' general meeting shall notify shareholders of the adoption of the cumulative voting method for electing directors. The convenors of the shareholders' general meeting shall prepare ballots suitable for cumulative voting, and shall give descriptions and explanations in writing regarding the cumulative voting system, the completion method of the ballots and the methods of counting the votes;</p> <p>(4) When voting on directors candidates at a shareholders' general meeting, a shareholder may exercise his voting right by spreading his votes evenly and for each of the directors candidates casting the number of votes corresponding to the number of shares he holds; or he may exercise the voting rights in a way to concentrate his votes on a particular director candidate by casting the total number of votes carried by all of his shares while the number of voting rights carried by each of his shares is the same as the number of directors to be elected; or he may spread his votes over several candidates and cast for each of them part of the total number of votes carried by the shares</p>	<p>Article 63 The cumulative voting method shall be adopted for voting on motions in connection with the election of directors at the shareholders' general meeting in accordance with the Articles of Association. The main contents of the cumulative voting system are as follows:</p> <p>(1) The cumulative voting method must be adopted where the number of directors <b>or supervisors</b> to be elected are more than two;</p> <p>(2) When the cumulative voting method is adopted, each of the shares held by a shareholder shall carry the same voting right as to the number of directors <b>or supervisors</b> to be elected <b>under each proposal group</b>;</p> <p>(3) The notice of the shareholders' general meeting shall notify shareholders of the adoption of the cumulative voting method for electing directors <b>or supervisors</b>. The convenors of the shareholders' general meeting shall prepare ballots suitable for cumulative voting, and shall give descriptions and explanations in writing regarding the cumulative voting system, the completion method of the ballots and the methods of counting the votes;</p> <p>(4) When voting on directors <b>or supervisors</b> candidates at a shareholders' general meeting, a shareholder may exercise his voting right by spreading his votes evenly and for each of the directors <b>or supervisors</b> candidates casting the number of votes corresponding to the number of shares he holds; or he may exercise the voting rights in a way to concentrate his votes on a particular director <b>or supervisor</b> candidate by casting the total number of votes carried by all of his shares while the number of voting rights carried by each of his shares is the same as the number of directors <b>or supervisors</b> to be elected; or he may spread his votes over</p>

Original Articles	Amended Articles
<p>he holds while the number of voting rights carried by each of his shares is the same as the number of directors to be elected;</p> <p>(5) Once a shareholder exercises his voting right by focusing his votes on one director or several directors while the number of voting rights carried by each of his shares is the same as the number of directors to be elected, he shall have no right to vote on other directors' candidates;</p> <p>(6) In the event that the total number of the votes cast by a shareholder on one or several directors exceeds the voting right represented by total number of shares he holds, the votes cast by such shareholder shall be invalid and he is deemed to abstain from voting; in the event that the total number of the votes cast by a shareholder on one or several directors is less than the voting rights represented by the total number of shares he held, the votes cast by such shareholder shall still be valid and the voting rights attached to the shortfall between the votes actually cast and the votes which such shareholder is entitled to cast shall be deemed to have been waived by him;</p> <p>(7) In the event that the number of affirmative votes received by a director candidate exceeds one-half of the total number of shares with voting rights represented by the shareholders attending the shareholders' general meeting (on the basis of the total number of shares if cumulative voting is not adopted) and the number of affirmative votes exceeds the number of opposing votes, such candidate shall be the elected candidate. In the event that the number of the elected candidates exceeds the number of directors required to be elected in the shareholders' general meeting, the candidate who wins the largest number of affirmative</p>	<p>several candidates and cast for each of them part of the total number of votes carried by the shares he holds while the number of voting rights carried by each of his shares is the same as the number of directors <b>or supervisors</b> to be elected;</p> <p><b>(5) Shareholders should vote within the number of votes for each proposal group.</b> After a shareholder has concentrated the voting rights represented by all of the shares held by him on one or a certain number of candidates for director or <b>supervisor of such proposal group</b>, he may not exercise his voting rights again in respect of other candidates for director <b>of such proposal group</b>;</p> <p>(6) If the total number of votes exercised by a shareholder concentrating his voting rights on one or a certain number of candidates for director or <b>supervisor</b> exceeds the total number of voting rights represented by the shares held by that shareholder <b>under such proposal group, or have casted votes for more candidates than the number to be elected in competitive election</b>, that shareholder's vote is invalid, and will be deemed to be an abstention. If the total number of votes exercised by a shareholder concentrating his voting rights on one or a certain number of candidates for director is less than the total number of voting rights represented by the shares held by that shareholder <b>under such proposal group</b>, that shareholder's vote is valid, and those voting rights not exercised will be deemed to be abstentions;</p> <p>(7) Where the total number of votes in favour won by a candidate for director <b>or supervisor</b> exceeds one-half of the total of number of shares with voting rights represented by shareholders attending the shareholders' general meeting</p>

Original Articles	Amended Articles
<p>votes shall be the elected candidate (provided that in cases where elected candidates receiving affirmative votes win the same number of affirmative votes such that the number of candidates elected would exceed the number of directors required to be elected, then such candidates shall be treated as having not been elected); in the event that the number of elected candidates is less than the number of directors required to be elected, a new round of voting shall be held for the remaining vacancies until the election of all the directors required to be elected is completed;</p> <p>(8) Where the shareholders' general meeting holds a new round of election for directors in accordance with the requirements set out in paragraph (7) above, the cumulative votes of the shareholders shall be re-calculated based on the number of directors elected in each round of election ;</p> <p>(9) Independent directors and other members of the board of directors shall be elected separately.</p>	<p>(based on the non-cumulative number of shares) and the total number of votes in favour exceeds the total number of opposing votes, that candidate will be elected as a director <b>or supervisor</b>. If the number of directors <b>or supervisors</b> so elected exceeds the number of positions available for director <b>or supervisor</b>, then those receiving the most number of votes in favour shall be elected as directors <b>or supervisors</b> (provided that where directors <b>or supervisors</b> receiving relatively less votes in favour have an equal number of votes in favour, which would cause the number of directors <b>or supervisors</b> elected to exceed the positions available, then such candidates will be deemed to have not been elected). If an insufficient number of directors <b>or supervisors</b> are elected at the shareholders' general meeting to fill the positions available, then a further vote will be conducted for the remaining positions, until such point as all positions for director <b>or supervisor</b> have been elected;</p> <p>(8) Where the shareholders' general meeting holds a new round of election for directors <b>or supervisors</b> in accordance with the requirements set out in paragraph (7) above, the cumulative votes of the shareholders shall be re-calculated based on the number of directors <b>or supervisors</b> elected in each round of election;</p> <p>(9) Independent directors and other members of the board of directors are elected separately.</p> <p><b>In the event of inconsistency regarding the relevant provisions of cumulative voting system between the relevant provisions of the securities regulatory rules of the place where the Company is listed and the Articles of Association, the board of directors may decide to adopt an appropriate cumulative voting system subject to laws, administrative</b></p>



<b>Original Articles</b>	<b>Amended Articles</b>
	<b>regulations, departmental rules and regulations, relevant normative documents, and the securities regulatory rules in place where the Company is listed.</b>

### III. AMENDMENTS TO THE RULES OF PROCEDURE OF THE BOARD OF DIRECTORS

Original Articles	Amended Articles
<p>Article 3 The Board shall establish audit, <del>nomination</del>, strategic, <del>remuneration</del> and appraisal, and other special committees. These special committees shall consider specific matters and give their opinions and proposals for the Board’s reference when the Board makes decisions.</p> <p>Any of these special committees shall comprise directors only and the majority of the remuneration and appraisal committee, and the nomination committee members shall be independent directors. The members of the audit committee <del>shall be selected from non-executive directors</del> and the majority of them shall be independent directors, at least one of which shall be an accounting professional.</p> <p>Each specialist committee shall have the following basic responsibilities:</p> <p>(I) Major responsibilities of the audit committee are:</p> <ol style="list-style-type: none"> <li>1. to propose the appointment or replacement of an external audit firm and to oversee the work of the external audit firm;</li> <li>2. to oversee the Company’s internal audit policy and the implementation thereof;</li> <li>3. to ensure that the internal audit function is adequately resourced and has the appropriate standing within the Company, and to review and monitor its effectiveness;</li> <li>4. to be in charge of the communications between the Company’s internal and external auditors;</li> </ol>	<p>Article 3 The Board shall establish <b>audit and compliance</b>, nomination, <b>strategic and ESG</b>, remuneration and appraisal, and other special committees. These special committees shall consider specific matters and give their opinions and proposals for the Board’s reference when the Board makes decisions.</p> <p>Any of these special committees shall comprise directors only and the majority of the remuneration and appraisal committee, and the nomination committee members shall be independent directors <b>and serving as convenors</b>. The members of the <b>audit and compliance</b> committee <b>shall be consisted of three non-executive directors</b> of whom <b>at least two</b> are independent <b>non-executive</b> directors and at least one independent <b>non-executive</b> director who is an accounting professional <b>and serves as the convenor. The Board is responsible for formulating rules of procedure for professional committees and regulating the operation of professional committees.</b></p> <p>Each specialist committee shall have the following basic responsibilities:</p> <p>(I) Major responsibilities of the <b>audit and compliance</b> committee are:</p> <ol style="list-style-type: none"> <li>1. to propose the appointment or replacement of an external audit firm and to oversee the work of the external audit firm;</li> <li>2. to oversee the Company’s internal audit policy, <b>compliance management policy</b> and the implementation thereof;</li> </ol>

Original Articles	Amended Articles
<p>5. to review the Company’s financial reports and the disclosure thereof;</p> <p>6. to review the Company’s risk management and internal control systems, and submit to the board an annual self-assessment report on the Company’s risk management and internal control;</p> <p>7. to discuss the risk management and internal control systems with management to ensure that management has performed its duty to have effective systems. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes for the staff and budget of the Company’s accounting, financial reporting and internal audit functions;</p> <p>8. to report and to submit in order of importance to the board of any suspected fraud and non-compliance, risk management and internal control failures, or suspected violations of laws and regulations that comes to its attention, and to review the results of internal investigations on suspected fraud and non-compliance, risk management and internal control failures and on activities in violation of laws or regulations on financial reports;</p> <p>9. to review the major connected transactions;</p> <p>10. to review the arrangements made by the Company for the concerns raised by employees in confidence about improprieties in financial reporting, risk management, internal control or other matters, and to ensure that the Company will conduct a fair and independent investigation of these matters and take appropriate follow-up action;</p>	<p>3. to ensure that the internal audit function is adequately resourced and has the appropriate standing within the Company, and to review and monitor its effectiveness;</p> <p>4. to be in charge of the communications between the Company’s internal and external auditors;</p> <p>5. to review the Company’s financial reports and the disclosure thereof;</p> <p>6. to review the Company’s risk management and internal control systems, and submit to the board an annual self-assessment report on the Company’s risk management and internal control;</p> <p><b>7. to supervise and evaluate the compliance management of the Company;</b></p> <p>8. to discuss the risk management and internal control systems with management to ensure that management has performed its duty to have effective systems. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes for the staff and budget of the Company’s accounting, financial reporting and internal audit functions;</p> <p>9. to report and to submit in order of importance to the board of any suspected fraud and non-compliance, risk management and internal control failures, or suspected violations of laws and regulations that comes to its attention, and to review the results of internal investigations on suspected fraud and non-compliance, risk management and internal control failures and on activities in violation of laws or regulations on financial reports;</p> <p>10. to review the major connected transactions;</p>

Original Articles	Amended Articles
<p>11. to formulate compliance reporting policies and systems to ensure that the Company's employees and other parties in contact with the Company (such as customers and suppliers) can raise their concerns on any possible improper matter regarding the Company to the <del>audit</del> committee;</p> <p>12. to consider major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and management's response to these findings; and</p> <p>13. to perform other duties and powers as assigned by the board.</p> <p>(II) Major responsibilities of the remuneration and appraisal committee are:</p> <p>1. to formulate a remuneration policy and an implementation scheme according to the main terms of reference, duties and significance of the management positions of the directors and officers, as well as on the basis of the pay levels for the relevant positions at other relevant companies;</p> <p>2. to carry out the remuneration policy and the implementation scheme, which primarily comprise performance appraisal standards and procedures, a main evaluation mechanism, award and penalty regimes and standards, etc.;</p> <p>3. to review and approve the remuneration proposals for the management with reference to the Company's business goals and objectives set by the board;</p> <p>4. to review the performance of duties by the directors and officers of the Company and to conduct annual performance appraisals thereof;</p>	<p>11. to review the arrangements made by the Company for the concerns raised by employees in confidence about improprieties in financial reporting, risk management, internal control or other matters, and to ensure that the Company will conduct a fair and independent investigation of these matters and take appropriate follow-up action;</p> <p>12. to formulate compliance reporting policies and systems to ensure that the Company's employees and other parties in contact with the Company (such as customers and suppliers) can raise their concerns on any possible improper matter regarding the Company to the <b>audit and compliance</b> committee;</p> <p>13. to consider major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and management's response to these findings; and</p> <p>14. to perform other duties and powers as assigned by the board.</p> <p>(II) Major responsibilities of the remuneration and appraisal committee are:</p> <p>1. to formulate a remuneration policy and an implementation scheme according to the main terms of reference, duties and significance of the management positions of the directors and officers, as well as on the basis of the pay levels for the relevant positions at other relevant companies;</p> <p>2. to carry out the remuneration policy and the implementation scheme, which primarily comprise performance appraisal standards and procedures, a main evaluation mechanism, award and penalty regimes and standards, etc.;</p>

Original Articles	Amended Articles
<p>5. to review and approve compensation payable to executive directors and officers of the Company for any loss or termination of office, or compensation arrangements in connection with the dismissal or removal of directors of the Company for misconduct to ensure that such compensation or compensation arrangements are consistent with contractual terms or are otherwise fair and not excessive;</p> <p>6. to ensure that no director or any of his directly interested parties thereof is involved in deciding his own remuneration;</p> <p>7. to perform other duties and powers as assigned by the board.</p> <p>(III) Major responsibilities of the nomination committee are:</p> <p>1. to examine the criteria, procedures and methods for the selection of directors and officers and to submit the same to the board for consideration;</p> <p>2. to review the structure, size and composition of the board (including the skills, knowledge and experience) at least annually and to make recommendations on any proposed changes to the board to complement the Company's corporate strategies;</p> <p>3. to identify candidates with appropriate qualifications to act as directors and to select and nominate such candidates;</p> <p>4. to conduct an investigation into the candidates for directorships and the position of general manager and to recommend to the board;</p>	<p>3. to review and approve the remuneration proposals for the management with reference to the Company's business goals and objectives set by the board;</p> <p>4. to review the performance of duties by the directors and officers of the Company and to conduct annual performance appraisals thereof;</p> <p>5. to review and approve compensation payable to executive directors and officers of the Company for any loss or termination of office, or compensation arrangements in connection with the dismissal or removal of directors of the Company for misconduct to ensure that such compensation or compensation arrangements are consistent with contractual terms or are otherwise fair and not excessive;</p> <p>6. to ensure that no director or any of his directly interested parties thereof is involved in deciding his own remuneration;</p> <p><b>7. to research, review and/or draft matters relating to share plans as referred to Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; and</b></p> <p>8. to perform other duties and powers as assigned by the board.</p> <p>(III) Major responsibilities of the nomination committee are:</p> <p>1. to examine the criteria, procedures and methods for the selection of directors and officers and to submit the same to the board for consideration;</p> <p>2. to review the structure, size and composition of the board (including the skills, knowledge and experience) at least annually and to make</p>

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<p>5. to make recommendations to the board on the appointment or re-appointment of directors and succession planning for directors (especially the chairman and the general manager);</p> <p>6. to assess the independence of independent non-executive directors;</p> <p>7. to conduct fact-finding investigations into the candidates for other management positions as proposed by the general manager and to offer opinions on such investigations to the board;</p> <p>8. to search for candidates available for employment in the domestic and overseas human resources markets and within the Company and to make recommendations to the board;</p> <p>9. to perform other duties as assigned by the board;</p> <p>10. to perform other duties as assigned by the securities regulatory authorities in places where the Company is listed.</p> <p>(IV) Major responsibilities of the strategic committee are:</p> <p>1. to study the development strategies of the Company and advise the Board on the same;</p> <p>2. to study any single project with an investment representing more than 5% of the latest audited net assets of the Company and advise the Board on the same;</p> <p>3. to study material investment proposals and material investment projects that are subject to the decision of the Board, and other material matters that will affect the development of the</p>	<p>recommendations on any proposed changes to the board to complement the Company's corporate strategies;</p> <p>3. to identify candidates with appropriate qualifications to act as directors and to select and nominate such candidates;</p> <p>4. to conduct an investigation into the candidates for directorships and the position of general manager and to recommend to the board;</p> <p>5. to make recommendations to the board on the appointment or re-appointment of directors and succession planning for directors (especially the chairman and the general manager);</p> <p>6. to assess the independence of independent non-executive directors;</p> <p>7. to conduct fact-finding investigations into the candidates for other management positions as proposed by the general manager and to offer opinions on such investigations to the board;</p> <p>8. to search for candidates available for employment in the domestic and overseas human resources markets and within the Company and to make recommendations to the board;</p> <p>9. to perform other duties as assigned by the board;</p> <p>10. to perform other duties as assigned by the securities regulatory authorities in places where the Company is listed.</p> <p>(IV) Major responsibilities of the <b>strategic and ESG</b> committees are:</p>

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<p>Company, at the request of the chairman, more than half of the independent directors or more than one-third of the directors and advise the Board on the same;</p> <p>4. to perform other duties as assigned by the Board;</p> <p>5. to fulfil other responsibilities as imposed by the securities regulatory authorities in domestic and foreign places where the Company are listed;</p> <p>6. to inspect and study the implementation of the above matters and propose any suggestions for improvement and adjustment to the Board on a timely basis.</p>	<p>1. to study the development strategies of the Company and advise the Board on the same;</p> <p>2. to study any single project with an investment representing more than 5% of the latest audited net assets of the Company and advise the Board on the same;</p> <p>3. to study material investment proposals and material investment projects that are subject to the decision of the Board, and other material matters that will affect the development of the Company, at the request of the chairman, more than half of the independent directors or more than one-third of the directors and advise the Board on the same;</p> <p><b>4. to propose to the board of directors on the company’s strategies, planning and major decisions related to ESG (environment, society and governance);</b></p> <p><b>5. to focus on the commitments and performance of ESG of the Company and material ESG matters related to the Company’s business, study the company’s ESG-related matters and recommend to the board of directors;</b></p> <p><b>6. to consider the annual ESG report of the Company and propose to the board of directors;</b></p> <p>7. to perform other duties as assigned by the Board;</p> <p>8. to fulfil other responsibilities as imposed by the securities regulatory authorities in domestic and foreign places where the Company are listed;</p>

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	9. to inspect and study the implementation of the above matters and propose any suggestions for improvement and adjustment to the Board on a timely basis.
<p>Article 7 Necessary conditions for the performance of duties by the Board:</p> <p>The general manager shall provide all directors with necessary information and data so that the Board can make its decisions in a scientific, rapid and prudential manner. A proper introduction related to the Company’s affairs shall be given to the newly-appointed directors.</p> <p>A director may request the general manager or, through the general manager, the relevant department of the Company to provide information and explanations necessary for them to make decisions in a scientific, rapid and prudential manner. The Company shall note in particular that the Company must take steps to answer the questions of non-executive directors, if any, as soon and completely as possible.</p> <p><del>Any independent director may engage independent institutions to provide independent opinions as the basis of their decision if they consider necessary. The Company shall arrange the engagement of such independent institutions and bear the expenses incurred therefrom.</del></p>	<p>Article 7 Necessary conditions for the performance of duties by the Board:</p> <p>The general manager shall provide all directors with necessary information and data so that the Board can make its decisions in a scientific, rapid and prudential manner. A proper introduction related to the Company’s affairs shall be given to the newly-appointed directors.</p> <p>A director may request the general manager or, through the general manager, the relevant department of the Company to provide information and explanations necessary for them to make decisions in a scientific, rapid and prudential manner. The Company shall note in particular that the Company must take steps to answer the questions of non-executive directors, if any, as soon and completely as possible.</p> <p><b>Upon the consideration and approval at a special meeting of independent directors, any independent director may independently engage intermediaries to conduct audit, consultation or verification on specific matters of the Company.</b> The Company shall bear the expenses <b>incurred thereof.</b></p>
<p>Article 8 The board of directors shall consider and approve on the matters which the board of directors is required by laws, administrative rules and the Articles of Association to submit to the shareholders’ general meeting for determination (including matters proposed by <del>more than half of the independent directors</del>).</p>	<p>Article 8 The board of directors shall consider and approve on the matters which the board of directors is required by laws, administrative rules and the Articles of Association to submit to the shareholders’ general meeting for determination (including matters proposed by <b>more than half of the independent directors</b>).</p>



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<p>Article 23 The chairman of the board of directors shall convene an extraordinary board of directors' meeting within ten working days after receiving the relevant proposal in any one of the following events:</p> <p>(1) shareholders representing not less than one-tenth of the voting rights requisition a meeting;</p> <p>(2) not less than one-third of the directors together requisition a meeting;</p> <p>(3) not less than one-half of the independent directors together requisition a meeting;</p> <p>(4) the supervisory committee requisitions a meeting.</p>	<p>Article 23 The chairman of the board of directors shall convene an extraordinary board of directors' meeting within ten working days after receiving the relevant proposal in any one of the following events:</p> <p>(1) shareholders representing not less than one-tenth of the voting rights requisition a meeting;</p> <p>(2) not less than one-third of the directors together requisition a meeting;</p> <p><b>(3) the special meetings of independent directors considered and approved to convene;</b></p> <p>(4) the supervisory committee requisitions a meeting.</p>
<p>Article 25 The board of directors' meetings shall be divided into on-site meetings, video telephone meetings and meetings by way of written resolutions.</p> <p>All the meetings of the board of directors may be held by way of on-site meetings.</p> <p>The board of directors' meetings may be held by way of video-telephone meetings, provided that the attending directors are able to hear clearly the director who speaks at the meeting and communicate amongst themselves. The meetings convened by this method shall be recorded and videotaped. In the event that the attending directors are unable to sign for the resolutions on site, they shall express their opinions orally during the meeting and shall complete the signing procedures as soon as practicable. The verbal voting by a director shall have the same effect as signing in the voting sheet, provided that there is no discrepancy between the opinions expressed by such director in completing signing</p>	<p>Article 25 The board of directors' meetings shall be divided into on-site meetings, video telephone meetings and meetings by way of written resolutions.</p> <p>All the meetings of the board of directors may be held by way of on-site meetings.</p> <p>The board of directors' meetings <b>and the special committees' meetings shall be convened on site in principle. On the premise of ensuring that all participating Directors are able to fully communicate and express their opinions,</b> the meetings may be held by way of video-telephone meetings, provided that the attending directors are able to hear clearly the director who speaks at the meeting and communicate amongst themselves. The meetings convened by this method shall be recorded and videotaped. In the event that the attending directors are unable to sign for the resolutions on site, they shall express their opinions orally during the meeting and shall complete the signing procedures as</p>

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<p>procedure and the opinions orally expressed by him during the meeting.</p> <p>In urgent cases (limited to cases where an on-site meeting or a video-telephone meeting is impractical), where the matters to be considered are comparatively procedural and unique such that a discussion of the motions proves to be unnecessary, the board of directors' meeting may be held by written resolutions, in which case the motions shall be passed by way of circulating the motions for directors' review. Unless otherwise expressed by the directors, signing on the written resolutions by the directors shall be sufficient evidence that they have agreed to the resolutions.</p>	<p>soon as practicable. The verbal voting by a director shall have the same effect as signing in the voting sheet, provided that there is no discrepancy between the opinions expressed by such director in completing signing procedure and the opinions orally expressed by him during the meeting.</p> <p>In urgent cases (limited to cases where an on-site meeting or a video-telephone meeting is impractical), where the matters to be considered are comparatively procedural and unique such that a discussion of the motions proves to be unnecessary, <b>and when ensuring that the board of directors still have smooth channels for communication and expression of opinions</b>, the board of directors' meeting may be held by written resolutions, in which case the motions shall be passed by way of circulating the motions for directors' review. Unless otherwise expressed by the directors, signing on the written resolutions by the directors shall be sufficient evidence that they have agreed to the resolutions.</p>
<p>Article 26 Putting forward Motions</p> <p>The motions of the board of directors' meetings shall be put forward in the following circumstances:</p> <p>(1) matters proposed by the directors;</p> <p>(2) matters proposed by the supervisory committee;</p> <p>(3) motions from the special committees of the board of directors;</p> <p>(4) matters proposed by the general manager.</p>	<p>Article 26 Putting forward Motions</p> <p>The motions of the board of directors' meetings shall be put forward in the following circumstances:</p> <p>(1) matters proposed by the directors;</p> <p>(2) matters proposed by the supervisory committee;</p> <p>(3) motions from the special committees of the board of directors;</p> <p><b>(4) matters proposed by special meetings of independent directors;</b></p> <p>(5) matters proposed by the general manager.</p>

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<p data-bbox="124 187 539 221">Article 27 Collecting Motions</p> <p data-bbox="124 272 788 1072">The secretary of the board of directors shall be responsible for collecting the draft motions in respect of the matters to be considered at the meeting. Each person who puts forward the relevant motion(s) shall submit the motions and relevant explanatory materials before the date of the meeting. Motions concerning material connected transactions which must be approved by the board of directors or the shareholders' general meeting (which are determined according to the standards set from time to time by the relevant regulatory bodies) shall first <del>be approved</del> by the independent directors. The relevant materials shall be submitted to the chairman of the board of directors after being reviewed by the secretary of the board of directors, who shall also set out the time, place and agenda of the meeting in the materials submitted.</p>	<p data-bbox="805 187 1220 221">Article 27 Collecting Motions</p> <p data-bbox="805 272 1469 1157">The secretary of the board of directors shall be responsible for collecting the draft motions in respect of the matters to be considered at the meeting. Each person who puts forward the relevant motion(s) shall submit the motions and relevant explanatory materials before the date of the meeting. Motions concerning material connected transactions which must be approved by the board of directors or the shareholders' general meeting (which are determined according to the standards set from time to time by the relevant regulatory bodies) shall first be <b>reviewed and approved by a special meeting of the independent directors and then submitted to the board of directors for review</b>. The relevant materials shall be submitted to the chairman of the board of directors after being reviewed by the secretary of the board of directors, who shall also set out the time, place and agenda of the meeting in the materials submitted.</p>
<p data-bbox="124 1181 721 1215">Article 30 Communication before Meetings</p> <p data-bbox="124 1266 788 1938">After the issue of the notice of a meeting and before the date of the meeting, the secretary of the board of the directors shall be responsible for, and shall communicate and liaise with all directors, in particular external directors, to seek their opinions or suggestions in respect of the motions of the meeting, and shall pass on these opinions or suggestions to the persons who put forward the motions, so as to enable necessary amendments to be made to them. The secretary of the board of directors shall also, in a timely manner, arrange for the provision of the supplemental materials which are required for the directors to make decisions on the motions of the meeting, including the background information relating to the subject of the</p>	<p data-bbox="805 1181 1406 1215">Article 30 Communication before Meetings</p> <p data-bbox="805 1266 1469 1938">After the issue of the notice of a meeting and before the date of the meeting, the secretary of the board of the directors shall be responsible for, and shall communicate and liaise with all directors, in particular external directors <b>and independent directors</b>, to seek their opinions or suggestions in respect of the motions of the meeting, and shall pass on these opinions or suggestions to the persons who put forward the motions, so as to enable necessary amendments to be made to them. The secretary of the board of directors shall also, in a timely manner, arrange for the provision of the supplemental materials which are required for the directors to make decisions on the motions of the meeting, including the background information relating to</p>

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<p>meeting and other information which will assist the directors in making scientific, rapid and prudent decisions.</p> <p>Where more than one-fourth of the directors or more than two external directors are of the opinion that the materials provided are insufficient <del>or</del> unclear, they may jointly make a proposal concerning the postponement of the board meeting or the postponement of discussions on the part of the issues put forward by the board of directors, and the board of directors shall adopt such a proposal. Unless such a proposal is put forward during the meeting, the secretary of the board of directors shall serve a notice on the directors, supervisors and other personnel attending the meeting upon receiving a written request concerning the postponement of holding of the meeting or the postponement of discussions on part of the issues put forward by the board of directors.</p>	<p>the subject of the meeting and other information which will assist the directors in making scientific, rapid and prudent decisions.</p> <p>Where more than one-fourth of the directors or more than two external directors <b>and independent directors</b> are of the opinion that the materials provided are insufficient, unclear <b>or not provided in time</b>, they may jointly make a proposal concerning the postponement of the board meeting or the postponement of discussions on the part of the issues put forward by the board of directors, and the board of directors shall adopt such a proposal. Unless such a proposal is put forward during the meeting, the secretary of the board of directors shall serve a notice on the directors, supervisors and other personnel attending the meeting upon receiving a written request concerning the postponement of holding of the meeting or the postponement of discussions on part of the issues put forward by the board of directors.</p>
<p>Article 31 Attendance at Meetings</p> <p>Meetings of the board shall be held only if more than half of the directors are present.</p> <p>Directors shall attend the meetings of the board of directors in person. Where a director is unable to attend a meeting for any reason, he may by a written power of attorney appoint another director to attend the meeting on his behalf (where an independent director is unable to attend the meeting in person, he shall appoint another independent director to attend the meeting on his behalf). The power of attorney shall set out the name of the attorney, the particulars of items entrusted and the scope of authorization, duration of the validity of such authorization, and shall be signed or sealed by the principal.</p>	<p>Article 31 Attendance at Meetings</p> <p>Meetings of the board shall be held only if more than half of the directors are present.</p> <p>Directors shall attend the meetings of the board of directors in person. Where a director is unable to attend a meeting for any reason, he may by a written power of attorney appoint another director to attend the meeting on his behalf (where an independent director is unable to attend the meeting in person, he shall <b>review meeting materials in advance to form a clear opinion, and</b> appoint another independent director to attend the meeting on his behalf <b>in writing</b>). The power of attorney shall set out the name of the attorney, the particulars of items entrusted and the scope of authorization, duration of the validity of such authorization, and shall be signed or sealed by the principal.</p>

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<p>In the event that an independent director does not attend <del>three</del> consecutive board of directors' meetings in person or if the other directors do not attend two consecutive board of directors' meetings in person and do not appoint another director to attend on their behalf, this will be regarded as a dereliction of duty, and the board of directors should recommend to the shareholders' general meeting to have such directors removed.</p>	<p>In the event that an independent director does not attend <b>two</b> consecutive board of directors' meetings in person <b>or appoint another independent director to attend the meeting on their behalf, the board of directors should, within thirty days from the date of occurrence of such fact, propose to convene a general meeting of shareholders to dismiss such independent director;</b> or if the other directors do not attend two consecutive board of directors' meetings in person and do not appoint another director to attend on their behalf, this will be regarded as a dereliction of duty, and the board of directors should recommend to the shareholders' general meeting to have such directors removed.</p>
<p>Article 32 Considering the Motions ...</p> <p>The chairman of the meeting shall declare the commencement of the meeting as scheduled. The directors present shall reach an agreement on the agenda of the meeting thereafter. Where more than one-fourth of the directors or more than two external directors are of the opinion that the materials for the meeting are insufficient or unclear, they may jointly make a proposal concerning the postponement of holding of the board meeting or the postponement of discussions on the part of the issues put forward by the board of directors, and the board of directors shall adopt such a proposal.</p> <p>.....</p> <p>The independent directors shall <del>give their independent opinions to the board of directors on</del> the following matters:</p>	<p>Article 32 Considering the Motions ...</p> <p>The chairman of the meeting shall declare the commencement of the meeting as scheduled. The directors present shall reach an agreement on the agenda of the meeting thereafter. Where more than one-fourth of the directors or more than two external directors <b>and independent directors</b> are of the opinion that the materials for the meeting are insufficient, unclear <b>or not provided in time</b>, they may jointly make a proposal concerning the postponement of holding of the board meeting or the postponement of discussions on the part of the issues put forward by the board of directors, and the board of directors shall adopt such a proposal.</p> <p>The independent directors shall <b>convene a special committee meeting of independent directors on</b> the following matters, <b>which shall be submitted to the board of directors for review after approval:</b></p>

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<p><del>(1) the nomination, appointment and dismissal of directors;</del></p> <p><del>(2) the appointment and dismissal of senior officers;</del></p> <p><del>(3) the remuneration of the directors and senior officers of the Company;</del></p> <p><del>(4) existing or new loans made by the Company to its shareholders, the person in effective control of the Company or the associated enterprises of the Company or other transfer of funds between them, the amounts of which are equivalent to or exceed the relevant thresholds of the Company's material connected transactions which must be approved by the board of directors and shareholders' general meeting (which shall be determined in accordance with the standard promulgated from time to time by the authorized regulatory bodies) which must be examined by the board of directors or shareholders' general meeting according to law, and whether the Company has taken effective measures to recover such debts;</del></p> <p><del>(5) any matters which the independent directors consider to be material to the interests of minority shareholders;</del></p> <p><del>An independent director shall give his opinion on the above mentioned matters in the following manner:</del></p> <p><del>(1) agree;</del></p> <p><del>(2) opinion reserved and reasons therefor;</del></p> <p><del>(3) oppose and reasons therefor;</del></p> <p><del>(4) no opinion can be expressed and the obstacles.</del></p>	<p><b>(1) connected transactions that shall be disclosed;</b></p> <p><b>(2) the proposal for change or waiver of commitments by the Company and related parties;</b></p> <p><b>(3) decisions made and measures taken by the board of directors of the acquired company in response to the acquisition;</b></p> <p><b>(4) other matters prescribed by laws, administrative regulations, the securities regulatory rules in places where the Company is listed and the Articles of Association.</b></p>

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<p data-bbox="124 187 651 221">Article 35 Resolutions of the Meeting</p> <p data-bbox="124 268 786 389">The board of directors' meeting should normally resolve on all the matters considered at the meeting.</p> <p data-bbox="124 436 786 597">A resolution on the Company's connected transactions shall be accompanied by <del>the independent opinions</del> of the independent directors.</p> <p data-bbox="124 644 786 766">The independent directors' <del>opinions</del> shall be set out in the resolutions of the board of directors' meetings.</p>	<p data-bbox="805 187 1332 221">Article 35 Resolutions of the Meeting</p> <p data-bbox="805 268 1468 389">The board of directors' meeting should normally resolve on all the matters considered at the meeting.</p> <p data-bbox="805 436 1468 640">A resolution on the Company's connected transactions shall be <b>reviewed and approved in advance by a special meeting of the independent directors and then submitted to the board of directors for review.</b></p> <p data-bbox="805 687 1468 808">The <b>deliberations of the special meetings</b> of independent directors shall be set out in the resolutions of the board of directors' meetings.</p> <p data-bbox="805 855 1468 1406"><b>If voting against or abstaining from voting on a resolution of the board of directors, the independent directors shall state the specific reasons and basis, the legality and compliance of the matters involved in the resolution, the potential risks and the impact on the interests of the Company and minority shareholders. When the Company discloses the resolutions of the board of directors, the Company shall also disclose the dissenting opinions of the independent directors, and record the same in the resolutions of the board of directors and minutes of meetings.</b></p>
<p data-bbox="124 1432 614 1466">Article 36 Minutes of the Meetings</p> <p data-bbox="124 1513 786 1761">Minutes of the board of directors' meeting are proof of the resolutions on the matters approved at the meeting. Detailed and complete minutes in respect of the matters considered at the meeting shall be recorded. The minutes of the board of directors' meeting shall state the following:</p> <p data-bbox="124 1808 786 1885">(1) the date, place, names of the convenors and chairman of the meeting;</p>	<p data-bbox="805 1432 1295 1466">Article 36 Minutes of the Meetings</p> <p data-bbox="805 1513 1468 1761">Minutes of the board of directors' meeting are proof of the resolutions on the matters approved at the meeting. Detailed and complete minutes in respect of the matters considered at the meeting shall be recorded. The minutes of the board of directors' meeting shall state the following:</p> <p data-bbox="805 1808 1468 1885">(1) the date, place, names of the convenors and chairman of the meeting;</p>

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<p>(2) the names of the attending directors and the names of those persons present, the names of appointing directors and their attorneys;</p> <p>(3) the agenda of the meeting;</p> <p>(4) the essential points of the directors' presentations (for a meeting by written resolution, the version containing the directors' feedback in writing shall prevail);</p> <p>(5) the voting methods and outcome for each proposal (the outcome of the voting shall set out the respective number of assenting or dissenting votes or abstentions);</p> <p>(6) the directors' signatures.</p> <p>The secretary of the board of directors shall take initiative to arrange for the matters considered at the meeting to be recorded. The minutes of the board meeting shall be given to all directors as soon as practicable. Directors who wish to amend or supplement the minutes shall submit a written report setting out his comments to the chairman of the board within one week of this receipt of the draft minutes circulated. Once the board minutes have been finalised, the attending directors, the secretary of the board of directors and the minute-taking officer shall sign the minutes of the board meeting. The minutes of the board meeting, being an important Company record, shall be properly kept at the business address of the Company.</p>	<p>(2) the names of the attending directors and the names of those persons present, the names of appointing directors and their attorneys;</p> <p>(3) the agenda of the meeting;</p> <p>(4) the essential points of the directors' presentations (for a meeting by written resolution, the version containing the directors' feedback in writing shall prevail);</p> <p>(5) <b>the opinions of independent directors (if any) and whether their opinions are different from the other directors';</b></p> <p>(6) the voting methods and outcome for each proposal (the outcome of the voting shall set out the respective number of assenting or dissenting votes or abstentions);</p> <p>(7) the directors' signatures.</p> <p>The secretary of the board of directors shall take initiative to arrange for the matters considered at the meeting to be recorded. The minutes of the board meeting shall be given to all directors as soon as practicable. Directors who wish to amend or supplement the minutes shall submit a written report setting out his comments to the chairman of the board within one week of this receipt of the draft minutes circulated. Once the board minutes have been finalised, the attending directors, the secretary of the board of directors and the minute-taking officer shall sign the minutes of the board meeting. The minutes of the board meeting, being an important Company record, shall be properly kept at the business address of the Company.</p>
<p>Article 38 <del>Where a matter which requires the independent opinions of the independent directors is discloseable, the Company shall disclose such opinions in the relevant</del></p>	<p>Article 38 <b>Where matters relating to the performance of duties by independent directors involve information that should be disclosed, the Company shall disclose the</b></p>



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<del>announcement. If the independent directors are of the divergent views and cannot reach any consensus, the board of directors shall disclose the respective opinions of each of the independent directors.</del>	<b>information in a timely manner; where the Company does not disclose such information, the independent directors may directly apply for disclosure or report the same to the China Securities Regulatory Commission and the stock exchange of the domestic listing place.</b>

*Note:* Except as disclosed in the above table, if the clause numbers changed due to the addition, deletion, or arrangement of certain clauses, the amended clause numbers in the Articles of Association and its appendix shall be increased or decreased in sequence, and the clause numbers involved in cross-references shall also be adjusted accordingly.

Amendments to the Articles of Association and its appendix are hereby submitted to the AGM for consideration. Meanwhile, the general meeting of shareholders shall authorize the secretary of the Board to handle the application, approval, disclosure, registration and filing and other related procedures required for the amendments to the Articles of Association and its appendix (including textual modifications in accordance with the requirements of the relevant regulatory authorities) on behalf of the Company.

In the event of any discrepancy between the Chinese and English version of the clauses on the Articles of Association, the Chinese version shall prevail.