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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

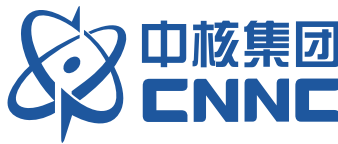
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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **China Isotope & Radiation Corporation**, you should at once hand this circular, the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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**CHINA ISOTOPE & RADIATION CORPORATION**  
**中國同輻股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 1763)**

**PROPOSED RE-APPOINTMENT OF AUDITOR**  
**PROPOSED APPOINTMENT OF DIRECTORS**  
**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**  
**PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR**  
**THE BOARD**  
**AND**  
**PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF**  
**THE SHAREHOLDERS' GENERAL MEETING**

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A letter from the Board is set out on pages 3 to 8 of this circular. Capitalised terms used on this cover page have the same meanings as defined in this circular.

The Company will convene the AGM at 10:00 a.m. on Tuesday, 3 June 2025 at Room 403, No. 66 Changwa Middle Street, Haidian District, Beijing, China. Notice of the AGM is set out on pages AGM-1 to AGM-3 of this circular. The proxy form for the AGM is enclosed herewith.

Shareholders who intend to appoint a proxy to attend the AGM are requested to complete the relevant proxy form in accordance with the instructions printed thereon. The relevant proxy form shall be lodged with (in respect of holders of H Shares) the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, or (in respect of holders of Domestic Shares) the Company's head office and principal place of business in the PRC at No. 66 Changwa Middle Street, Haidian District, Beijing, China, as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the AGM or any adjourned meeting thereof (as the case may be), respectively. Completion and return of the relevant proxy form will not prevent you from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish.

13 May 2025

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 10:00 a.m. on Tuesday, 3 June 2025 at Room 403, No. 66 Changwa Middle Street, Haidian District, Beijing, China
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors of the Company
“Board of Supervisors”	the board of supervisors of the Company
“Company”	China Isotope & Radiation Corporation (中國同輻股份有限公司)
“Company Law”	the Company Law of the PRC
“Director(s)”	director(s) of the Company
“Domestic Share(s)”	domestic share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for or credited as paid in RMB
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign share(s) in the share capital of the Company with a nominal value of RMB1.00 each which are subscribed for and traded in HK\$ and listed on the Stock Exchange
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	9 May 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PBOC”	the People’s Bank of China, the central bank of the PRC

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## DEFINITIONS

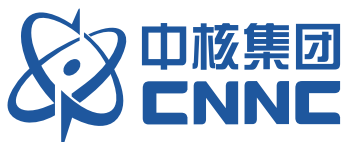
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“PRC” or “China”	the People’s Republic of China, excluding, for the purpose of this circular only, Hong Kong, Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the ordinary shares in the capital of the Company with a nominal value of RMB1.00 each, comprising the Domestic Shares and the H Shares
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## LETTER FROM THE BOARD

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### CHINA ISOTOPE & RADIATION CORPORATION

### 中國同輻股份有限公司

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

**(Stock Code: 1763)**

#### **Members of the Board**

*Chairman and executive Director:*

Mr. Han Yongjiang

*Executive Directors:*

Mr. Zhang Junqi

Ms. Huo Yingying

*Non-executive Directors:*

Mr. Chen Zan

Mr. Ding Jianmin

Ms. Chang Jinyu

*Independent Non-executive Directors:*

Mr. Poon Chiu Kwok

Ms. Chen Jingshan

Mr. Lu Chuang

Mr. An Rui

#### **Registered Office**

Room 418, South 4th Floor, Building 1

No. 66 Changwa Middle Street

Haidian District

Beijing

PRC

#### **Head Office and Principal Place of Business in the PRC**

No. 66 Changwa Middle Street

Haidian District

Beijing

PRC

#### **Principal Place of Business in Hong Kong**

5/F, Manulife Place

No. 348 Kwun Tong Road

Kowloon

Hong Kong

*To the Shareholders*

*Dear Sir/Madam:*

**PROPOSED RE-APPOINTMENT OF AUDITOR  
PROPOSED APPOINTMENT OF DIRECTORS  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR  
THE BOARD  
AND  
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF  
THE SHAREHOLDERS' GENERAL MEETING**

#### **1. INTRODUCTION**

The purpose of this circular, of which this letter forms a part, is to give you notices of the AGM and the H Shares Class Meeting, and to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

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## LETTER FROM THE BOARD

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At the AGM, ordinary resolutions will be proposed to consider and, if thought fit, approve, among other things: (i) the 2024 report of the Board of the Company; (ii) the 2024 report of the Board of Supervisors of the Company; (iii) the 2024 final accounts of the Company; (iv) the 2025 financial budget plan of the Company; (v) the proposed declaration and distribution of a final dividend in the amount of RMB0.3090 per share (inclusive of tax) for the year ended 31 December 2024; (vi) the proposed re-appointment of SHINEWING (HK) CPA Limited as the Company's international auditor; (vii) the proposed appointment of Ms. Ma Xiaoyu as an executive Director; (viii) the proposed amendments to the Rules of Procedure for the Board and (ix) the proposed amendments to the Rules of Procedure of the Shareholders' General Meeting. Special resolutions will also be proposed to consider and, if thought fit, approve, among other things, (x) the proposed amendments to the Articles of Association. Notice of the AGM is set out on pages AGM-1 to AGM-3 of this circular.

### 2. PROPOSED RE-APPOINTMENT OF AUDITOR

The Board has proposed to re-appoint SHINEWING (HK) CPA Limited as the Company's international auditor for the year ending 31 December 2025, for a term of office until the next annual general meeting of the Company, and its fee shall be RMB1.85 million. An ordinary resolution will be proposed at the AGM to consider and, if thought fit, approve such appointment and its remuneration.

### 3. PROPOSED APPOINTMENT OF DIRECTORS

On 28 March 2025, the Board resolved to propose the appointment of Ms. Ma Xiaoyu as an executive Director of the fourth session of the Board of the Company, with a term commencing from the date of approval by the general meeting of the Company to the date on which the term of office of the fourth session of the Board expires. The above appointment is subject to the approval by the Shareholders at the general meeting and will take effect upon the approval by the Shareholders at the general meeting. The Board also resolved that if the above appointment is approved by the Shareholders at the general meeting, Ms. Ma Xiaoyu will take positions as a member of the remuneration and appraisal committee of the Board and a member of the legal affairs committee of the Board.

#### Background of Ms. Ma Xiaoyu

**Ms. Ma Xiaoyu**, aged 44, is currently a full-time director of China National Nuclear Corporation (中國核工業集團有限公司, "CNNC"). From July 2021 to January 2024, Ms. Ma served as the chief of the marketing division of the industrial development and international cooperation department of CNNC. From January 2024 to December 2024, she served as a deputy general manager of China National Nuclear 24 Construction Company Limited (中國核工業二四建設有限公司, "CNNC 24"). Ms. Ma has been serving as a full-time director of CNNC since December 2024. Ms. Ma graduated from Shanxi Normal University with a bachelor's degree of engineering in computer science and technology in July 2004. She

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## LETTER FROM THE BOARD

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graduated from Tsinghua University with a master's degree of engineering in nuclear science and technology in May 2012, and a doctor's degree of engineering in nuclear science and technology in July 2020. Ms. Ma is a senior engineer.

Ms. Ma is a senior expert in the field of nuclear technology application. During her tenure as the chief of the marketing division of the industrial development and international cooperation department of CNNC, she took the lead in organizing the preparation of the "14th Five-Year Plan for the Development of Nuclear Technology Application Industry of CNNC (《中核集團“十四五”核技術應用產業發展規劃》)", and constructed the "R&D-transformation-application-industry" whole chain system; organized the preparation of regional industrial development plans of CNNC for Guangdong, Hong Kong and Macao, the Yangtze River Delta region, Beijing, Tianjin and Hebei and Xinjiang, etc.; innovatively promoted the "nuclear energy+" cross-border integration model to promote the comprehensive utilization of nuclear energy, and the development of industries that couple nuclear energy with petrochemicals, renewable energy and other industries; and participated in and promoted bilateral and multilateral cooperation between CNNC and its international partners in the field of peaceful uses of nuclear energy, including negotiations with Argentina, the United Arab Emirates, and Saudi Arabia on nuclear power and nuclear technology applications, and has facilitated the signing of a number of framework agreements and commercial contracts.

Ms. Ma has extensive management experience and has achieved significant results in investment and market development. During her tenure as a deputy general manager of CNNC 24, Ms. Ma facilitated CNNC 24 to sign new contracts externally with an amount of nearly RMB10 billion, and doubled the amount of new contracts signed by CNNC 24 in the field of new energy business.

Ms. Ma is also an external expert of the International Atomic Energy Agency in the nuclear field, and has been invited to participate in many expert consultative meetings. She is well-versed in international standards, guidelines and non-proliferation requirements and obligations related to the application of nuclear technology.

As at the Latest Practicable Date, save as disclosed, Ms. Ma Xiaoyu did not hold any other positions with the Company or other members of the Group, nor did she hold any other directorships in the last three years in public companies the securities of which are listed on any securities markets in Hong Kong or overseas.

As at the Latest Practicable Date, save as disclosed, Ms. Ma Xiaoyu did not have any relationships with any Directors, supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company, nor any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571).

Subject to approval by the Shareholders at the general meeting, Ms. Ma Xiaoyu will enter into a service contract with the Company for a term from the date when the appointment is approved by the Shareholders at the general meeting to the date on which the term of office

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## LETTER FROM THE BOARD

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of the fourth session of the Board expires, and she shall be eligible for re-election and re-appointment upon the expiry of her term of office. Ms. Ma Xiaoyu will not receive any remuneration in respect of his appointment as a Director.

Save as disclosed, there are no other matters relating to the appointment of Ms. Ma Xiaoyu that need to be brought to the attention of the Shareholders, nor is there any information that needs to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Ordinary resolutions will be proposed at the AGM to consider and, if thought fit, approve the proposed appointment of Ms. Ma Xiaoyu as an executive Director.

#### 4. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Considering (i) the Mandatory Provisions for Companies Listing Overseas (《到境外上市公司章程必備條款》) having been repealed at the end of March 2023 after the China Securities Regulatory Commission issued the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》); (ii) the amendments to the Company Law of the People's Republic of China (《中華人民共和國公司法》) coming into force on 1 July 2024; (iii) the amendments to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) in relation to the paperless listing regime taking effect on 31 December 2023, as well as the consultation paper and consultation conclusion on the proposed expansion of the paperless listing regime and other amendments to the Listing Rules published by The Stock Exchange of Hong Kong Limited; (iv) the relevant laws and regulations currently in force; (v) the updates required by the regulatory policies; and (vi) taking into account the actual situation of the Company, the Board approved and proposed the amendments to the relevant provisions of the Articles of Association.

In view of the implementation of the aforesaid new regulations, the relevant laws and regulations currently in force and taking into account the actual situation of the Company, the Board held a meeting on 30 March 2025 and 13 May 2025, respectively, where the resolution on the proposed amendments to the Articles of Association was considered and approved.

At the AGM, a special resolution will be proposed to consider and, if thought fit, approve the proposed amendments to the Articles of Association, the full terms of which are set out in the Appendix I to this circular.

#### 5. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR THE BOARD

In view of the proposed amendments to the Articles of Association, on 30 March 2025 and 13 May 2025, respectively, the Board considered and approved the resolution on the proposed amendments to Rules of Procedure for the Board of the Company (the “**Rules of Procedure for the Board**”) to, among other things, bring it in line with the proposed amendments to the Articles of Association.



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## LETTER FROM THE BOARD

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At the AGM, an ordinary resolution will be proposed to consider and, if thought fit, approve the proposed amendments to the Rules of Procedure for the Board, the full terms of which are set out in the Appendix II to this circular.

### **6. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE SHAREHOLDERS' GENERAL MEETING**

In view of the proposed amendments to the Articles of Association, on 30 March 2025 and 13 May 2025, respectively, the Board considered and approved the resolution on the proposed amendments to the Rules of Procedure of the Shareholders' General Meeting of the Company (the **"Rules of Procedure of the Shareholders' General Meeting"**) to, among other things, bring it in line with the proposed amendments to the Articles of Association.

At the AGM, ordinary resolutions will be proposed to consider and, if thought fit, approve the proposed amendments to the Rules of Procedure of the Shareholders' General Meeting, the full terms of which are set out in the Appendix III to this circular.

### **7. AGM**

The Company will convene the AGM at 10:00 a.m. on Tuesday, 3 June 2025 at Room 403, No. 66 Changwa Middle Street, Haidian District, Beijing, China. Notice of the AGM is set out on pages AGM-1 to AGM-3 of this circular. The proxy form for the AGM is enclosed herewith.

Shareholders who intend to appoint a proxy to attend the AGM are requested to complete the relevant proxy forms in accordance with the instructions printed thereon. The relevant proxy form shall be lodged with (in respect of holders of H Shares) the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, or (in respect of holders of Domestic Shares) the Company's head office and principal place of business in the PRC at No. 66 Changwa Middle Street, Haidian District, Beijing, China, as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the AGM or any adjourned meeting thereof (as the case may be). Completion and return of the relevant proxy form will not prevent you from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish.

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, save as disclosed herein, none of the Shareholders shall abstain from voting at the AGM.

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## LETTER FROM THE BOARD

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### 8. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and article 82 of the Articles of Association, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the chairman of the AGM will demand a poll in relation to every resolution proposed at the AGM.

### 9. RECOMMENDATION

The Board considers that all resolutions to be proposed at the AGM are in the interests of the Company and the Shareholders as a whole, and recommends the Shareholders to vote in favour of all such resolutions.

Your attention is also drawn to the additional information set out in the appendices to this circular.

By Order of the Board  
**China Isotope & Radiation Corporation**  
**Han Yongjiang**  
*Chairman*

Beijing, the PRC, 13 May 2025

*The proposed amendments to the Articles of Association are either marked with underlines to denote text to be deleted or underlined and bolded to denote text to be added, and the other article numbers, section numbers and chapter numbers are changed accordingly due to the deletion, merger and split of the relevant articles, sections and chapters. Save for the Proposed Amendments, the other articles of the Articles of Association will remain unchanged. The proposed amendments to the Articles of Association are prepared in Chinese and the English version is therefore a translation only. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail. The proposed amendments to the Articles of Association are as follows:*

**Table 1 Proposed Amendments to the Articles of Association, for details of which please see the announcement of the Company dated 30 March 2025.**

Original articles	Modified to
Article 9 According to the Constitution of the Communist Party of China, the Company shall set up the organization of Communist Party of China. The Party Committee shall give full play to its leading role by controlling the direction, managing the overall situation and ensuring the implementation of policies. The Company shall establish the working organs of the Party, provide the Party organization with enough working personnel and guarantee its working funds.	Article 9 According to the Constitution of the Communist Party of China, the Company shall set up the organization of Communist Party of China. <del>The Party Committee shall give full play to its leading role by controlling the direction, managing the overall situation and ensuring the implementation of policies. The Company shall,</del> <b><u>conduct activities of the Party and</u></b> establish the working organs of the Party, provide the Party organization with <b><u>enough adequate and competent</u></b> working personnel and guarantee its working funds.
Article 10 The Company implements a chief legal officer system. The chief legal officer is a senior management officer who shall be engaged by the Board of Directors and be responsible for the overall legal affairs of the Company. The Legal Affairs Committee of the Board of Directors is responsible for promoting the corporate governance construction and supervising over the governance compliance by management. For the matters discussed or reviewed by the Party Committee, the Board of Directors and the Office of General Manager that involve legal issues, the chief legal officer shall attend the relevant meeting and propose his/her legal opinions accordingly.	Article 10 The Company implements a chief legal officer system. <del>The chief legal officer is a senior management officer, which is</del> <b><u>comprised of 1 chief legal officer</u></b> who shall be engaged by the Board of Directors <del>and be responsible for the overall legal affairs of the Company</del> <b><u>and gives full play to the role of chief legal officer in legal review during operation to promote the Company's law-based operation and compliance management.</u></b> The Legal Affairs Committee of the Board of Directors is responsible for promoting the corporate governance construction and supervising over the governance compliance by management. For the matters discussed or reviewed by the Party Committee, the Board of Directors and the Office of General Manager that involve legal issues, the chief legal officer shall attend the relevant meeting and propose his/her legal opinions accordingly.

Original articles	Modified to
Article 24 The Company shall not accept any of its own shares as the subject of pledge.	Article 24 The Company shall not accept any of its own shares as the subject of pledge.
<p data-bbox="244 329 786 442">Article 26 When reducing its registered capital, the Company must prepare a balance sheet and an inventory of assets.</p> <p data-bbox="244 491 786 1002">The Company shall notify its creditors within ten (10) days from the date of the Company's resolution to reduce registered capital and shall publish an announcement in a newspaper within thirty (30) days from the date of such resolution. The creditors are entitled to ask the Company to repay its debts or provide corresponding repayment guarantee for such debts within thirty (30) days from the date of receiving the notice, or in the case of not receiving such notice within forty-five (45) days from the date of announcement.</p> <p data-bbox="244 1051 786 1164">The registered capital of the Company following such capital reduction shall not be less than the minimum level set by law.</p>	<p data-bbox="817 329 1359 442">Article 26 When reducing its registered capital, the Company <del>must</del><b>shall</b> prepare a balance sheet and an inventory of assets.</p> <p data-bbox="817 491 1359 1087">The Company shall notify its creditors within ten (10) days from the date of the <del>Company</del> <b>shareholders' general meeting's</b> resolution to reduce registered capital and shall publish an announcement in a newspaper <b><u>or through the National Enterprise Credit Information Publicity System</u></b> within thirty (30) days from the date of such resolution. The creditors are entitled to ask the Company to repay its debts or provide corresponding repayment guarantee for such debts within thirty (30) days from the date of receiving the notice, or in the case of not receiving such notice within forty-five (45) days from the date of announcement.</p> <p data-bbox="817 1136 1359 1249">The registered capital of the Company following such capital reduction shall not be less than the minimum level set by law.</p>

Original articles	Modified to
<p>Article 27 In the following circumstances, the Company may repurchase its issued shares in accordance with the listing rules of the stock exchange where shares of the Company are listed or other securities laws and rules and upon passing the procedures provided in the Articles:</p> <p>(I) Cancellation of shares for the purpose of reduction of registered capital of the Company;</p> <p>(II) Merger with another company which holds the shares of the Company;</p> <p>(III) Shares used for the employee share ownership scheme or equity incentives;</p> <p>(IV) Request to the Company to acquire the shares from shareholders who vote against any resolution adopted at the shareholders' general meeting on the merger or division of the Company;</p> <p>(V) Shares used for conversion of corporate bonds issued by the Company that maybe convertible into shares;</p> <p>(VI) Protection of the value of the Company and shareholders' interests.</p>	<p>Article 27 In the following circumstances, the Company may repurchase its issued shares in accordance with the listing rules of the stock exchange where shares of the Company are listed or other securities laws and rules and upon passing the procedures provided in the Articles:</p> <p>(I) Cancellation of shares for the purpose of reduction of registered capital of the Company;</p> <p>(II) Merger with another company which holds the shares of the Company;</p> <p>(III) Shares used for the employee share ownership scheme or equity incentives;</p> <p>(IV) Request to the Company to acquire the shares from shareholders who vote against any resolution adopted at the shareholders' general meeting on the merger or division of the Company;</p> <p>(V) Shares used for conversion of corporate bonds issued by the Company that maybe convertible into shares;</p> <p>(VI) Protection of the value of the Company and shareholders' interests.</p>

Original articles	Modified to
<p>Article 28 The Company must obtain the prior approval of the shareholders at a general meeting, before it can repurchase shares by reason of those mentioned in subclauses (I) to (III) of Article 27 of the Articles. If the Company repurchases shares for reasons set out in sub-clauses (V) and (VI) of Article 27, it shall obtain approval by two-thirds of the directors who attend the meeting of the board of directors. Unless otherwise provided by the listing rules of the stock change which shares of the Company are listed or other securities laws and rules, shares repurchased by the Company under sub-clause (I) of Article 27 hereto shall be cancelled within ten (10) days from the date of repurchase; the shares repurchased under sub-clauses (II) and (IV) of Article 27 hereto shall be transferred or cancelled within six (6) months; and the aggregate number of shares acquired by the Company in accordance with sub-clauses (III), (V) and (VI) of Article 27 hereto shall not exceed 10% of the Company's issued shares, and the shares acquired shall be either transferred or cancelled within three years.</p>	<p>Article 28 The Company must obtain the prior approval of the shareholders at a general meeting, before it can repurchase shares by reason of those mentioned in subclauses (I) to (<del>HHI</del>) of Article 27 of the Articles. If the Company repurchases shares for reasons set out in sub-clauses (V) and (VI) of Article 27, it shall obtain approval by two-thirds of the directors who attend the meeting of the board of directors. Unless otherwise provided by the listing rules of the stock change which shares of the Company are listed or other securities laws and rules, shares repurchased by the Company under sub-clause (I) of Article 27 hereto shall be cancelled within ten (10) days from the date of repurchase; the shares repurchased under sub-clauses (II) and (IV) of Article 27 hereto shall be transferred or cancelled within six (6) months; and the aggregate number of shares <b><u>of the Company</u></b> acquired by the Company in accordance with sub-clauses (III), (V) and (VI) of Article 27 hereto shall not exceed 10% of the Company's issued shares, and the shares acquired shall be either transferred or cancelled within three years.</p>

Original articles	Modified to
<p>Article 31 The Company shall maintain a register of shareholders and register the following particulars:</p> <p>(I) Name, address (residence), occupation or nature of each shareholder;</p> <p>(II) Class and number of shares held by each shareholder;</p> <p>(III) The amount paid or payable in respect to shares held by each shareholder;</p> <p>(IV) Serial numbers of the shares held by each shareholder;</p> <p>(V) The date on which each shareholder was registered as a shareholder;</p> <p>(VI) The date on which each shareholder ceased to be a shareholder.</p> <p>The register of shareholders shall be the sufficient evidence for the shareholders' shareholding in the Company, unless there is evidence to the contrary.</p>	<p>Article 31 The Company shall <del>maintain</del><u>prepare</u> a register of shareholders <b><u>and keep it at the Company. The register of shareholders shall record the following</u></b> <del>and register the following</del> particulars:</p> <p>(I) Name, address (residence), occupation or nature of each shareholder;</p> <p>(II) Class and number of shares <del>held</del><u>subscribed</u> by each shareholder;</p> <p><del>(III) The amount paid or payable in respect to shares held by each shareholder;</del></p> <p><del>(IV)</del><u>(III)</u> <b><u>For shares issued in paper form,</u></b> Serial numbers of the shares held by each shareholder;</p> <p><del>(V)</del><u>(IV)</u> The date on which each shareholder <b><u>acquired their shares</u></b><del>was registered as a shareholder;</del></p> <p><del>(VI) The date on which each shareholder ceased to be a shareholder.</del></p> <p>The register of shareholders shall be the sufficient evidence for the shareholders' shareholding in the Company, unless there is evidence to the contrary.</p>

Original articles	Modified to
<p>Article 34 The Company shall maintain a complete register of shareholders. The register of shareholders shall include the following:</p> <p>(I) The register of shareholders kept at the Company's domicile, other than those registers of shareholders as described in sub-paragraph (II) of this paragraph;</p> <p>(II) The register of shareholders kept at such other place as the Board of Directors may deem necessary for the purpose of listing of the Company's shares.</p>	<p>Article 34 The Company shall maintain a complete register of shareholders. The register of shareholders shall include the following:</p> <p>(I) The register of shareholders kept at the Company's domicile, other than those registers of shareholders as described in sub-paragraph (II) of this <del>paragraph</del><u>Article</u>;</p> <p>(II) The register of shareholders kept at such other place as the Board of Directors may deem necessary for the purpose of listing of the Company's shares.</p>
<p>Article 41 Holders of ordinary shares of the Company shall have the following rights:</p> <p>(I) To obtain dividends and other forms of distributions in proportion to the number of shares held;</p> <p>(II) To attend or appoint a proxy to attend, speak and vote on their behalf at shareholders' general meetings (unless individual shareholders are required to abstain from voting on individual matters in accordance with the relevant requirements of the places where the Company's securities are listed);</p> <p>(III) To supervise the operation of the Company, and to put forward proposals or raise enquiries;</p> <p>(IV) To transfer, give as gift or pledge the shares held in accordance with the laws, administrative regulations and the Articles;</p>	<p>Article 41 Holders of ordinary shares of the Company shall have the following rights:</p> <p>(I) To obtain dividends and other forms of distributions in proportion to the number of shares held;</p> <p>(II) To attend or appoint a proxy to attend, speak and vote on their behalf at shareholders' general meetings (unless individual shareholders are required to abstain from voting on individual matters in accordance with the relevant requirements of the places where the Company's securities are listed);</p> <p>(III) To supervise the operation of the Company, and to put forward proposals or raise enquiries;</p> <p>(IV) To transfer, give as gift or pledge the shares held in accordance with the laws, administrative regulations and the Articles;</p>



Original articles	Modified to
<p>(V) The right to inspect the Articles of Association, register of shareholders, corporate bond counterfoils, minutes of general meetings, resolutions of meetings of the Board of Directors, resolutions of meetings of the Board of Supervisors, and financial accounting reports, and to make suggestions or inquire about the Company's operations.</p> <p>The shareholder proposing to inspect the information related to the preceding Article or to request for information shall provide the Company with written documents proving the class and number of shares held. After checking the identity of that shareholder, the Company shall provide him with the information in accordance with his requests;</p> <p>(VI) A shareholder who votes against any resolution adopted at the shareholders' general meeting on the merger or division of the Company may request the Company to repurchase the shares held;</p> <p>(VII) When the Company is terminated or liquidated, the right to participate in the distribution of the remaining assets of the Company in proportion to the percentage of the shares held;</p> <p>(VIII) Other rights conferred by laws, administrative regulations and the Articles.</p>	<p>(V) The right to inspect the Articles of Association, register of shareholders, <del>corporate bond counterfoils,</del> minutes of general meetings, resolutions of meetings of the Board of Directors, resolutions of meetings of the Board of Supervisors, and financial accounting reports, and to make suggestions or inquire about the Company's operations.</p> <p>The shareholder proposing to inspect the information related to the preceding Article or <del>to request for information</del> shall provide the Company with written documents proving <b><u>the identity of that shareholder,</u></b> the class and number, <b><u>the time</u></b> of shares held. After <del>checking</del> <b><u>verification</u></b> the identity of <del>that shareholder,</del> the Company shall <del>provide him with the information</del> <b><u>address it</u></b> in accordance with <del>his requests</del> <b><u>the Article 110 of the Company Law;</u></b></p> <p>(VI) A shareholder who votes against any resolution adopted at the shareholders' general meeting on the merger or division of the Company <del>may</del> <b><u>is entitled to</u></b> request the Company to repurchase the shares held;</p> <p>(VII) When the Company is terminated or liquidated, the right to participate in the distribution of the remaining assets of the Company in proportion to the percentage of the shares held;</p> <p>(VIII) Other rights conferred by laws, administrative regulations and the Articles.</p>

Original articles	Modified to
Article 48 The shareholders' general meeting shall have the following functions and powers:	Article 48 The shareholders' general meeting shall have the following functions and powers:
(I) To decide the Company's operation policies and investment plans;	<del>(I) To decide the Company's operation policies and investment plans;</del>
(II) To elect and replace the directors who are not the employee representatives, and to determine matters relating to the remuneration of the directors;	<del>(II)</del> To elect and replace the directors who are not the employee representatives, and to determine matters relating to the remuneration of the directors;
(III) To elect and replace the supervisors who are not the employee representatives and to determine matters relating to the remuneration of such supervisors;	<del>(III)</del> To elect and replace the supervisors who are not the employee representatives and to determine matters relating to the remuneration of such supervisors;
(IV) To consider and approve the reports of the Board of Directors;	<del>(IV)</del> To consider and approve the reports of the Board of Directors;
(V) To consider and approve the reports of the Board of Supervisors;	<del>(V)</del> To consider and approve the reports of the Board of Supervisors;
(VI) To consider and approve the annual financial budgets and final accounts of the Company;	<del>(VI) To consider and approve the annual financial budgets and final accounts of the Company;</del>
(VII) To consider and approve the profit distribution plans and plans for recovery of losses of the Company;	<del>(VII)</del> To consider and approve the profit distribution plans and plans for recovery of losses of the Company;
(VIII) To make resolutions on increase or reduction of the Company's registered capital;	<del>(VIII)</del> To make resolutions on increase or reduction of the Company's registered capital;
(IX) To make resolutions on the merger, division, reorganization, dissolution, liquidation and other matters of the Company;	<del>(IX)</del> To make resolutions on the merger, division, reorganization, dissolution, liquidation, <b>change of corporate form</b> and other matters of the Company;
(X) To make resolutions on the issuance of debentures by the Company;	<del>(X)</del> To make resolutions on the issuance of debentures by the Company;

Original articles	Modified to
(XI) To make resolutions on the appointment, dismissal or stopping reappointment accounting firm for annual auditing;	<del>(IXXI)</del> To make resolutions on the appointment, dismissal or stopping reappointment accounting firm for annual auditing;
(XII) To amend the Articles;	(XH) To amend the Articles;
(XIII) To consider the proposal of a shareholder holding 3% or more of the voting rights in the shares;	<del>(XIHH)</del> To consider the proposal of a shareholder holding 3+% or more of the voting rights in the shares;
(XIV) To consider and approve the matters in relation to purchase or disposal of material assets or provision of guarantee by the Company of a value exceeding 30% of the Company's latest audited total assets within one year;	<del>(XIIHV)</del> To consider and approve the matters in relation to purchase or disposal of material assets or provision of guarantee by the Company of a value exceeding 30% of the Company's latest audited total assets within one year;
(XV) To consider and approve the external guarantees specified in Article 49;	<del>(XVIII)</del> To consider and approve the external guarantees specified in Article 49;
(XVI) To consider and approve the share incentive plan;	<del>(XVIIIV)</del> To consider and approve the share incentive plan;
(XVII) To consider and approve the change in the use of proceeds;	<del>(XVIIIV)</del> To consider and approve the change in the use of proceeds;
(XVIII) Other matters which are required to be determined at the shareholders' general meeting in accordance with the laws, administrative regulations and the Articles.	<del>(XVIII)</del> <del>XVI</del> Other matters which are required to be determined at the shareholders' general meeting in accordance with the laws, administrative regulations and the Articles.

Original articles	Modified to
<p>Article 52 The shareholders' general meeting shall be held on site in a convention hall.</p> <p>While ensuring the legitimacy and validity of shareholders' general meeting, the Company can provide convenience to the shareholders to attend such meeting by means of all kinds of modern information technologies provided that the conditions are in place. The shareholders attending the meeting through the aforesaid means are deemed present.</p>	<p>Article 52 The shareholders' general meeting shall be held on site <b><u>or by way of network</u></b> in a convention hall.</p> <p>While ensuring the legitimacy and validity of shareholders' general meeting, the Company can provide convenience to the shareholders to attend such meeting by means of all kinds of modern information technologies provided that the conditions are in place. The shareholders attending the meeting through the aforesaid means are deemed present, <b><u>and may vote by way of network.</u></b></p> <p><b><u>Where the Company convenes a shareholders' general meeting by way of network or conducts voting by way of network, it shall comply with the relevant provisions of the Company Law and the regulations of the securities regulatory authorities and stock exchange where the shares of the Company are listed.</u></b></p>

Original articles	Modified to
<p>Article 55 To convene the shareholders' general meeting, the shareholders individually or jointly holding more than 3% of the total voting shares shall be entitled to propose new resolutions in writing to the Company. The Company shall incorporate the matters falling within the scope of duties of the shareholders' general meeting into the agenda of such meeting for the consideration.</p> <p>Shareholders who individually or collectively hold above three percent of the shares of the Company may, ten days prior to the convening of the general meeting, put forward an ad hoc proposal and submit the same in writing to the Board of Directors; the Board of Directors shall notify the other shareholders within two days upon receiving such proposal and submit the same to the general meeting for consideration. The contents of an ad hoc proposal shall be within the scope of duties of the shareholders' general meeting and with a clear agenda and specific resolutions.</p>	<p>Article 55 To convene the shareholders' general meeting, the shareholders individually or jointly holding more than <del>3</del><b>1</b>% of the total voting shares shall be entitled to propose new resolutions in writing to the Company. The Company shall incorporate the matters falling within the scope of duties of the shareholders' general meeting into the agenda of such meeting for the consideration.</p> <p>Shareholders who individually or collectively hold above <del>three</del><b>one</b> percent of the shares of the Company may, ten days prior to the convening of the general meeting, put forward an ad hoc proposal and submit the same in writing to the Board of Directors; the Board of Directors shall notify the other shareholders within two days upon receiving such proposal and submit the same to the general meeting for consideration. The contents of an ad hoc proposal shall be within the scope of duties of the shareholders' general meeting and with a clear agenda and specific resolutions, <b><u>and shall not violate laws, administrative regulations or the Articles.</u></b></p>
<p>Article 57 To convene the annual general meeting, the Company shall give a written notice twenty (20) business days before the date of meeting, and to convene the extraordinary general meeting, the Company shall give a written notice fifteen (15) days before the date of meeting, informing all registered shareholders of the matters proposed to be considered at the meeting and of the date and place of the meeting.</p>	<p>Article 57 To convene the annual general meeting, the Company shall give a written notice twenty (20) <del>business</del> days before the date of meeting, and to convene the extraordinary general meeting, the Company shall give a written notice fifteen (15) days before the date of meeting, informing all registered shareholders of the matters proposed to be considered at the meeting and of the date and place of the meeting.</p> <p><b><u>The notice provided for in the preceding paragraph shall be made by public announcement.</u></b></p>
<p>Article 58 The extraordinary general meeting shall not transact business not stated in the notice of meeting.</p>	<p>Article 58 <del>The extraordinary general meeting shall not transact business not stated in the notice of meeting.</del> <b><u>The shareholders' general meeting shall not make resolutions on matters not listed in the notice.</u></b></p>

Original articles	Modified to
<p>Article 62 Any shareholder who is entitled to attend and vote at a shareholders' general meeting shall be entitled to appoint one or more persons (whether a shareholder or not) as his proxy to attend and vote on his behalf. A proxy so appointed can exercise the following rights pursuant to the authorization from such shareholder:</p> <p>(I) Such shareholder's right to speak at the meeting;</p> <p>(II) The right to demand a poll alone or jointly with others;</p> <p>(III) The right to vote by a show of hands or by a poll. However, when more than one proxy are entrusted, they can only vote by a poll.</p> <p>If the shareholder is a recognized clearing house (or its proxy), such shareholder may authorize one or more persons it thinks fit to act as its proxy at any shareholder's meeting (or any creditors meeting); however, if more than one person is authorized, the power of attorney shall specify the number and class of the shares with respect to such persons so authorized. The power of attorney shall be executed by a person authorized by such recognized clearing house. The person so authorized may attend the meeting and exercise any rights on behalf of such recognized clearing house (or its proxy) (without producing any share certificate, notarized power of attorney and/or further evidence to prove that the person has been so authorized) as if such person were an individual shareholder of the Company.</p>	<p>Article 62 Any shareholder who is entitled to attend and vote at a shareholders' general meeting shall be entitled to appoint one or more persons (whether a shareholder or not) as his proxy to attend and vote on his behalf. <b><u>Where a shareholder entrusts a proxy to attend a shareholders' general meeting, the matter, authority and time limit of the proxy shall be clearly defined. The proxy shall submit a power of attorney to the Company and exercise the voting rights within the scope of the authorization.</u></b> A proxy so appointed can exercise the following rights pursuant to the authorization from such shareholder:</p> <p>(I) Such shareholder's right to speak at the meeting;</p> <p>(II) The right to demand a poll alone or jointly with others;</p> <p>(III) The right to vote by a show of hands or by a poll. However, when more than one proxy are entrusted, they can only vote by a poll.</p> <p>If the shareholder is a recognized clearing house (or its proxy), such shareholder may authorize one or more persons it thinks fit to act as its proxy at any shareholder's meeting (or any creditors meeting); however, if more than one person is authorized, the power of attorney shall specify the number and class of the shares with respect to such persons so authorized. The power of attorney shall be executed by a person authorized by such recognized clearing house. The person so authorized may attend the meeting and exercise any rights on behalf of such recognized clearing house (or its proxy) (without producing any share certificate, notarized power of attorney and/or further evidence to prove that the person has been so authorized) as if such person were an individual shareholder of the Company.</p>

Original articles	Modified to
<p>Article 66 The shareholders' general meeting shall be convened by the Board, presided over and chaired by the chairman of the Board of Directors. If the chairman is unable or fails to perform his duties, the vice chairman of the Board of Directors designated by the chairman of the Board of Directors shall preside over the meeting and act as the chairman of the meeting. If the vice chairman is unable or fails to perform his duties, a director jointly elected by more than half of the directors shall preside over the meeting and act as the chairman of the meeting. If no director is elected to take the chair, the shareholders present at the meeting may elect a chairman. If for any reason the shareholders fail to elect a chairman of the meeting, the shareholder (including his proxy) attending the meeting and holding the largest number of shares with voting rights shall chair the meeting.</p>	<p>Article 66 The shareholders' general meeting shall be convened by the Board, presided over and chaired by the chairman of the Board of Directors. If the chairman is unable or fails to perform his duties, the vice chairman of the Board of Directors designated by the chairman of the Board of Directors shall preside over the meeting and act as the chairman of the meeting. If the vice chairman is unable or fails to perform his duties, a director jointly elected by more than half of the directors shall preside over the meeting and act as the chairman of the meeting. If no director is elected to take the chair, the shareholders present at the meeting may elect a chairman. If for any reason the shareholders fail to elect a chairman of the meeting, the shareholder (including his proxy) attending the meeting and holding the largest number of shares with voting rights shall chair the meeting.</p>
<p>The shareholders' general meeting convened by the Board of Supervisors shall be presided over and chaired by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his duties, one supervisor shall be elected jointly by half or more of the supervisors to preside over the meeting.</p>	<p>The shareholders' general meeting convened by the Board of Supervisors shall be presided over and chaired by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his duties, one supervisor shall be elected jointly by <del>half or more</del> <b>than half</b> of the supervisors to preside over the meeting.</p>
<p>The shareholders' general meeting convened by the shareholder(s) itself/themselves shall be presided over by a representative elected by the convener.</p>	<p>The shareholders' general meeting convened by the shareholder(s) itself/themselves shall be presided over by a representative elected by the convener.</p>

Original articles	Modified to
<p>Article 70 The following matters shall be resolved by way of ordinary resolutions at the shareholders' general meetings:</p> <p>(I) Work reports of the Board of Directors and of the Board of Supervisors;</p> <p>(II) Profit distribution plans and loss recovery plans prepared by the Board of Directors;</p> <p>(III) Appointment or removal, remuneration and payment method of members of the Board of Directors and the Board of Supervisors;</p> <p>(IV) The Company's annual budgets and final accounts, balance sheets, income statements and other financial statements;</p> <p>(V) Any matters other than those required by the laws, administrative regulations or the Articles to be approved by special resolution.</p>	<p>Article 70 The following matters shall be resolved by way of ordinary resolutions at the shareholders' general meetings:</p> <p>(I) Work reports of the Board of Directors and of the Board of Supervisors;</p> <p>(II) Profit distribution plans and loss recovery plans prepared by the Board of Directors;</p> <p>(III) Appointment or removal, remuneration and payment method of members of the Board of Directors and the Board of Supervisors;</p> <p><del>(IV) The Company's annual budgets and final accounts, balance sheets, income statements and other financial statements;</del></p> <p><del>(V)</del> Any matters other than those required by the laws, administrative regulations or the Articles to be approved by special resolution.</p>



Original articles	Modified to
<p>Article 71 The following matters shall be approved by special resolutions at the shareholders' general meetings:</p> <p>(I) Increase or reduction of the share capital, and issue of any class of shares, warrants and other similar securities of the Company;</p> <p>(II) Division, merger, dissolution and liquidation of the Company;</p> <p>(III) Change of corporate form of the Company;</p> <p>(IV) Purchase or disposal of material assets or provision of guarantee by the Company within one year of a value exceeding 30% of the Company's latest audited total assets;</p> <p>(V) Amendment to the Articles;</p> <p>(VI) Any other matters prescribed by the laws, administrative regulations or the Articles, and those matters approved by ordinary resolution at a shareholders' general meeting as having a material impact on the Company and are required to be approved by a special resolution.</p>	<p>Article 71 The following matters shall be approved by special resolutions at the shareholders' general meetings:</p> <p>(I) Increase or reduction of the <del>share capital</del> <b><u>registered capital</u></b>, and issue of any class of shares, warrants and other similar securities of the Company;</p> <p>(II) Division, merger, dissolution and liquidation of the Company;</p> <p>(III) Change of corporate form of the Company;</p> <p>(IV) Purchase or disposal of material assets or provision of guarantee by the Company within one year of a value exceeding 30% of the Company's latest audited total assets;</p> <p>(V) Amendment to the Articles;</p> <p>(VI) Any other matters prescribed by the laws, administrative regulations or the Articles, and those matters approved by ordinary resolution at a shareholders' general meeting as having a material impact on the Company and are required to be approved by a special resolution.</p>

Original articles	Modified to
<p>Article 76 The directors who are not employee representative directors shall be elected by the shareholders' general meeting, and the employee representative directors shall be elected democratically by the employee meeting for a term of three (3) years. Upon maturity of the term of office, a director may be re-elected and serve consecutive terms.</p>	<p>Article 76 The directors who are not employee representative directors shall be elected by the shareholders' general meeting, and the employee representative directors shall be elected democratically by the employee meeting for a term of <b><u>not more than</u></b> three (3) years. Upon maturity of the term of office, a director may be re-elected and serve consecutive terms.</p>
<p>The written notice on the intention of nominating a director candidate and on the candidate's willingness to accept nomination shall be given to the Company seven (7) days before the shareholders' general meeting/employee meeting.</p>	<p>The written notice on the intention of nominating a director candidate and on the candidate's willingness to accept nomination shall be given to the Company seven (7) days before the shareholders' general meeting/employee meeting.</p>
<p>Subject to the relevant laws and regulations, a director whose tenure does not fall due may be removed at a shareholders' general meeting/employee meeting; an ordinary resolution shall be adopted at a shareholders' general meeting, and the removal of an employee representative director shall comply with the provisions of the employee meeting.</p>	<p>Subject to the relevant laws and regulations, a director whose tenure does not fall due may be removed at a shareholders' general meeting/employee meeting; an ordinary resolution shall be adopted at a shareholders' general meeting, and the removal of an employee representative director shall comply with the provisions of the employee meeting.</p>
<p>The directors do not need to hold the shares of the Company.</p>	<p>The directors do not need to hold the shares of the Company.</p>

Original articles	Modified to
<p>Article 79 The Company shall have independent non-executive directors. An independent non-executive director is a director assuming no posts other than independent non-executive director and having no relation with the Company and major shareholders thereof which may hinder his independent objective judgment. The number of the independent non-executive directors shall be more than one-third of the number of members of the Board of Directors and shall not be less than four (4), at least one of whom shall have appropriate professional qualification or the accounting or related financial management expertise and meet the requirements of Article 3.10(2) of the Hong Kong Listing Rules.</p> <p>Independent non-executive directors shall have the independence required by the Article 3.13 of the Hong Kong Listing Rules.</p>	<p>Article 79 The Company shall have independent non-executive directors. An independent non-executive director is a director assuming no posts other than independent non-executive director and having no relation with the Company and major shareholders thereof which may hinder his independent objective judgment. The number of the independent non-executive directors shall be more than one-third of the number of members of the Board of Directors and shall not be less than four (4), at least one of whom shall have appropriate professional qualification or the accounting or related financial management expertise and meet the requirements of Article 3.10(2) of the Hong Kong Listing Rules.</p> <p>Independent non-executive directors shall have the independence required by the Article 3.13 of the Hong Kong Listing Rules.</p>

Original articles	Modified to
<p>Article 81 The Board of Directors is accountable to the shareholders' general meeting and shall exercise the following functions and powers:</p> <p>(I) To convene and report to the shareholders' general meeting;</p> <p>(II) To implement the resolutions adopted at shareholders' general meetings;</p> <p>(III) To decide on the Company's business plans and investment plans;</p> <p>(IV) To formulate the Company's annual financial budgets and final accounts;</p> <p>(V) To formulate the Company's proposal on profit distribution and plan for recovery of losses;</p> <p>(VI) To formulate proposals for increases or reduction of the Company's registered capital and proposals for the issue of corporate bonds;</p> <p>(VII) To formulate plans for repurchase of the Company's shares, or merger, division, dissolution, or change of corporate formation of the Company;</p>	<p>Article 81 <b><u>The Board of Directors is the business decision-making body of the Company, which determines strategy, makes decisions and prevents risks.</u></b> The Board of Directors is accountable to the shareholders' general meeting and shall exercise the following functions and powers:</p> <p>(I) To convene and report to the shareholders' general meeting;</p> <p>(II) To implement the resolutions adopted at shareholders' general meetings;</p> <p>(III) To decide on the Company's business plans and investment plans;</p> <p>(IV) To <del>formulate</del><b>decide on</b> the Company's annual financial budgets and final accounts;</p> <p>(V) To formulate the Company's proposal on profit distribution and plan for recovery of losses;</p> <p>(VI) To formulate proposals for increases or reduction of the Company's registered capital and proposals for the issue of corporate bonds;</p> <p>(VII) To formulate plans for repurchase of the Company's shares, or merger, division, dissolution, or change of corporate formation of the Company;</p>

Original articles	Modified to
(VIII) To appoint or dismiss the Company's general manager, and to decide on the appointment or dismissal of senior management officer such as deputy general manager, chief accountant, chief legal officer and chief engineer pursuant to the nomination of the general manager result and decide on the appointment or dismissal of the secretary to the Board of Directors pursuant to the nomination of the chairman of the Board of Directors;	(VIII) To appoint or dismiss the Company's general manager, and to decide on the appointment or dismissal of senior management officer such as deputy general manager, chief accountant, chief legal officer and chief engineer pursuant to the nomination of the general manager result and decide on the appointment or dismissal of the secretary to the Board of Directors pursuant to the nomination of the chairman of the Board of Directors;
(IX) To decide on the matters relating to the remuneration of the aforesaid senior management officers;	(IX) To decide on the matters relating to the remuneration of the aforesaid senior management officers;
(X) To formulate the Company's basic management system;	(X) To formulate the Company's basic management system;
(XI) To formulate proposals for amendment to the Articles;	(XI) To formulate proposals for amendment to the Articles;
(XII) To decide on the setup of internal management institutions of the Company;	(XII) To decide on the setup of internal management institutions of the Company;
(XIII) To decide on the setup and adjustment of the special committees of the Board;	(XIII) To decide on the setup and adjustment of the special committees of the Board;
(XIV) Matters such as investments, acquisitions or disposals of assets, financing and connected transactions that require decisions to be made by the Board of Directors in accordance with the Hong Kong Listing Rules;	(XIV) Matters such as investments, acquisitions or disposals of assets, financing and connected transactions that require decisions to be made by the Board of Directors in accordance with the Hong Kong Listing Rules;

Original articles	Modified to
<p>(XV) To evaluate and determine the nature and degree of risk acceptable for the Company in achieving the strategic target, to ensure that the Company establishes and maintains an appropriate and effective risk management and internal monitoring system, to continuously supervise this system, and to ensure that check is conducted at least once a year, on whether the system of the Company and its subsidiaries is effective;</p>	<p>(XV) To evaluate and determine the nature and degree of risk acceptable for the Company in achieving the strategic target, to ensure that the Company establishes and maintains an appropriate and effective risk management and internal monitoring system, to continuously supervise this system, and to ensure that check is conducted at least once a year, on whether the system of the Company and its subsidiaries is effective;</p>
<p>(XVI) To decide on other major affairs of the Company, save for matters required to be resolved at shareholders' general meeting as specified under the Company Law and the Articles;</p>	<p>(XVI) To decide on other major affairs of the Company, save for matters required to be resolved at shareholders' general meeting as specified under the Company Law and the Articles;</p>
<p>(XVII) To exercise other functions and powers conferred by the laws, administrative regulations, the Articles and the shareholders' general meetings.</p>	<p>(XVII) To exercise other functions and powers conferred by the laws, administrative regulations, the Articles and the shareholders' general meetings.</p>
<p>A resolution made by the Board of Directors on a connected transaction must take effect only after consideration and approval by independent non-executive directors.</p>	<p>A resolution made by the Board of Directors on a connected transaction must take effect only after consideration and approval by independent non-executive directors.</p>

Original articles	Modified to
<p>Article 82 The chairman of the Board of Directors shall exercise the following functions and powers:</p> <p>(I) To preside over the shareholders' general meetings, and to convene and preside over the meetings of the Board of Directors;</p> <p>(II) To supervise and inspect the implementation of resolutions of the Board of Directors;</p> <p>(III) To sign the securities issued by the Company;</p> <p>(IV) To exercise the special power of verdict and disposal on the matters of the Company in accordance with laws and in the interest of the Company in the event of occurrence of force majeure, serious crisis or very urgent circumstances and to report to the Board of Directors and the Shareholders' Meeting of the Company subsequent thereto; and when necessary, to authorize the general manager of the Company to exercise the special power of disposal;</p> <p>(V) To exercise other functions and powers conferred by the Board of Directors.</p>	<p>Article 82 The chairman of the Board of Directors shall exercise the following functions and powers:</p> <p>(I) To preside over the shareholders' general meetings, and to convene and preside over the meetings of the Board of Directors;</p> <p>(II) To supervise and inspect the implementation of resolutions of the Board of Directors;</p> <p>(III) To sign the securities issued by the Company <b><u>in paper form</u></b>;</p> <p>(IV) To exercise the special power of verdict and disposal, <b><u>within the scope of term of reference of the Board of Directors</u></b>, on the matters of the Company in accordance with laws and in the interest of the Company in the event of occurrence of force majeure, serious crisis or very urgent circumstances <b><u>so that a meeting of the Board of Directors cannot be held on a timely manner</u></b>, and to report to the Board of Directors—<del>and the Shareholders' Meeting</del> of the Company subsequent thereto <b><u>for ratification according to relevant procedures</u></b>; and when necessary, to authorize the general manager of the Company to exercise the special power of disposal;</p> <p>(V) To exercise other functions and powers conferred by the Board of Directors.</p>

Original articles	Modified to
<p>Article 83 The meetings of the Board of Directors shall be divided into regular meetings of the Board of Directors and extraordinary meetings of the Board of Directors. The Board of Directors shall notify the supervisors to attend the meetings of the Board of Directors as non-voting delegates.</p>	<p>Article 83 The meetings of the Board of Directors shall be divided into regular meetings of the Board of Directors and extraordinary meetings of the Board of Directors. The Board of Directors shall notify the supervisors to attend the meetings of the Board of Directors as non-voting delegates.</p>
<p>Regular meetings of the Board of Directors shall be held at least four (4) times each year, approximately once a quarter and convened by the chairman of the Board of Directors. The written notice of meeting shall be sent to all the directors fourteen (14) days before the date of the meeting. The approval of directors for the regular meetings of the Board of Directors shall not be obtained through the adoption of written resolutions. A regular meeting of the Board of Directors may be held by way of communication and all participating Directors shall be deemed as having attended the meeting in person. The extraordinary meeting of the Board of Directors may be approved by Directors by written resolution.</p>	<p>Regular meetings of the Board of Directors shall be held at least four (4) times each year, approximately once a quarter and convened by the chairman of the Board of Directors. The written notice of meeting shall be sent to all the directors fourteen (14) days before the date of the meeting. The approval of directors for the regular meetings of the Board of Directors shall not be obtained through the adoption of written resolutions. A regular meeting of the Board of Directors may be held by way of communication and all participating Directors shall be deemed as having attended the meeting in person. The extraordinary meeting of the Board of Directors may be approved by Directors by written resolution.</p>
<p>The chairman of the Board of Directors shall convene an extraordinary meeting of the Board of Directors within ten (10) days after receiving the proposal under the following circumstances:</p>	<p>The chairman of the Board of Directors shall convene an extraordinary meeting of the Board of Directors within ten (10) days after receiving the proposal under the following circumstances:</p>
<p>(I) When proposed by shareholders holding more than one-tenth of the voting shares;</p>	<p>(I) When proposed by shareholders holding more than one-tenth of the voting shares;</p>
<p>(II) When proposed by the chairman of the Board of Directors;</p>	<p>(II) When proposed by the chairman of the Board of Directors;</p>
<p>(III) When proposed by more than one-third of the directors;</p>	<p>(III) When proposed by more than one-third of the directors;</p>



Original articles	Modified to
<p>(IV) When proposed by more than two (2) independent non-executive directors;</p> <p>(V) When proposed by the Board of Supervisors;</p> <p>(VI) When proposed by the general manager.</p>	<p>(IV) When proposed by more than two (2) independent non-executive directors;</p> <p>(V) When proposed by the Board of Supervisors;</p> <p>(VI) When proposed by the general manager.</p>
<p>Article 85 The meetings of the Board of Directors are convened and presided over by the chairman of the Board of Directors. If the chairman is unable to or does not perform his duties, his duties shall be performed by the vice chairman of the Board of Directors. If the vice chairman is unable to or does not perform his duties, his duties shall be performed by a director jointly elected by more than half of the directors.</p>	<p>Article 85 The meetings of the Board of Directors are convened and presided over by the chairman of the Board of Directors. If the chairman is unable to or does not perform his duties, his duties shall be performed by the vice chairman of the Board of Directors. If the vice chairman is unable to or does not perform his duties, his duties shall be performed by a director jointly elected by more than half of the directors.</p>
<p>Article 86 The meetings of the Board of Directors are valid only when more than half of the directors or their authorized representatives are present. Each director shall have one vote. All the resolutions made by the Board of Directors require the affirmative votes of more than half of the directors, unless otherwise specified by the laws, administrative regulations and the Articles.</p> <p>When the number of negative votes is equal to that of affirmative votes, the chairman of the Board of Directors has the right to cast one more vote.</p>	<p>Article 86 The meetings of the Board of Directors are valid only when more than half of the directors or their authorized representatives are present. Each director shall have one vote. All the resolutions made by the Board of Directors <del>require the affirmative votes of</del> <b>shall be approved by</b> more than half of the directors, unless otherwise specified by the laws, administrative regulations and the Articles.</p> <p><del>When the number of negative votes is equal to that of affirmative votes, the chairman of the Board of Directors has the right to cast one more vote.</del></p>

Original articles	Modified to
<p>Article 88 The Board of Directors shall keep minutes of resolutions on matters discussed at the meeting. The attending directors or their authorized representatives and the recorder of meeting minutes shall sign the minutes of such meetings.</p> <p>Directors shall be liable for the resolutions of the Board of Directors. If the resolutions of the Board of Directors violate the laws, administrative regulations or the Articles, and the Company suffers a material loss as a result thereof, the directors participating in the resolutions are liable to the Company for the losses. However, directors may be exempted from such liability if it is verified that such director has stated his objection when voting and the same was recorded in the minutes.</p>	<p>Article 88 The Board of Directors shall keep minutes of resolutions on matters discussed at the meeting. The attending directors or their authorized representatives and the recorder of meeting minutes shall sign the minutes of such meetings.</p> <p>Directors shall be liable for the resolutions of the Board of Directors. If the resolutions of the Board of Directors violate the laws, administrative regulations or the Articles <b><u>or the resolutions of a shareholders' general meeting</u></b>, and the Company suffers a material loss as a result thereof, the directors participating in the resolutions are liable to the Company for the losses. However, directors may be exempted from such liability if it is verified that such director has stated his objection when voting and the same was recorded in the minutes.</p>
<p>Article 89 If a director or any of his associates (as defined in the Hong Kong Listing Rules) has a material interest in or connected relation with the matters to be discussed at the meeting of the Board of Directors, such director shall not exercise the voting right for himself or on behalf of another director when the Board of Directors considers that matter. Nor shall he be counted in the quorum present at the meeting. A meeting of the Board of Directors can be held provided that more than half of the non-connected directors are present. Any resolution made by the Board of Directors shall be approved by more than half of the non-connected directors. If no more than three (3) non-connected directors attend the meeting of the Board of Directors, the Company shall submit this proposal to the shareholders' general meeting for consideration. When submitting this proposal to the general meeting for approval, the Board of Directors shall explain its consideration on the proposal and record the opinions of non-connected directors.</p>	<p>Article 89 If a director or any of his associates (as defined in the Hong Kong Listing Rules) has a material interest in or connected relation with the matters to be discussed at the meeting of the Board of Directors, such director shall not exercise the voting right for himself or on behalf of another director when the Board of Directors considers that matter. Nor shall he be counted in the quorum present at the meeting. A meeting of the Board of Directors can be held provided that more than half of the non-connected directors are present. Any resolution made by the Board of Directors shall be approved by more than half of the non-connected directors. If no more than three (3) non-connected directors attend the meeting of the Board of Directors, the Company shall submit this proposal to the shareholders' general meeting for consideration. When submitting this proposal to the general meeting for approval, the Board of Directors shall explain its consideration on the proposal and record the opinions of non-connected directors.</p>

Original articles	Modified to
<p>Article 90 The Board of Directors consists of the Audit and Risk Management Committee, the Nomination Committee, the Remuneration and Appraisal Committee, the Strategy Committee and the Legal Affairs Committee. If needed, the Board of Directors can set up other special committees and adjust the existing committees.</p> <p>As far as the makeup, responsibilities and rules of procedure of every special committee are concerned, the Board of Directors will separately establish the terms of reference thereof.</p>	<p>Article 90 The Board of Directors consists of the Audit and Risk Management Committee, the Nomination Committee, the Remuneration and Appraisal Committee, the Strategy Committee<del>and</del>, the Legal Affairs Committee <b><u>and the Science and Technology Innovation Committee</u></b>. If needed, the Board of Directors can set up other special committees and adjust the existing committees.</p> <p>As far as the makeup, responsibilities and rules of procedure of every special committee are concerned, the Board of Directors will separately establish the terms of reference thereof.</p>
<p>Article 94 The Company shall have one general manager, several deputy general managers, one chief accountant, one chief legal officer, one chief engineer. They are appointed or dismissed by the Board of Directors.</p>	<p>Article 94 The Company shall have one general manager, several deputy general managers, one chief accountant, one chief legal officer, one chief engineer. They are appointed or dismissed by the Board of Directors. <b><u>The management is the executive body of the Company, and responsible for making operation decisions, implementing policies and enhancing management.</u></b></p>

Original articles	Modified to
<p>Article 95 The general manager is accountable to the Board of Directors and exercises the following functions and powers:</p> <p>(I) To take charge of the production and operation of the Company, and to arrange proper resources to implement resolutions of the Board of Directors;</p> <p>(II) To arrange proper resources to implement the Company's annual business plans and investment plans;</p> <p>(III) To draft the plans for establishment of the internal management organization;</p> <p>(IV) To draft the plans for establishment of the Company's basic management system;</p> <p>(V) To formulate the rules and regulations of the Company;</p> <p>(VI) To employ or dismiss the management officers other than those required to be employed or dismissed by the Board of Directors;</p> <p>(VII) To propose to the Board of Directors the employment and dismissal of deputy general managers, chief accountant, chief legal officer and chief engineer;</p> <p>(VIII) To exercise other functions and powers authorized by the Articles or by the Board of Directors.</p>	<p>Article 95 The general manager is accountable to the Board of Directors and exercises the following functions and powers:</p> <p>(I) To take charge of the production and operation of the Company, and to arrange proper resources to implement resolutions of the Board of Directors;</p> <p>(II) To <b><u>formulate and</u></b> arrange proper resources to implement the Company's annual business plans and investment plans;</p> <p><b><u>(III) To formulate the annual financial budgets and final accounts of the Company;</u></b></p> <p><del>(III)</del> (IV) To draft the plans for establishment of the internal management organization;</p> <p><del>(IV)</del> (V) To draft the plans for establishment of the Company's basic management system;</p> <p><del>(V)</del> (VI) To formulate the rules and regulations of the Company;</p> <p><del>(VI)</del> (VII) To employ or dismiss the management officers other than those required to be employed or dismissed by the Board of Directors;</p> <p><del>(VII)</del> (VIII) To propose to the Board of Directors the employment and dismissal of deputy general managers, chief accountant, chief legal officer and chief engineer;</p> <p><del>(VIII)</del> (IX) To exercise other functions and powers authorized by the Articles or by the Board of Directors.</p>

Original articles	Modified to
<p>Article 101 The Board of Supervisors shall be accountable to the shareholders' general meeting and exercise the following functions and powers:</p> <p>(I) To review the Company's financial position;</p> <p>(II) To monitor any acts on the part of directors and senior management officers in their performance of duties, and to propose dismissal of any directors and senior management officers who violate the laws, administrative regulations, the Articles or resolutions of shareholders' general meetings;</p> <p>(III) To demand directors and senior management officers to make rectification if their conduct has damaged the Company's interest;</p> <p>(IV) To review financial information such as financial reports, operation reports and profit distribution plans to be submitted by the Board of Directors to the shareholders' general meetings; to conduct investigation if there is any doubt in the company's operations, and engage certified public accountants and practicing auditors in the name of the Company to assist their review if necessary;</p> <p>(V) To propose the convening of an extraordinary general meeting, and convene and preside over the shareholders' general meeting when the Board of Directors fails to perform such duties specified under the Articles;</p>	<p>Article 101 The Board of Supervisors shall be accountable to the shareholders' general meeting and exercise the following functions and powers:</p> <p>(I) To review the Company's financial position;</p> <p>(II) To monitor any acts on the part of directors and senior management officers in their performance of duties, and to propose <del>dismissal</del><b>removal</b> of any directors and senior management officers who violate the laws, administrative regulations, the Articles or resolutions of shareholders' general meetings;</p> <p>(III) To demand directors and senior management officers to make rectification if their conduct has damaged the Company's interest;</p> <p>(IV) To review financial information such as financial reports, operation reports and profit distribution plans to be submitted by the Board of Directors to the shareholders' general meetings; to conduct investigation if there is any doubt in the company's operations, and engage certified public accountants and practicing auditors in the name of the Company to assist their review if necessary;</p> <p>(V) To propose the convening of an extraordinary general meeting, and convene and preside over the shareholders' general meeting when the Board of Directors fails to perform such duties specified under the Articles;</p>

Original articles	Modified to
<p>(VI) To submit proposals to the shareholders' general meeting;</p> <p>(VII) To bring an action against a director and senior management officer in accordance with the Company Law;</p> <p>(VIII) To exercise other functions and powers authorized by the Articles or by the shareholders' general meetings.</p> <p>The supervisors have the right to attend the meetings of the Board of Directors as non-voting participants and to raise questions or suggestions on the matters to be decided by the Board of Directors.</p>	<p>(VI) To submit proposals to the shareholders' general meeting;</p> <p>(VII) To bring an action against a director and senior management officer in accordance with the Company Law;</p> <p>(VIII) To exercise other functions and powers authorized by the Articles or by the shareholders' general meetings.</p> <p>The supervisors have the right to attend the meetings of the Board of Directors as non-voting participants and to raise questions or suggestions on the matters to be decided by the Board of Directors.</p> <p><b><u>The Board of Supervisors may require directors and senior management officers to submit reports on the performance of their duties.</u></b></p>
<p>Article 104 The meeting of the Board of Supervisors shall be convened and presided over by its chairman. If the chairman of the Board of Supervisors is unable or fails to perform his duties, a supervisor who has been elected by more than half of the supervisors shall convene and preside over the meeting of the Board of Supervisors.</p>	<p>Article 104 The meeting of the Board of Supervisors shall be convened and presided over by its chairman. If the chairman of the Board of Supervisors is unable or fails to perform his duties, a supervisor who has been elected by more than half of the supervisors shall convene and preside over the meeting of the Board of Supervisors.</p>
<p>Article 106 Each supervisor shall have one vote. Resolutions of the Board of Supervisors shall be passed by the affirmative votes of more than half of the members of Board of Supervisors.</p>	<p>Article 106 Each supervisor shall have one vote. Resolutions of the Board of Supervisors shall be passed by the affirmative votes of more than half of the members of Board of Supervisors.</p>

Original articles	Modified to
<p>Article 108 The following persons may not serve as a director, supervisor, the general manager, or other senior management officer of the Company:</p> <p>(I) A person without or with limited capacity for civil conduct;</p> <p>(II) A person who has been sentenced for corruption, bribery, infringement of property, misappropriation of property or damaging the social economic order, where less than five (5) years have elapsed since the sentence was served, or who has been deprived of his political rights due to criminal offense, where less than five (5) years have elapsed since the sentence was served;</p> <p>(III) A person who is a former director, factory manager or manager of a company or enterprise which has become insolvent and has been liquidated and who is personally liable for the insolvency of such company or enterprise, and where less than three (3) years have elapsed since the date of completion of the insolvency and liquidation of such company or enterprise;</p> <p>(IV) A person who is a former legal representative of a company or enterprise the business license of which was revoked and ordered to close down due to violation of law and who is personally liable for such violation, where less than three (3) years have elapsed since the date of the revocation of business license of such company or enterprise;</p> <p>(V) A person who has a relatively large amount of debts which have become overdue.</p>	<p>Article 108 The following persons may not serve as a director, supervisor, the general manager, or other senior management officer of the Company:</p> <p>(I) A person without or with limited capacity for civil conduct;</p> <p>(II) A person who has been sentenced for corruption, bribery, infringement of property, misappropriation of property or damaging the social economic order, where less than five (5) years have elapsed since the sentence was served, or who has been deprived of his political rights due to criminal offense, where less than five (5) years have elapsed since the sentence was served; <b><u>and not more than two (2) years have elapsed since the date of the expiration of the probation period if probation is announced;</u></b></p> <p>(III) A person who is a former director, factory manager or manager of a company or enterprise which has become insolvent and has been liquidated and who is personally liable for the insolvency of such company or enterprise, and where less than three (3) years have elapsed since the date of completion of the insolvency and liquidation of such company or enterprise;</p> <p>(IV) A person who is a former legal representative of a company or enterprise the business license of which was revoked and ordered to close down due to violation of law and who is personally liable for such violation, where less than three (3) years have elapsed since the date of the revocation of business license of such company or enterprise;</p> <p>(V) A person who has a relatively large amount of debts which have become overdue <b><u>and is listed as a dishonest person subject to enforcement by the people's court.</u></b></p>

Original articles	Modified to
<p>Article 112 Each of the Company's directors, supervisors, general manager and other senior management officers shall perform his duties on the principle of fiduciary, and shall not put himself in a position where his interests and his duties may conflict. This principle includes (but is not limited to) discharging the following obligations:</p> <p>(I) To act bona fide in the best interests of the Company;</p> <p>(II) To exercise his powers within his terms of reference and not to act ultra vires;</p> <p>(III) To exercise the discretion vested in him personally and not to allow himself to act under the control of any other party; and unless permitted by laws, administrative regulations or with the informed consent of the shareholders given in a general meeting, not to delegate the exercise of his discretion;</p> <p>(IV) To treat shareholders of the same class equally and to treat shareholders of different classes fairly;</p> <p>(V) Unless otherwise provided in the Articles or except with the informed consent of the shareholders given in a general meeting, not to enter into any contract, transaction or arrangement with the Company;</p> <p>(VI) Not to use the Company's property in any way for his own benefit without the informed consent of the shareholders given in a general meeting;</p> <p>(VII) Not to exploit his position to accept bribes or to obtain other illegal income, expropriate the Company's property in any way, including (but not limited to) opportunities beneficial to the Company;</p>	<p>Article 112 Each of the Company's directors, supervisors, general manager and other senior management officers shall perform his duties on the principle of fiduciary, and shall not put himself in a position where his interests and his duties may conflict. This principle includes (but is not limited to) discharging the following obligations:</p> <p>(I) To act bona fide in the best interests of the Company;</p> <p>(II) To exercise his powers within his terms of reference and not to act ultra vires;</p> <p>(III) To exercise the discretion vested in him personally and not to allow himself to act under the control of any other party; and unless permitted by laws, administrative regulations or with the informed consent of the shareholders given in a general meeting, not to delegate the exercise of his discretion;</p> <p>(IV) To treat shareholders of the same class equally and to treat shareholders of different classes fairly;</p> <p>(V) Unless otherwise provided in the Articles or except with the informed consent of the shareholders given in a general meeting, not to enter into any contract, transaction or arrangement with the Company;</p> <p>(VI) Not to use the Company's property in any way for his own benefit without the informed consent of the shareholders given in a general meeting;</p> <p>(VII) Not to exploit his position to accept bribes or to obtain other illegal income, expropriate the Company's property in any way, including (but not limited to) opportunities beneficial to the Company;</p>



Original articles	Modified to
(VIII) Not to accept commissions in connection with the Company's transactions without the informed consent of the shareholders given in a general meeting;	(VIII) Not to accept commissions in connection with the Company's transactions without the informed consent of the shareholders given in a general meeting;
(IX) To comply with the Articles, perform his duties faithfully, protect the Company's interests and not to exploit his position and power in the Company for his own benefit;	(IX) To comply with the Articles, perform his duties faithfully, protect the Company's interests and not to exploit his position and power in the Company for his own benefit;
(X) Not to compete with the Company in any way without the informed consent of the shareholders' general meeting;	(X) Not to compete with the Company in any way without the informed consent of the shareholders' general meeting;
(XI) Not to misappropriate the Company's funds, not to open any account in his own name or in any other name for the deposit of the Company's assets or funds, not to violate the provisions of the Articles by lending the Company's funds to others or using such assets to provide guarantee for the debts of shareholders of the Company or other individuals without the consent of the shareholders' general meeting or the consent of the Board of Directors;	(XI) Not to misappropriate the Company's funds, not to open any account in his own name or in any other <b>individual</b> name for the deposit of the Company's assets or funds, not to violate the provisions of the Articles by lending the Company's funds to others or using such assets to provide guarantee for the debts of shareholders of the Company or other individuals without the consent of the shareholders' general meeting or the consent of the Board of Directors;
(XII) Not to disclose any confidential information in relation to the Company which he has obtained during his term of office without the informed consent of the shareholders' general meeting; nor shall he use such information other than for the Company's benefit, save that disclosure of such information to the court or other governmental authorities is permitted if:	(XII) Not to disclose any confidential information in relation to the Company which he has obtained during his term of office without the informed consent of the shareholders' general meeting; nor shall he use such information other than for the Company's benefit, save that disclosure of such information to the court or other governmental authorities is permitted if:
1. The law so requires;	1. The law so requires;
2. Public interest so warrants;	2. Public interest so warrants;
3. The interests of the relevant director, supervisor, general manager and other senior management officers so requires.	3. The interests of the relevant director, supervisor, general manager and other senior management officers so requires.

Original articles	Modified to
Any gain arising from the breach of this Article by the personnel mentioned in this Article shall belong to the Company. Such personnel shall be liable for compensation for any loss of the Company arising therefrom.	Any gain arising from the breach of this Article by the personnel mentioned in this Article shall belong to the Company. Such personnel shall be liable for compensation for any loss of the Company arising therefrom.
<p>Article 113 Each director, supervisor, general manager or other senior management officer of the Company shall not direct the following persons or institutions (herein after referred to as “related parties”) to do anything that is not permitted:</p> <p>(I) The spouse or minor child of the Company’s director, supervisor, general manager or other senior management officers;</p> <p>(II) The trustee of the Company’s director, supervisor, general manager or other senior management officers or any person referred to in sub-paragraph (I) of this Article;</p> <p>(III) The partner of the Company’s director, supervisor, general manager or other senior management officers or any person referred to in sub-paragraphs (I) and (II) of this Article;</p> <p>(IV) A company in which the Company’s director, supervisor, general manager or other senior management officers, whether alone or jointly with the persons referred to in sub-paragraphs (I), (II) or (III) of this Article or other directors, supervisors, general managers and other senior management officers of the Company, has de facto control; and</p> <p>(V) The directors, supervisors, general managers and other senior management officers of the controlled company referred to in sub-paragraph (IV) of this Article.</p>	<p>Article 113 Each director, supervisor, general manager or other senior management officer of the Company shall not direct the following persons or institutions (herein after referred to as “related parties”) to do anything that is not permitted:</p> <p>(I) The spouse or minor child of the Company’s director, supervisor, general manager or other senior management officers;</p> <p>(II) The trustee of the Company’s director, supervisor, general manager or other senior management officers or any person referred to in sub-paragraph (I) of this Article;</p> <p>(III) The partner of the Company’s director, supervisor, general manager or other senior management officers or any person referred to in sub-paragraphs (I) and (II) of this Article;</p> <p>(IV) A company in which the Company’s director, supervisor, general manager or other senior management officers, whether alone or jointly with the persons referred to in sub-paragraphs (I), (II) or (III) of this Article or other directors, supervisors, general managers and other senior management officers of the Company, has de facto control; and</p> <p>(V) The directors, supervisors, general managers and other senior management officers of the controlled company referred to in sub-paragraph (IV) of this Article.</p>

Original articles	Modified to
<p>Article 116 To decide on major operational and management matters of the Company, the Board of Directors and the managers shall firstly listen to the Party committee of the Company.</p>	<p>Article 116 <del>To decide on major operational and management matters of the Company, the Board of Directors and the managers shall firstly listen to the Party committee of the Company.</del> <u>Decisions on major management matters shall be made by the Board of Directors upon preliminary study and discussion by the Party Committee and in accordance with their authorities and prescribed procedures.</u></p>
<p>Article 117 The Company sets up a Party committee, which consists of one secretary and several members. In principle, the positions of both the chairman of the Board of Directors and the secretary of the Party committee are held by one person. Eligible Party committee members can join the Board of Directors, the Board of Supervisors and the management through legal procedures, and eligible members of the Board of Directors, the Board of Supervisors and the management can join the Party committee in accordance with the relevant regulation and procedure. At the same time, the Disciplinary Committee and one secretary to the Disciplinary Committee are set up as required.</p>	<p>Article 117 <u>According to the Constitution of the Communist Party of the PRC, the Regulations on the Work of the Communist Party of the PRC for its Grassroots Organizations at State-owned Enterprises (Trial) and other regulations, and approved by the higher Party organization, the China Isotope &amp; Radiation Corporation Committee under the Communist Party of the PRC was established. Meanwhile, a Party Discipline Inspection Commission shall be established in accordance with the relevant regulations.</u></p> <p><u>The Party committee of the Company shall be elected by the Party member assembly or Party member representative assembly, with each term generally lasting five (5) years. Upon the expiration of the term, a re-election shall be conducted as scheduled. The term of the Party Discipline Inspection Committee shall be the same as that of the Party Committee. After the Party Committee Secretary and Deputy Secretaries are elected, their appointments shall be subject to approval by the higher-level Party organization, and they may be directly appointed or removed during the term.</u></p>

Original articles	Modified to
	<p><b><u>The Party committee of the Company shall consist of nine (9) members, including one (1) Party Committee Secretary and two (2) Deputy Party Committee Secretaries.</u></b></p> <p><del>The Company sets up a Party committee, which consists of one secretary and several members. In principle, the positions of both the chairman of the Board of Directors and the secretary of the Party committee are held by one person. Eligible Party committee members can join the Board of Directors, the Board of Supervisors and the management through legal procedures, and eligible members of the Board of Directors, the Board of Supervisors and the management can join the Party committee in accordance with the relevant regulation and procedure. At the same time, the Disciplinary Committee and one secretary to the Disciplinary Committee are set up as required.</del></p>

Original articles	Modified to
<p>Article 118 The Party committee of the Company performs the following duties in accordance with the internal regulations of the Party, such as the Constitution of the Communist Party of the PRC:</p> <p>(I) To ensure and supervise the implementation of the Party and national policies in the Company, and to implement the significant strategic decisions of the Party Central Committee and the State Council as well as the relevant important work deployment of national ministries and commissions, group companies and higher Party organization;</p> <p>(II) To adhere to the principle of the Party in charge of cadres in combination with the selection of operating managers by the Board of Directors in compliance with the law and the operating managers' exercise the right of staff deployment in compliance with the law. The Party committee deliberates the candidates nominated by the Board of Directors or the general manager and provides suggestions. Alternatively, it may recommend and nominate the candidates to the Board of Directors or the general manager, investigate the candidates to be appointed with the Board of Directors, and provide suggestions through brainstorming;</p> <p>(III) To study and discuss the Company's reform, development and stability, the significant matters relating to operation management, and the major issues involving the employees' interests, and to provide suggestions;</p>	<p>Article 118 <del>The Party committee of the Company performs the following duties in accordance with the internal regulations of the Party, such as the Constitution of the Communist Party of the PRC:</del><u>The Party committee of the Company shall exercise leadership responsibility, providing strategic direction, overseeing major decisions, and ensuring their implementation. It shall discuss and decide on significant matters of the Company in accordance with relevant regulations. Its primary duties include:</u></p> <p><del>(I) To ensure and supervise the implementation of the Party and national policies in the Company, and to implement the significant strategic decisions of the Party Central Committee and the State Council as well as the relevant important work deployment of national ministries and commissions, group companies and higher Party organization;</del></p> <p><del>(II) To adhere to the principle of the Party in charge of cadres in combination with the selection of operating managers by the Board of Directors in compliance with the law and the operating managers' exercise the right of staff deployment in compliance with the law. The Party committee deliberates the candidates nominated by the Board of Directors or the general manager and provides suggestions. Alternatively, it may recommend and nominate the candidates to the Board of Directors or the general manager, investigate the candidates to be appointed with the Board of Directors, and provide suggestions through brainstorming;</del></p> <p><del>(III) To study and discuss the Company's reform, development and stability, the significant matters relating to operation management, and the major issues involving the employees' interests, and to provide suggestions;</del></p>

Original articles	Modified to
<p>(IV) To assume the principle responsibility for comprehensive and strict Party governance. To lead the Company's ideological and political work, united front work, spiritual civilization and corporate culture construction, and the work of such groups as the labor union and the Communist Youth League. To promote the Party's political construction, ideological construction, organizational construction, working style construction, and discipline construction in a comprehensive way, and carry out system construction throughout them, deepen the anti-corruption campaign, constantly improve the quality of the Party's construction, lead and support the Disciplinary Commission in performing its supervision responsibility.</p>	<p><del>(IV) To assume the principle responsibility for comprehensive and strict Party governance. To lead the Company's ideological and political work, united front work, spiritual civilization and corporate culture construction, and the work of such groups as the labor union and the Communist Youth League. To promote the Party's political construction, ideological construction, organizational construction, working style construction, and discipline construction in a comprehensive way, and carry out system construction throughout them, deepen the anti-corruption campaign, constantly improve the quality of the Party's construction, lead and support the Disciplinary Commission in performing its supervision responsibility.</del></p> <p><b><u>(I) Strengthening the political construction of the Party of the Company, adhering to and implementing the fundamental, basic and important systems of socialism with Chinese characteristics, and educating and guiding all Party members to always maintain a high degree of consistency with the Central Committee of the Party with Comrade Xi Jinping as the core in terms of political stance, political direction, political principles and political path;</u></b></p> <p><b><u>(II) Studying and implementing Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era in depth, studying and propagating the Party's theories, implementing the Party's directions and policies, and supervising and guaranteeing the implementation of the major decisions and deployments of the CPC Central Committee and resolutions of the higher-level Party organisations in the Company;</u></b></p>

Original articles	Modified to
	<p><u>(III) Studying and discussing major operation and management matters of the Company, and supporting the shareholders' meeting, the Board of Directors and the management in exercising their powers in accordance with the law;</u></p> <p><u>(IV) Strengthening the leadership and control of the Company in talents selection and employment, and improving the construction of the Company's leadership team as well as the cadres and talent team;</u></p> <p><u>(V) Performing the main responsibility of the Company in constructing a clean and honest party and, leading and supporting the internal discipline inspection organisation to perform the duty of supervision, discipline and accountability, strictly enforcing political discipline and rules, and promoting the extension of the overall strict governance of the Party to the grassroots level;</u></p> <p><u>(VI) Strengthening the construction of grass-roots party organisations and party members, and uniting and leading the workers and masses to actively participate in the reform and development of the Company;</u></p> <p><u>(VII) Leading the Company's ideological and political work, cultural and ethical advancement, and united front work; and exercising leadership over the Company's mass organizations such as the trade union, Communist Youth League, and women's organization;</u></p> <p><u>(VIII) Conducting inspection work as required, establishing inspection bodies which shall, in principle, exercise oversight over Party organizations of subordinate units in accordance with the relevant Party organizational hierarchy and cadre management authority;</u></p>

Original articles	Modified to
	<p><u>(IX) Deliberating and deciding on other significant matters within the scope of the Party committee’s responsibilities.</u></p> <p><u>The Company shall uphold and refine the “dual-directional entry and cross-appointment” leadership structure. Qualified members of the Party committee may, through statutory procedures, assume positions in the Board of Directors or management. Similarly, eligible Party members within the Board of Directors or management may, in accordance with relevant regulations and procedures, join the Party committee.</u></p> <p><u>The positions of Party committee secretary and chairman of the Board of Directors shall be held by the same individual. The general manager, if a Party member, shall generally serve as Deputy secretary of the Party committee. The Party committee shall have a dedicated deputy secretary responsible for Party construction work. Such dedicated deputy secretary shall generally serve on the Board of Directors but shall not hold any position in the executive management.</u></p>
<p>Article 120 At the end of each accounting year, the Company shall prepare a financial report which shall be audited and verified according to law.</p>	<p>Article 120 At the end of each accounting year, the Company shall prepare a financial report which shall be audited <del>and verified by</del> <u>an accounting firm</u> according to law. <u>The financial reports shall be prepared in compliance with applicable laws, administrative regulations, and the provisions issued by the financial regulatory authorities under the State Council.</u></p>
<p>Article 126 The Company shall not maintain books of accounts other than those provided for by law.</p>	<p>Article 126 The Company shall not maintain books of accounts other than those provided for by law.</p>



Original articles	Modified to
<p>Article 127 In distributing the profit after tax of the current year, the Company shall allocate 10% of its profit into its statutory reserve fund. When the aggregate amount of the statutory reserve fund of Company is more than 50% of its registered capital, further appropriations are not required.</p>	<p>Article 127 In distributing the profit after tax of the current year, the Company shall allocate 10% of its profit into its statutory reserve fund. When the aggregate amount of the statutory reserve fund of Company is more than 50% of its registered capital, further appropriations are not required.</p>
<p>Where the statutory reserve fund of the Company is insufficient to make up for the losses of the previous year, the profits of the current year shall be used to make up for such losses before making allocation to its statutory reserve fund in accordance with the preceding paragraph.</p>	<p>Where the statutory reserve fund of the Company is insufficient to make up for the losses of the previous year, the profits of the current year shall be used to make up for such losses before making allocation to its statutory reserve fund in accordance with the preceding paragraph.</p>
<p>After allocation of its profits after tax to its statutory reserve fund, the Company may, subject to the approval of the shareholders at the shareholders' general meeting allocate its profits after tax to its discretionary reserve fund.</p>	<p>After allocation of its profits after tax to its statutory reserve fund, the Company may, subject to the approval of the shareholders at the shareholders' general meeting allocate its profits after tax to its discretionary reserve fund.</p>
<p>After making up for the losses and making allocations to the reserve fund, any remaining profits after tax shall be distributed by the Company to shareholders in proportion to their respective shareholdings according to the resolution adopted at the shareholders' general meeting.</p>	<p>After making up for the losses and making allocations to the reserve fund, any remaining profits after tax shall be distributed by the Company to shareholders in proportion to their respective shareholdings according to the resolution adopted at the shareholders' general meeting.</p>
<p>If the shareholders' general meeting has, in violation of the provision of the preceding paragraph, distributed profits to shareholders before the Company has made up for its losses and made allocations to its statutory reserve fund, the shareholders shall return to the Company the profit distributed in violation of the provision.</p>	<p>If the shareholders' general meeting has, in violation of the provision of the preceding paragraph, distributed profits to shareholders before the Company has made up for its losses and made allocations to its statutory reserve fund, the shareholders shall return to the Company the profit distributed in violation of the provision.</p>
<p>The Company's shares held by the Company are not entitled to any profit distribution.</p>	<p>The Company's shares held by the Company are not entitled to any profit distribution.</p>

Original articles	Modified to
<p>Article 129 The reserve fund of the Company can be applied for making up for losses of the Company, expansion of the Company's production and operation or increasing the capital of the Company, but the capital reserve fund cannot be applied for making up for losses of the Company.</p> <p>Where the statutory reserve fund is converted into capital, the balance of the reserve fund shall not fall below 25% of the Company's registered capital prior to such conversion.</p>	<p>Article 129 The reserve fund of the Company can be applied for making up for losses of the Company, expansion of the Company's production and operation or increasing the capital of the Company, <del>but the capital reserve fund cannot be applied for making up for losses of the Company.</del></p> <p><b><u>When using the Company's reserve fund to cover its losses, any discretionary reserve and statutory reserve fund shall first be used to cover such losses; if there is still a shortfall, the capital reserve fund may be used in accordance with regulations.</u></b></p> <p>Where the statutory reserve fund is converted into capital, the balance of the reserve fund shall not fall below 25% of the Company's registered capital prior to such conversion.</p>
<p>Article 139 The merger of the Company may take the form of either merger by absorption or merger by establishment of a new entity.</p> <p>In the event of a merger, the parties to the merger shall enter into a merger agreement, and prepare balance sheets and inventories of assets. The Company shall notify its creditors within ten (10) days from the date on which the resolution in favour of the merger is adopted and shall publish an announcement in a newspaper within thirty (30) days from the date of such resolution. A creditor has the right within thirty (30) days of receipt of notice or within forty-five (45) days of the date of announcement if notice is not received, to require the Company to settle its debts or to provide a corresponding guarantee for such debt.</p> <p>Upon the merger, claims and debts of each of the merged parties shall be assumed by the company which survives the merger or the newly established company resulting from the merger.</p>	<p>Article 139 The merger of the Company may take the form of either merger by absorption or merger by establishment of a new entity.</p> <p>In the event of a merger, the parties to the merger shall enter into a merger agreement, and prepare balance sheets and inventories of assets. The Company shall notify its creditors within ten (10) days from the date on which the resolution in favour of the merger is adopted and shall publish an announcement in a newspaper <b><u>or on the National Enterprise Credit Information Publicity System</u></b> within thirty (30) days from the date of such resolution. A creditor has the right within thirty (30) days of receipt of notice or within forty-five (45) days of the date of announcement if notice is not received, to require the Company to settle its debts or to provide a corresponding guarantee for such debt.</p> <p>Upon the merger, claims and debts of each of the merged parties shall be assumed by the company which survives the merger or the newly established company resulting from the merger.</p>

Original articles	Modified to
<p>Article 140 In the event of a division of the Company, its properties shall be divided up accordingly.</p> <p>In the event of a division, the parties involved shall enter into a division agreement and prepare balance sheets and inventories of assets. The Company shall notify its creditors within ten (10) days from the date on which a resolution is adopted in favour of the division and shall publish an announcement in a newspaper within thirty (30) days from the date of such resolution.</p> <p>Unless otherwise agreed in writing between the Company and its creditors in relation to the repayment of debts before the division, the surviving companies after the division shall jointly assume the indebtedness of the Company which has been incurred before such division.</p>	<p>Article 140 In the event of a division of the Company, its properties shall be divided up accordingly.</p> <p>In the event of a division, the parties involved shall enter into a division agreement and prepare balance sheets and inventories of assets. The Company shall notify its creditors within ten (10) days from the date on which a resolution is adopted in favour of the division and shall publish an announcement in a newspaper <b><u>or on the National Enterprise Credit Information Publicity System</u></b> within thirty (30) days from the date of such resolution.</p> <p>Unless otherwise agreed in writing between the Company and its creditors in relation to the repayment of debts before the division, the surviving companies after the division shall jointly assume the indebtedness of the Company which has been incurred before such division.</p>
<p>Article 143 Where the Company is to be dissolved pursuant to sub-paragraphs (I), (II), (IV) and (V) of the preceding Article, a liquidation committee shall be formed within fifteen (15) days from the date of occurrence of such grounds for dissolution, consisting of the directors or such other persons as may be determined by the shareholders at general meeting. In case no such committee is established to timely proceed with liquidation, the creditors may make an application to a People's Court for appointing relevant persons to form the liquidation committee for liquidation. The people's court shall accept such application, and promptly organize a liquidation committee for carrying out the liquidation.</p>	<p>Article 143 Where the Company is to be dissolved pursuant to sub-paragraphs (I), (II), (IV) and (V) of the preceding Article, a liquidation committee shall be formed within fifteen (15) days from the date of occurrence of such grounds for dissolution, consisting of the directors or such other persons as may be determined by the shareholders at general meeting. In case no such committee is established to timely proceed with liquidation <b><u>or if the liquidation committee does not carry out liquidation after establishment,</u></b> the <del>creditors</del><b><u>stakeholders</u></b> may make an application to a People's Court for appointing relevant persons to form the liquidation committee for liquidation. The people's court shall accept such application, and promptly organize a liquidation committee for carrying out the liquidation.</p>

Original articles	Modified to
<p>Article 144 The liquidation committee shall exercise the following functions and powers during liquidation:</p> <p>(I) To liquidate the Company's assets and prepare a balance sheet and an inventory of assets respectively;</p> <p>(II) To notify creditors by sending notice or making public announcement;</p> <p>(III) To deal with and settle any outstanding businesses of the Company;</p> <p>(IV) To pay outstanding taxes as well as taxes arising in the course of liquidation;</p> <p>(V) To settle claims and debts;</p> <p>(VI) To dispose of the remaining assets of the Company after the repayment of debts;</p> <p>(VII) To represent the Company in any civil proceedings.</p>	<p>Article 144 The liquidation committee shall exercise the following functions and powers during liquidation:</p> <p>(I) To liquidate the Company's assets and prepare a balance sheet and an inventory of assets respectively;</p> <p>(II) To notify creditors by sending notice,<del>or</del> making public announcement;</p> <p>(III) To deal with and settle any outstanding businesses of the Company;</p> <p>(IV) To pay outstanding taxes as well as taxes arising in the course of liquidation;</p> <p>(V) To settle claims and debts;</p> <p>(VI) To <del>dispose of</del> <b>distribute</b> the remaining assets of the Company after the repayment of debts;</p> <p>(VII) To represent the Company in any civil proceedings.</p>
<p>Article 145 The liquidation committee shall notify creditors within ten (10) days from the date of its establishment and publish announcements in newspapers within sixty (60) days. The creditors may declare their claims to the liquidation committee within thirty (30) days from the date it receives the above notice or within forty-five (45) days from the date of announcement if no such notice is received.</p> <p>When declaring the claims, the creditors shall specify the relevant matters about the claims and provide corresponding evidence. The liquidation committee shall register such claims.</p> <p>During the period of declaration of claims, the liquidation committee shall not repay any debts to the creditors.</p>	<p>Article 145 The liquidation committee shall notify creditors within ten (10) days from the date of its establishment and publish announcements in newspapers <b><u>or on the National Enterprise Credit Information Publicity System</u></b> within sixty (60) days. The creditors may declare their claims to the liquidation committee within thirty (30) days from the date it receives the above notice or within forty-five (45) days from the date of announcement if no such notice is received.</p> <p>When declaring the claims, the creditors shall specify the relevant matters about the claims and provide corresponding evidence. The liquidation committee shall register such claims.</p> <p>During the period of declaration of claims, the liquidation committee shall not repay any debts to the creditors.</p>

Original articles	Modified to
<p>Article 146 After sorting out the Company's assets and preparing a balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and submit to the shareholders' general meeting or to the relevant competent authorities for confirmation.</p> <p>The remaining assets of the Company after repayment of liquidation expenses, staff wages and social insurance expenses and statutory compensation, payment of outstanding taxes and payment of the Company's debts shall be distributed to the shareholders of the Company according to the class of shares held by them and in proportion to their respective shareholdings.</p> <p>During liquidation, the Company shall not commence new business activities and the business activities unrelated to liquidation. No assets of the Company shall be distributed to the shareholders prior to full payments as stipulated by the preceding paragraph.</p>	<p>Article 146 After sorting out the Company's assets and preparing a balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and submit to the shareholders' general meeting or to <del>the relevant competent authorities</del> <u>the People's Court</u> for confirmation.</p> <p>The remaining assets of the Company after repayment of liquidation expenses, staff wages and social insurance expenses and statutory compensation, payment of outstanding taxes and payment of the Company's debts shall be distributed to the shareholders of the Company according to the class of shares held by them and in proportion to their respective shareholdings.</p> <p>During liquidation, the Company shall <u>continue to exist but</u> not commence <del>new business activities</del> and the business activities unrelated to liquidation. No assets of the Company shall be distributed to the shareholders prior to full payments as stipulated by the preceding paragraph.</p>
<p>Article 147 In circumstances where the company is dissolved due to liquidation, if, after sorting out the Company's assets and preparing a balance sheet and an inventory of assets, the liquidation committee discovers that the Company's assets are insufficient to repay the Company's debts in full, the liquidation committee shall immediately apply to a People's Court for declaration of bankruptcy.</p> <p>After the Company is declared bankruptcy by a ruling from a People's Court, the liquidation committee shall handover the liquidation matters to the People's Court.</p>	<p>Article 147 In circumstances where the company is dissolved due to liquidation, if, after sorting out the Company's assets and preparing a balance sheet and an inventory of assets, the liquidation committee discovers that the Company's assets are insufficient to repay the Company's debts in full, the liquidation committee shall immediately apply to a People's Court for <u>a bankruptcy liquidation</u> <del>declaration of bankruptcy</del>.</p> <p>After <u>the People's Court accepts the application for bankruptcy</u> <del>the Company is declared bankruptcy by a ruling from a People's Court</del>, the liquidation committee shall handover the liquidation matters to <u>bankruptcy administrator appointed by</u> the People's Court.</p>

Original articles	Modified to
<p>Article 148 Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, a statement of the income and expenses during the liquidation period and financial accounts, which shall be verified by a certified public accountant of the People's Republic of China, and then submitted to the shareholders' general meeting or the relevant competent authority for confirmation.</p> <p>Within thirty (30) days of the date of confirmation by the shareholders' general meeting or the relevant competent authority, the aforesaid documents shall be submitted to the company registration authority for application for cancelling the registration of the Company and a public announcement shall be made for the termination of the Company.</p>	<p>Article 148 Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, a statement of the income and expenses during the liquidation period and financial accounts, which shall be verified by a certified public accountant of the People's Republic of China, and then submitted to the shareholders' general meeting or <del>the relevant competent authority</del> <b><u>the People's Court</u></b> for confirmation.</p> <p>Within thirty (30) days of the date of confirmation by the shareholders' general meeting or <del>the relevant competent authority</del> <b><u>the People's Court</u></b>, the aforesaid documents shall be submitted to the company registration authority for application for cancelling the registration of the Company and a public announcement shall be made for the termination of the Company.</p>
<p>Article 149 Members of the liquidation committee shall be devoted to their duty and fulfill their obligation of liquidation according to law, and shall not take advantage of their functions and powers to accept bribes or other illegal income, or to take illegal possession of the property of the Company.</p> <p>Where a member of the liquidation committee causes losses to the Company or its creditors intentionally or through gross negligence, he shall be liable for compensation.</p>	<p>Article 149 <b><u>Members of the liquidation committee have the responsibility to perform their liquidation duties faithfully and diligently.</u></b> Members of the liquidation committee shall be devoted to their duty and fulfill their obligation of liquidation according to law, and shall not take advantage of their functions and powers to accept bribes or other illegal income, or to take illegal possession of the property of the Company.</p> <p><b><u>Where a member of the liquidation committee fails to perform his duties in liquidation and incurs losses to the Corporation, he shall be liable for compensation;</u></b> Where a member of the liquidation committee causes losses to the <del>Company</del> or its creditors intentionally or through gross negligence, he shall be liable for compensation.</p>

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**APPENDIX I                      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

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<b>Original articles</b>	<b>Modified to</b>
Article 154 The “above”, “within” and “below” as referred to in the Articles are inclusive of the stated figure, while the “less than” and “beyond” are not inclusive of the stated figure.	Article 154 The “above”, “within” and “below” as referred to in the Articles are inclusive of the stated figure, while the “less than” <del>and</del> “beyond” <b><u>and lower than</u></b> are not inclusive of the stated figure.

The Proposed Amendments include uniformly changing “股東大會” in the Articles of Association into “股東會” and the English translation remaining unchanged.



**Table 2 Proposed Further Amendments to the Articles of Association, for details of which please see the announcement of the Company dated 13 May 2025.**

Original articles	Modified articles
<p>1. Article 7 The Articles are binding on the Company and its shareholders, directors, supervisors and senior management officers, all of whom have the rights to make claims in connection with any matters of the Company pursuant to the Articles.</p> <p>A shareholder may take legal action against the Company in accordance with the Articles; the Company may take legal action against any shareholder in accordance with the Articles; a shareholder may take legal action against another shareholders in accordance with the Articles; a shareholder may take legal action against the directors, supervisors and senior management officers of the Company in accordance with the Articles.</p> <p>The legal action referred to in the preceding paragraph includes filing a lawsuit with competent courts or applying to arbitral bodies for arbitration.</p>	<p>Article 7 The Articles are binding on the Company and its shareholders, directors, <del>supervisors</del> and senior management officers, all of whom have the rights to make claims in connection with any matters of the Company pursuant to the Articles.</p> <p>A shareholder may take legal action against the Company in accordance with the Articles; the Company may take legal action against any shareholder in accordance with the Articles; a shareholder may take legal action against another shareholders in accordance with the Articles; a shareholder may take legal action against the directors, <del>supervisors</del> and senior management officers of the Company in accordance with the Articles.</p> <p>The legal action referred to in the preceding paragraph includes filing a lawsuit with competent courts or applying to arbitral bodies for arbitration.</p>
<p>2. Article 34 The Company shall maintain a complete register of shareholders. The register of shareholders shall include the following:</p> <p>(I) The register of shareholders kept at the Company's domicile, other than those registers of shareholders as described in sub-paragraph (II) of this paragraph;</p> <p>(II) The register of shareholders kept at such other place as the Board of Directors may deem necessary for the purpose of listing of the Company's shares.</p>	<p>Article 34 The Company shall maintain a complete register of shareholders. The register of shareholders shall include the following:</p> <p>(I) The register of shareholders kept at the Company's domicile, other than those registers of shareholders as described in sub-paragraph (II) of this paragraph;</p> <p>(II) The register of shareholders kept at such other place as the Board of Directors may deem necessary for the purpose of listing of the Company's shares.</p>



Original articles	Modified articles
<p>3. Article 41 Holders of ordinary shares of the Company shall have the following rights:</p> <p>(I) To obtain dividends and other forms of distributions in proportion to the number of shares held;</p> <p>(II) To attend or appoint a proxy to attend, speak and vote on their behalf at shareholders' general meetings (unless individual shareholders are required to abstain from voting on individual matters in accordance with the relevant requirements of the places where the Company's securities are listed);</p> <p>(III) To supervise the operation of the Company, and to put forward proposals or raise enquiries;</p> <p>(IV) To transfer, give as gift or pledge the shares held in accordance with the laws, administrative regulations and the Articles;</p> <p>(V) The right to inspect the Articles of Association, register of shareholders, corporate bond counterfoils, minutes of general meetings, resolutions of meetings of the Board of Directors, resolutions of meetings of the Board of Supervisors, and financial accounting reports, and to make suggestions or inquire about the Company's operations.</p> <p>The shareholder proposing to inspect the information related to the preceding Article or to request for information shall provide the Company with written documents proving the class and number of shares held. After checking the identity of that shareholder, the Company shall provide him with the information in accordance with his requests;</p> <p>(VI) A shareholder who votes against any resolution adopted at the shareholders' general meeting on the merger or division of the Company may request the Company to repurchase the shares held;</p>	<p>Article 41 Holders of ordinary shares of the Company shall have the following rights:</p> <p>(I) To obtain dividends and other forms of distributions in proportion to the number of shares held;</p> <p>(II) To attend or appoint a proxy to attend, speak and vote on their behalf at shareholders' general meetings (unless individual shareholders are required to abstain from voting on individual matters in accordance with the relevant requirements of the places where the Company's securities are listed);</p> <p>(III) To supervise the operation of the Company, and to put forward proposals or raise enquiries;</p> <p>(IV) To transfer, give as gift or pledge the shares held in accordance with the laws, administrative regulations and the Articles;</p> <p>(V) The right to inspect the Articles of Association, register of shareholders, corporate bond counterfoils, minutes of general meetings, resolutions of meetings of the Board of Directors, <del>resolutions of meetings of the Board of Supervisors, and</del> financial accounting reports, and to make suggestions or inquire about the Company's operations.</p> <p>The shareholder proposing to inspect the information related to the preceding Article or to request for information shall provide the Company with written documents proving the class and number of shares held. After checking the identity of that shareholder, the Company shall provide him with the information in accordance with his requests;</p> <p>(VI) A shareholder who votes against any resolution adopted at the shareholders' general meeting on the merger or division of the Company may request the Company to repurchase the shares held;</p>

Original articles	Modified articles
<p>(VII) When the Company is terminated or liquidated, the right to participate in the distribution of the remaining assets of the Company in proportion to the percentage of the shares held;</p> <p>(VIII) Other rights conferred by laws, administrative regulations and the Articles.</p>	<p>(VII) When the Company is terminated or liquidated, the right to participate in the distribution of the remaining assets of the Company in proportion to the percentage of the shares held;</p> <p>(VIII) Other rights conferred by laws, administrative regulations and the Articles.</p>
<p>4. Article 43 Where a director or an senior management officer violates any laws, administrative regulations or the Articles in the course of performing his duties and thereby causes losses to the Company, the shareholders individually or jointly holding more than 1% of the Company's shares for one hundred and eighty (180) consecutive days or more shall have the right to request, in written form, the Board of Supervisors to initiate a legal proceeding in the people's court. Where the Supervisors violates any laws, administrative regulations or the Articles in the course of performing its duties and thereby causes losses to the Company, the aforesaid shareholders may request, in written form, the Board of Directors to initiate a legal proceeding in the people's court.</p> <p>In the event that the Board of Supervisors and the Board of Directors refuse to initiate legal proceedings upon receiving the written request from a shareholder, as specified in the preceding paragraph, or fails to initiate such legal proceedings within thirty (30) days from the date on which such request is received, or in case of emergency where failure to initiate such proceedings immediately will cause irreparable damage to the Company's interests, shareholders mentioned in the preceding paragraph shall have the right to initiate legal proceedings in the people's court directly in their own names for the benefit of the Company.</p>	<p>Article 43 Where a director <b><u>other than the members of the Audit and Risk Management Committee</u></b> or an senior management officer violates any laws, administrative regulations or the Articles in the course of performing his duties and thereby causes losses to the Company, the shareholders individually or jointly holding more than 1% of the Company's shares for one hundred and eighty (180) consecutive days or more shall have the right to request, in written form, the <del>Board of Supervisors</del> <b><u>Audit and Risk Management Committee</u></b> to initiate a legal proceeding in the people's court. Where the Supervisors <b><u>members of the Audit and Risk Management Committee</u></b> violates any laws, administrative regulations or the Articles in the course of performing its duties and thereby causes losses to the Company, the aforesaid shareholders may request, in written form, the Board of Directors to initiate a legal proceeding in the people's court.</p> <p>In the event that the <del>Board of Supervisors</del> <b><u>Audit and Risk Management Committee</u></b> and the Board of Directors refuse to initiate legal proceedings upon receiving the written request from a shareholder, as specified in the preceding paragraph, or fails to initiate such legal proceedings within thirty (30) days from the date on which such request is received, or in case of emergency where failure to initiate such proceedings immediately will cause irreparable damage to the Company's interests, shareholders mentioned in the preceding paragraph shall have the right to initiate legal proceedings in the people's court directly in their own names for the benefit of the Company.</p>

Original articles	Modified articles
<p>Where the legitimate rights and interests of the Company are damaged and the Company thereby suffers any loss, the shareholders described in the first paragraph of this Article may initiate a legal proceeding in the people's court in accordance with the provisions of the preceding two paragraphs.</p> <p>Where any director or a senior management officer damages the shareholders' interests by violating any laws, administrative regulations or the Articles, the shareholders may initiate a legal proceeding in the people's court.</p>	<p>Where the legitimate rights and interests of the Company are damaged and the Company thereby suffers any loss, the shareholders described in the first paragraph of this Article may initiate a legal proceeding in the people's court in accordance with the provisions of the preceding two paragraphs.</p> <p>Where any director or a senior management officer damages the shareholders' interests by violating any laws, administrative regulations or the Articles, the shareholders may initiate a legal proceeding in the people's court.</p>
<p>5. Article 45 In addition to the obligations required by laws, administrative regulations or listing rules of the stock exchange on which the shares of the Company are listed, a controlling shareholder shall not exercise his voting rights in respect to the following matters in a manner prejudicial to the interests of all or some of the shareholders of the Company:</p> <p>(I) To relieve a director or supervisor of his duty to act honestly in the best interests of the Company;</p> <p>(II) To approve a director or supervisor (for his or other parties' interest) to deprive the Company of its assets in any form, including (but not limited to) any opportunity favorable to the Company;</p> <p>(III) To approve a director or supervisor (for his or other parties' interest) to deprive other shareholders of their personal interests, including (but not limited to) any allocation right and voting right, exclusive of any corporate restructuring proposal made at the shareholders' general meeting in accordance with the Articles.</p>	<p>Article 45 In addition to the obligations required by laws, administrative regulations or listing rules of the stock exchange on which the shares of the Company are listed, a controlling shareholder shall not exercise his voting rights in respect to the following matters in a manner prejudicial to the interests of all or some of the shareholders of the Company:</p> <p>(I) To relieve a director <del>or supervisor</del> of his duty to act honestly in the best interests of the Company;</p> <p>(II) To approve a director <del>or supervisor</del> (for his or other parties' interest) to deprive the Company of its assets in any form, including (but not limited to) any opportunity favorable to the Company;</p> <p>(III) To approve a director <del>or supervisor</del> (for his or other parties' interest) to deprive other shareholders of their personal interests, including (but not limited to) any allocation right and voting right, exclusive of any corporate restructuring proposal made at the shareholders' general meeting in accordance with the Articles.</p>

Original articles	Modified articles
<p>6. Article 48 The shareholders' general meeting shall have the following functions and powers:</p> <p>(I) To elect and replace the directors who are not the employee representatives, and to determine matters relating to the remuneration of the directors;</p> <p>(II) To elect and replace the supervisors who are not the employee representatives and to determine matters relating to the remuneration of such supervisors;</p> <p>(III) To consider and approve the reports of the Board of Directors;</p> <p>(IV) To consider and approve the reports of the Board of Supervisors;</p> <p>(V) To consider and approve the profit distribution plans and plans for recovery of losses of the Company;</p> <p>(VI) To make resolutions on increase or reduction of the Company's registered capital;</p> <p>(VII) To make resolutions on the merger, division, reorganization, dissolution, liquidation, change of corporate form and other matters of the Company;</p> <p>(VIII) To make resolutions on the issuance of debentures by the Company;</p> <p>(IX) To make resolutions on the appointment, dismissal or stopping reappointment accounting firm for annual auditing;</p> <p>(X) To amend the Articles;</p> <p>(XI) To consider the proposal of a shareholder holding 1% or more of the voting rights in the shares;</p>	<p>Article 48 The shareholders' general meeting shall have the following functions and powers:</p> <p>(I) To elect and replace the directors who are not the employee representatives, and to determine matters relating to the remuneration of the directors;</p> <p><del>(II) To elect and replace the supervisors who are not the employee representatives and to determine matters relating to the remuneration of such supervisors;</del></p> <p><del>(III)</del> To consider and approve the reports of the Board of Directors;</p> <p><del>(IV) To consider and approve the reports of the Board of Supervisors;</del></p> <p><del>(V)</del> To consider and approve the profit distribution plans and plans for recovery of losses of the Company;</p> <p><del>(VI)</del> To make resolutions on increase or reduction of the Company's registered capital;</p> <p><del>(VII)</del> To make resolutions on the merger, division, reorganization, dissolution, liquidation, change of corporate form and other matters of the Company;</p> <p><del>(VIII)</del> To make resolutions on the issuance of debentures by the Company;</p> <p><del>(IX)</del> To make resolutions on the appointment, dismissal or stopping reappointment accounting firm for annual auditing;</p> <p><del>(X)</del> To amend the Articles;</p> <p><del>(XI)</del> To consider the proposal of a shareholder holding 1% or more of the voting rights in the shares;</p>

	Original articles	Modified articles
	<p>(XII) To consider and approve the matters in relation to purchase or disposal of material assets or provision of guarantee by the Company of a value exceeding 30% of the Company's latest audited total assets within one year;</p> <p>(XIII) To consider and approve the external guarantees specified in Article 49;</p> <p>(XIV) To consider and approve the share incentive plan;</p> <p>(XV) To consider and approve the change in the use of proceeds;</p> <p>(XVI) Other matters which are required to be determined at the shareholders' general meeting in accordance with the laws, administrative regulations and the Articles.</p>	<p>(XH) To consider and approve the matters in relation to purchase or disposal of material assets or provision of guarantee by the Company of a value exceeding 30% of the Company's latest audited total assets within one year;</p> <p><del>(XHXI)</del> To consider and approve the external guarantees specified in Article 49;</p> <p><del>(XIVII)</del> To consider and approve the share incentive plan;</p> <p><del>(XVIII)</del> To consider and approve the change in the use of proceeds;</p> <p><del>(XVHIV)</del> Other matters which are required to be determined at the shareholders' general meeting in accordance with the laws, administrative regulations and the Articles.</p>
7.	<p>Article 50 The Company shall not, without the prior approval at a shareholders' general meeting, enter into any contract with any party (other than the directors, supervisors, general manager and other senior management officers) pursuant to which such party shall be in charge of management of all of the Company's businesses or the Company's major businesses.</p>	<p>Article 50 The Company shall not, without the prior approval at a shareholders' general meeting, enter into any contract with any party (other than the directors, <del>supervisors</del>, general manager and other senior management officers) pursuant to which such party shall be in charge of management of all of the Company's businesses or the Company's major businesses.</p>
8.	<p>Article 51 A general meeting shall either be an annual general meeting or an extraordinary general meeting. Annual general meetings shall be held once every year and within six (6) months from the close of the preceding accounting year.</p> <p>The Board of Directors shall convene an extraordinary general meeting within two (2) months from the occurrence of any of the following circumstances:</p> <p>(I) When the number of directors is less than the statutory minimum number stipulated in the Company Law or two-thirds of the number specified in the Articles;</p>	<p>Article 51 A general meeting shall either be an annual general meeting or an extraordinary general meeting. Annual general meetings shall be held once every year and within six (6) months from the close of the preceding accounting year.</p> <p>The Board of Directors shall convene an extraordinary general meeting within two (2) months from the occurrence of any of the following circumstances:</p> <p>(I) When the number of directors is less than the statutory minimum number stipulated in the Company Law or two-thirds of the number specified in the Articles;</p>

Original articles	Modified articles
<p>(II) When the unrecovered losses of the Company amount to one third of the total amount of its paid-in share capital;</p> <p>(III) When any shareholder individually or jointly holding 10% or more of the total voting shares of the Company requests in writing for the convocation of an extraordinary general meeting;</p> <p>(IV) When deemed necessary by the Board of Directors;</p> <p>(V) When requested by the Board of Supervisors;</p> <p>(VI) Any other circumstances stipulated in the laws, administrative regulations or the Articles.</p>	<p>(II) When the unrecovered losses of the Company amount to one third of the total amount of its paid-in share capital;</p> <p>(III) When any shareholder individually or jointly holding 10% or more of the total voting shares of the Company requests in writing for the convocation of an extraordinary general meeting;</p> <p>(IV) When deemed necessary by the Board of Directors;</p> <p>(V) When requested by the <del>Board of Supervisors</del> <b><u>Audit and Risk Management Committee</u></b>;</p> <p>(VI) Any other circumstances stipulated in the laws, administrative regulations or the Articles.</p>
<p>9. Article 53 The proposal to the Board of Directors on the convocation of an extraordinary general meeting shall be made in written form by the Board of Supervisors. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles, provide a written feedback on whether to agree or not to convene such meeting within ten (10) days after receiving the proposal.</p> <p>In the event that the Board of Directors agrees to convene the extraordinary general meeting, a notice on the convening of such meeting shall be given within five (5) days after the resolution being made by the Board of Directors. Changes made to the original proposal in the notice shall be approved by the Board of Supervisors.</p>	<p>Article 53 The proposal to the Board of Directors on the convocation of an extraordinary general meeting shall be made in written form by the <del>Board of Supervisors</del> <b><u>Audit and Risk Management Committee</u></b>. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles, provide a written feedback on whether to agree or not to convene such meeting within ten (10) days after receiving the proposal.</p> <p>In the event that the Board of Directors agrees to convene the extraordinary general meeting, a notice on the convening of such meeting shall be given within five (5) days after the resolution being made by the Board of Directors. Changes made to the original proposal in the notice shall be approved by the <del>Board of Supervisors</del> <b><u>Audit and Risk Management Committee</u></b>.</p>

Original articles	Modified articles
<p>In the event that the Board of Directors refuses to convene the extraordinary general meeting, or gives no feedback within ten (10) days after receiving the proposal, it shall be deemed that the Board of Directors is unable or fails to perform its duty to convene such meeting, and the Board of Supervisors can convene and preside over such meeting on its own.</p>	<p>In the event that the Board of Directors refuses to convene the extraordinary general meeting, or gives no feedback within ten (10) days after receiving the proposal, it shall be deemed that the Board of Directors is unable or fails to perform its duty to convene such meeting, and the <del>Board of Supervisors</del> <b><u>Audit and Risk Management Committee</u></b> can convene and preside over such meeting on its own.</p>
<p>10. Article 54 If the Board of Directors is unable to perform or fails to perform its duty to convene a shareholders' general meeting, the Board of Supervisors shall convene and preside over the meeting in a timely manner; if the Board of Supervisors fails to convene and preside over the meeting, the shareholders who have held above ten percent of the Company's shares, either individually or collectively, for a period of above ninety consecutive days may convene and preside over the meeting on their own.</p> <p>In the event that shareholders who individually or collectively hold above ten percent of the shares of the Company request the convening of an extraordinary general meeting, the Board of Directors or the Board of Supervisors shall make a decision as to whether or not to convene an extraordinary general meeting within ten days from the date of receipt of such request and shall reply to the shareholders in writing.</p>	<p>Article 54 <del>If the Board of Directors is unable to perform or fails to perform its duty to convene a shareholders' general meeting, the Board of Supervisors shall convene and preside over the meeting in a timely manner; if the Board of Supervisors fails to convene and preside over the meeting, the shareholders who have held above ten percent of the Company's shares, either individually or collectively, for a period of above ninety consecutive days may convene and preside over the meeting on their own.</del></p> <p><del>In the event that shareholders who individually or collectively hold above ten percent of the shares of the Company request the convening of an extraordinary general meeting, the Board of Directors or the Board of Supervisors shall make a decision as to whether or not to convene an extraordinary general meeting within ten days from the date of receipt of such request and shall reply to the shareholders in writing.</del></p> <p><b><u>Shareholders alone or in aggregate holding 10% or more of the Company's shares request the Board of Directors to convene extraordinary general meetings, provided that such request shall be made in writing. The Board of Directors shall, in accordance with provisions of the laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of an extraordinary general meeting within ten days after receiving such proposal of the same.</u></b></p>



Original articles	Modified articles
	<p><u>In the event that the Board of Directors agrees to convene an extraordinary general meeting, the notice of general meeting shall be issued within five days after the passing of the relevant resolution of the Board of Directors. Any changes to the original request made in the notice shall require prior approval of the shareholders concerned.</u></p> <p><u>In the event that the Board of Directors does not agree to convene an extraordinary general meeting or does not furnish any reply within ten days after receiving such proposal, shareholders alone or in aggregate holding 10% or more of the Company's shares shall be entitled to propose to the Audit and Risk Management Committee the convening of extraordinary general meeting, provided that such proposal shall be made in writing.</u></p> <p><u>In the event that the Audit and Risk Management Committee agrees to convene an extraordinary general meeting, the notice of general meeting shall be issued within five days after receiving such request. Any changes to the original request made in the notice shall require prior approval of the shareholders concerned.</u></p> <p><u>Failure of the Audit and Risk Management Committee to issue a notice of general meeting within the stipulated period shall be deemed as failure of the Audit and Risk Management Committee to convene and preside over a general meeting, and shareholders alone or in aggregate holding 10% or more of the Company's shares for ninety consecutive days or more shall be entitled to convene and preside over the meeting on an unilateral basis.</u></p>



	Original articles	Modified articles
11.	<p>Article 59 Notice of the shareholders' general meeting shall:</p> <p>(I) Be in written form;</p> <p>(II) Specify the place, date and time of this meeting;</p> <p>(III) Set out the matters to be considered at the meeting;</p> <p>(IV) Specify the record date when the shareholders entitled to attend the shareholders' general meeting have their shares registered;</p> <p>(V) Provide shareholders with such information and explanation as necessary for them to make informed decisions on the matters to be discussed. The principle includes, but not limited to, a merger proposal, share repurchase, share capital restructuring or other restructuring. The specific terms and contract (if any) of the proposed transaction shall be provided, and the cause and effect of such proposal shall be properly explained;</p> <p>(VI) Disclose the nature and extent of the material conflict of interest, if any, of any director, supervisor, general manager and other senior management officer in the matters to be considered; and provide an explanation of the differences, if any, between the way in which the matter to be considered will affect such director, supervisor, general manager and other senior management officer in his capacity as shareholders and the way in which such matter will affect other shareholders of the same class;</p> <p>(VII) Contain the full text of any special resolution proposed to be passed at the meeting;</p>	<p>Article 59 Notice of the shareholders' general meeting shall:</p> <p>(I) Be in written form;</p> <p>(II) Specify the place, date and time of this meeting;</p> <p>(III) Set out the matters to be considered at the meeting;</p> <p>(IV) Specify the record date when the shareholders entitled to attend the shareholders' general meeting have their shares registered;</p> <p>(V) Provide shareholders with such information and explanation as necessary for them to make informed decisions on the matters to be discussed. The principle includes, but not limited to, a merger proposal, share repurchase, share capital restructuring or other restructuring. The specific terms and contract (if any) of the proposed transaction shall be provided, and the cause and effect of such proposal shall be properly explained;</p> <p>(VI) Disclose the nature and extent of the material conflict of interest, if any, of any director, <del>supervisor</del>, general manager and other senior management officer in the matters to be considered; and provide an explanation of the differences, if any, between the way in which the matter to be considered will affect such director, <del>supervisor</del>, general manager and other senior management officer in his capacity as shareholders and the way in which such matter will affect other shareholders of the same class;</p> <p>(VII) Contain the full text of any special resolution proposed to be passed at the meeting;</p>

Original articles	Modified articles
<p>(VIII) Contain a clear statement that a shareholder entitled to attend and vote has the right to appoint one or more proxies to attend and vote on his behalf and that such proxy need not be a shareholder of the Company;</p> <p>(IX) Specify the time and place for lodging proxy forms for the relevant meeting;</p> <p>(X) Set out the name and phone number of the standing contact person for meeting affairs.</p>	<p>(VIII) Contain a clear statement that a shareholder entitled to attend and vote has the right to appoint one or more proxies to attend and vote on his behalf and that such proxy need not be a shareholder of the Company;</p> <p>(IX) Specify the time and place for lodging proxy forms for the relevant meeting;</p> <p>(X) Set out the name and phone number of the standing contact person for meeting affairs.</p>
<p>12. Article 66 The shareholders' general meeting shall be convened by the Board, presided over and chaired by the chairman of the Board of Directors. If the chairman is unable or fails to perform his duties, the vice chairman of the Board of Directors designated by the chairman of the Board of Directors shall preside over the meeting and act as the chairman of the meeting. If the vice chairman is unable or fails to perform his duties, a director jointly elected by more than half of the directors shall preside over the meeting and act as the chairman of the meeting. If no director is elected to take the chair, the shareholders present at the meeting may elect a chairman. If for any reason the shareholders fail to elect a chairman of the meeting, the shareholder (including his proxy) attending the meeting and holding the largest number of shares with voting rights shall chair the meeting.</p> <p>The shareholders' general meeting convened by the Board of Supervisors shall be presided over and chaired by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his duties, one supervisor shall be elected jointly by half or more of the supervisors to preside over the meeting.</p>	<p>Article 66 The shareholders' general meeting shall be convened by the Board, presided over and chaired by the chairman of the Board of Directors. If the chairman is unable or fails to perform his duties, the vice chairman of the Board of Directors designated by the chairman of the Board of Directors shall preside over the meeting and act as the chairman of the meeting. If the vice chairman is unable or fails to perform his duties, a director jointly elected by more than half of the directors shall preside over the meeting and act as the chairman of the meeting. If no director is elected to take the chair, the shareholders present at the meeting may elect a chairman. If for any reason the shareholders fail to elect a chairman of the meeting, the shareholder (including his proxy) attending the meeting and holding the largest number of shares with voting rights shall chair the meeting.</p> <p>The shareholders' general meeting convened by the <del>Board of Supervisors</del><b>Audit and Risk Management Committee</b> shall be presided over and chaired by the chairman of the <del>Board of Supervisors</del><b>Audit and Risk Management Committee</b>. If the chairman of the <del>Board of Supervisors</del><b>Audit and Risk Management Committee</b> is unable or fails to perform his duties, one <del>supervisor</del><b>member of the Audit and Risk Management Committee</b> shall be elected jointly by half or more of the <del>supervisors</del><b>members of the Audit and Risk Management Committee</b> to preside over the meeting.</p>

Original articles		Modified articles
	The shareholders' general meeting convened by the shareholder(s) itself/themselves shall be presided over by a representative elected by the convener.	The shareholders' general meeting convened by the shareholder(s) itself/themselves shall be presided over by a representative elected by the convener.
13.	<p>Article 70 The following matters shall be resolved by way of ordinary resolutions at the shareholders' general meetings:</p> <p>(I) Work reports of the Board of Directors and of the Board of Supervisors;</p> <p>(II) Profit distribution plans and loss recovery plans prepared by the Board of Directors;</p> <p>(III) Appointment or removal, remuneration and payment method of members of the Board of Directors and the Board of Supervisors;</p> <p>(IV) Any matters other than those required by the laws, administrative regulations or the Articles to be approved by special resolution.</p>	<p>Article 70 The following matters shall be resolved by way of ordinary resolutions at the shareholders' general meetings:</p> <p>(I) Work reports of the Board of Directors <del>and of the Board of Supervisors;</del></p> <p>(II) Profit distribution plans and loss recovery plans prepared by the Board of Directors;</p> <p>(III) Appointment or removal, remuneration and payment method of members of the Board of Directors <del>and the Board of Supervisors;</del></p> <p>(IV) Any matters other than those required by the laws, administrative regulations or the Articles to be approved by special resolution.</p>
14.	Article 83 The meetings of the Board of Directors shall be divided into regular meetings of the Board of Directors and extraordinary meetings of the Board of Directors. The Board of Directors shall notify the supervisors to attend the meetings of the Board of Directors as non-voting delegates.	Article 83 The meetings of the Board of Directors shall be divided into regular meetings of the Board of Directors and extraordinary meetings of the Board of Directors. <del>The Board of Directors shall notify the supervisors to attend the meetings of the Board of Directors as non-voting delegates.</del>

Original articles	Modified articles
<p>Regular meetings of the Board of Directors shall be held at least four (4) times each year, approximately once a quarter and convened by the chairman of the Board of Directors. The written notice of meeting shall be sent to all the directors fourteen (14) days before the date of the meeting. The approval of directors for the regular meetings of the Board of Directors shall not be obtained through the adoption of written resolutions. A regular meeting of the Board of Directors may be held by way of communication and all participating Directors shall be deemed as having attended the meeting in person. The extraordinary meeting of the Board of Directors may be approved by Directors by written resolution. The chairman of the Board of Directors shall.</p> <p>The chairman of the Board of Directors shall convene an extraordinary meeting of the Board of Directors within ten (10) days after receiving the proposal under the following circumstances:</p> <p>(I) When proposed by shareholders holding more than one-tenth of the voting shares;</p> <p>(II) When proposed by the chairman of the Board of Directors;</p> <p>(III) When proposed by more than one-third of the directors;</p> <p>(IV) When proposed by more than two (2) independent non-executive directors;</p> <p>(V) When proposed by the Board of Supervisors;</p> <p>(VI) When proposed by the general manager.</p>	<p>Regular meetings of the Board of Directors shall be held at least four (4) times each year, approximately once a quarter and convened by the chairman of the Board of Directors. The written notice of meeting shall be sent to all the directors fourteen (14) days before the date of the meeting. The approval of directors for the regular meetings of the Board of Directors shall not be obtained through the adoption of written resolutions. A regular meeting of the Board of Directors may be held by way of communication and all participating Directors shall be deemed as having attended the meeting in person. The extraordinary meeting of the Board of Directors may be approved by Directors by written resolution. The chairman of the Board of Directors shall.</p> <p>The chairman of the Board of Directors shall convene an extraordinary meeting of the Board of Directors within ten (10) days after receiving the proposal under the following circumstances:</p> <p>(I) When proposed by shareholders holding more than one-tenth of the voting shares;</p> <p>(II) When proposed by the chairman of the Board of Directors;</p> <p>(III) When proposed by more than one-third of the directors;</p> <p>(IV) When proposed by more than two (2) independent non-executive directors;</p> <p>(V) When proposed by the <del>Board of Supervisors</del> <b><u>Audit and Risk Management Committee</u></b>;</p> <p>(VI) When proposed by the general manager.</p>

Original articles	Modified articles
<p>15. Article 84 Notice shall be given to all the directors and supervisors within a reasonable period prior to an extraordinary meeting of the Board of Directors. The office of the Board of Directors shall serve written notice of the meeting to all the directors and supervisors by hand, fax, express mail service or other means of electronic communication. Notices that are not served by hand shall be confirmed by telephone and record shall be made accordingly.</p> <p>In an emergency and an extraordinary meeting of the Board of Directors is required to be convened as soon as possible, the notice of meeting may be given by telephone or by other verbal means at any time, but the convener shall provide an explanation at the meeting.</p>	<p>Article 84 Notice shall be given to all the directors <del>and supervisors</del> within a reasonable period prior to an extraordinary meeting of the Board of Directors. The office of the Board of Directors shall serve written notice of the meeting to all the directors <del>and supervisors</del> by hand, fax, express mail service or other means of electronic communication. Notices that are not served by hand shall be confirmed by telephone and record shall be made accordingly.</p> <p>In an emergency and an extraordinary meeting of the Board of Directors is required to be convened as soon as possible, the notice of meeting may be given by telephone or by other verbal means at any time, but the convener shall provide an explanation at the meeting.</p>
<p>16. Article 90 The Board of Directors consists of the Audit and Risk Management Committee, the Nomination Committee, the Remuneration and Appraisal Committee, the Strategy Committee, Legal Affairs Committee and the Science and TechnologyInnovation Committee. If needed, the Board of Directors can set up other special committees and adjust the existing committees.</p> <p>As far as the makeup, responsibilities and rules of procedure of every special committee are concerned, the Board of Directors will separately establish the terms of reference thereof.</p>	<p>Article 90 The Board of Directors consists of the Audit and Risk Management Committee, the Nomination Committee, the Remuneration and Appraisal Committee, the Strategy Committee, Legal Affairs Committee and the Science and TechnologyInnovation Committee. <b><u>The Audit and Risk Management Committee exercises the functions and powers of the Board of Supervisors as stipulated in the Company Law.</u></b> If needed, the Board of Directors can set up other special committees and adjust the existing committees.</p> <p>As far as the makeup, responsibilities and rules of procedure of every special committee are concerned, the Board of Directors will separately establish the terms of reference thereof.</p>

Original articles	Modified articles
<p>17. Article 98 The Company shall establish the Board of Supervisors composed of five (5) supervisors. The term of office of supervisors shall be three (3) years, renewable upon re-election and re-appointment. The Board of Supervisors has one chairman, whose appointment and dismissal shall be approved by more than half of the supervisors through voting.</p>	<p><del>Article 98 The Company shall establish the Board of Supervisors composed of five (5) supervisors. The term of office of supervisors shall be three (3) years, renewable upon re-election and re-appointment. The Board of Supervisors has one chairman, whose appointment and dismissal shall be approved by more than half of the supervisors through voting.</del></p>
<p>18. Article 99 Members of the Board of Supervisors shall comprise of three (3) representatives of shareholders and two (2) representatives of staff and workers. The supervisors of representatives of shareholders are elected and dismissed by the shareholders' general meeting; and the supervisors of representatives of staff and workers are democratically elected and dismissed by the Company's staff.</p>	<p><del>Article 99 Members of the Board of Supervisors shall comprise of three (3) representatives of shareholders and two (2) representatives of staff and workers. The supervisors of representatives of shareholders are elected and dismissed by the shareholders' general meeting; and the supervisors of representatives of staff and workers are democratically elected and dismissed by the Company's staff.</del></p>
<p>19. Article 100 Any director, general manager or other senior management officers of the Company shall not concurrently act as supervisors.</p>	<p><del>Article 100 Any director, general manager or other senior management officers of the Company shall not concurrently act as supervisors.</del></p>
<p>20. Article 101 The Board of Supervisors shall be accountable to the shareholders' general meeting and exercise the following functions and powers:</p> <p>(I) To review the Company's financial position;</p> <p>(II) To monitor any acts on the part of directors and senior management officers in their performance of duties, and to propose dismissal of any directors and senior management officers who violate the laws, administrative regulations, the Articles or resolutions of shareholders' general meetings;</p> <p>(III) To demand directors and senior management officers to make rectification if their conduct has damaged the Company's interest;</p>	<p><del>Article 101 The Board of Supervisors shall be accountable to the shareholders' general meeting and exercise the following functions and powers:</del></p> <p><del>(I) To review the Company's financial position;</del></p> <p><del>(II) To monitor any acts on the part of directors and senior management officers in their performance of duties, and to propose dismissal of any directors and senior management officers who violate the laws, administrative regulations, the Articles or resolutions of shareholders' general meetings;</del></p> <p><del>(III) To demand directors and senior management officers to make rectification if their conduct has damaged the Company's interest;</del></p>

Original articles	Modified articles
<p>(IV) To review financial information such as financial reports, operation reports and profit distribution plans to be submitted by the Board of Directors to the shareholders' general meetings; to conduct investigation if there is any doubt in the company's operations, and engage certified public accountants and practicing auditors in the name of the Company to assist their review if necessary;</p> <p>(V) To propose the convening of an extraordinary general meeting, and convene and preside over the shareholders' general meeting when the Board of Directors fails to perform such duties specified under the Articles;</p> <p>(VI) To submit proposals to the shareholders' general meeting;</p> <p>(VII) To bring an action against a director and senior management officer in accordance with the Company Law;</p> <p>(VIII) To exercise other functions and powers authorized by the Articles or by the shareholders' general meetings.</p> <p>The supervisors have the right to attend the meetings of the Board of Directors as non-voting participants and to raise questions or suggestions on the matters to be decided by the Board of Directors.</p> <p>The Board of Supervisors may require directors and senior management officers to submit reports on the performance of their duties.</p>	<p><del>(IV) To review financial information such as financial reports, operation reports and profit distribution plans to be submitted by the Board of Directors to the shareholders' general meetings; to conduct investigation if there is any doubt in the company's operations, and engage certified public accountants and practicing auditors in the name of the Company to assist their review if necessary;</del></p> <p><del>(V) To propose the convening of an extraordinary general meeting, and convene and preside over the shareholders' general meeting when the Board of Directors fails to perform such duties specified under the Articles;</del></p> <p><del>(VI) To submit proposals to the shareholders' general meeting;</del></p> <p><del>(VII) To bring an action against a director and senior management officer in accordance with the Company Law;</del></p> <p><del>(VIII) To exercise other functions and powers authorized by the Articles or by the shareholders' general meetings.</del></p> <p><del>The supervisors have the right to attend the meetings of the Board of Directors as non-voting participants and to raise questions or suggestions on the matters to be decided by the Board of Directors.</del></p> <p><del>The Board of Supervisors may require directors and senior management officers to submit reports on the performance of their duties.</del></p>
<p>21. Article 102 The reasonable costs attributable to the engagement of lawyers, certified public accountants, practicing auditors and other professionals when the Board of Supervisors exercises its functions and powers shall be borne by the Company.</p>	<p><del>Article 102 The reasonable costs attributable to the engagement of lawyers, certified public accountants, practicing auditors and other professionals when the Board of Supervisors exercises its functions and powers shall be borne by the Company.</del></p>



Original articles	Modified articles
<p>22. Article 103 The Board of Supervisors shall convene at least once meeting every six (6) months, which shall be convened by the chairman of the Board of Supervisors. The supervisors can propose to convene extraordinary meetings of the Board of Supervisors. The meeting notice shall be sent to all the supervisors in written form ten (10) days before the meeting. The office of the Board of Supervisors shall submit the written notice to all the supervisors by hand, fax, express mail service or other means of electronic communication. Notices that are not served by hand shall be confirmed by telephone and record should be made accordingly.</p> <p>In case of urgency and an extraordinary meeting of the Board of Supervisors is required to be convened as soon as possible, the notice of meeting may be delivered by telephone or by other verbal means at any time, but the convener shall make explanations at the meeting.</p>	<p><del>Article 103 The Board of Supervisors shall convene at least once meeting every six (6) months, which shall be convened by the chairman of the Board of Supervisors. The supervisors can propose to convene extraordinary meetings of the Board of Supervisors. The meeting notice shall be sent to all the supervisors in written form ten (10) days before the meeting. The office of the Board of Supervisors shall submit the written notice to all the supervisors by hand, fax, express mail service or other means of electronic communication. Notices that are not served by hand shall be confirmed by telephone and record should be made accordingly.</del></p> <p><del>In case of urgency and an extraordinary meeting of the Board of Supervisors is required to be convened as soon as possible, the notice of meeting may be delivered by telephone or by other verbal means at any time, but the convener shall make explanations at the meeting.</del></p>
<p>23. Article 104 The meeting of the Board of Supervisors shall be convened and presided over by its chairman. If the chairman of the Board of Supervisors is unable or fails to perform his duties, a supervisor who has been elected by more than half of the supervisors shall convene and preside over the meeting of the Board of Supervisors.</p>	<p><del>Article 104 The meeting of the Board of Supervisors shall be convened and presided over by its chairman. If the chairman of the Board of Supervisors is unable or fails to perform his duties, a supervisor who has been elected by more than half of the supervisors shall convene and preside over the meeting of the Board of Supervisors.</del></p>
<p>24. Article 105 The meeting of the Board of Supervisors shall be attended by more than two thirds of the supervisors. If a supervisor is not able to attend the meeting for any reason, he may appoint in writing other supervisors to attend the meeting on his behalf. The scope of authorization shall be specified in the proxy.</p>	<p><del>Article 105 The meeting of the Board of Supervisors shall be attended by more than two thirds of the supervisors. If a supervisor is not able to attend the meeting for any reason, he may appoint in writing other supervisors to attend the meeting on his behalf. The scope of authorization shall be specified in the proxy.</del></p>
<p>25. Article 106 Each supervisor shall have one vote. Resolutions of the Board of Supervisors shall be passed by the affirmative votes of more than half of the members of Board of Supervisors.</p>	<p><del>Article 106 Each supervisor shall have one vote. Resolutions of the Board of Supervisors shall be passed by the affirmative votes of more than half of the members of Board of Supervisors.</del></p>



	Original articles	Modified articles
26.	Article 107 A supervisor shall carry out his supervisory duties honestly and faithfully in accordance with the law, administrative regulations and the Articles.	<del>Article 107 A supervisor shall carry out his supervisory duties honestly and faithfully in accordance with the law, administrative regulations and the Articles.</del>
27.	<p>Article 108 The following persons may not serve as a director, supervisor, the general manager, or other senior management officer of the Company:</p> <p>(I) A person without or with limited capacity for civil conduct;</p> <p>(II) A person who has been sentenced for corruption, bribery, infringement of property, misappropriation of property or damaging the social economic order, where less than five (5) years have elapsed since the sentence was served, or who has been deprived of his political rights due to criminal offense, where less than five (5) years have elapsed since the sentence was served; and not more than two (2) years have elapsed since the date of the expiration of the probation period if probation is announced;</p> <p>(III) A person who is a former director, factory manager or manager of a company or enterprise which has become insolvent and has been liquidated and who is personally liable for the insolvency of such company or enterprise, and where less than three (3) years have elapsed since the date of completion of the insolvency and liquidation of such company or enterprise;</p> <p>(IV) A person who is a former legal representative of a company or enterprise the business license of which was revoked and ordered to close down due to violation of law and who is personally liable for such violation, where less than three (3) years have elapsed since the date of the revocation of business license of such company or enterprise;</p>	<p>Article 98 The following persons may not serve as a director, <del>supervisor</del>, the general manager, or other senior management officer of the Company:</p> <p>(I) A person without or with limited capacity for civil conduct;</p> <p>(II) A person who has been sentenced for corruption, bribery, infringement of property, misappropriation of property or damaging the social economic order, where less than five (5) years have elapsed since the sentence was served, or who has been deprived of his political rights due to criminal offense, where less than five (5) years have elapsed since the sentence was served; and not more than two (2) years have elapsed since the date of the expiration of the probation period if probation is announced;</p> <p>(III) A person who is a former director, factory manager or manager of a company or enterprise which has become insolvent and has been liquidated and who is personally liable for the insolvency of such company or enterprise, and where less than three (3) years have elapsed since the date of completion of the insolvency and liquidation of such company or enterprise;</p> <p>(IV) A person who is a former legal representative of a company or enterprise the business license of which was revoked and ordered to close down due to violation of law and who is personally liable for such violation, where less than three (3) years have elapsed since the date of the revocation of business license <u>or the date of being ordered to close</u> of such company or enterprise;</p>

Original articles		Modified articles
	(V) A person who has a relatively large amount of debts which have become overdue and is listed as a dishonest person subject to enforcement by the people's court.	(V) A person who has a relatively large amount of debts which have become overdue and is listed as a dishonest person subject to enforcement by the people's court.
28.	<p>Article 110 In addition to the obligations imposed by law, administrative regulations or the listing rules of the stock exchange where the Company's shares are listed, each of the Company's directors, supervisors, general manager and other senior management officers owes the following obligations to each shareholder, in the exercise of the functions and powers entrusted to him by the Company:</p> <p>(I) Not to exceed the Company's scope of business specified in its business license;</p> <p>(II) To act bona fide in the best interests of the Company;</p> <p>(III) Not to expropriate the Company's property in any way, including (but not limited to) opportunities beneficial to the Company;</p> <p>(IV) Not to expropriate the personal rights and interests of shareholders, including (but not limited to) rights to distribution and voting rights, except in a restructuring of the Company which has been submitted to the shareholders' general meeting for approval in accordance with the Articles.</p>	<p>Article <del>100</del><del>10</del> In addition to the obligations imposed by law, administrative regulations or the listing rules of the stock exchange where the Company's shares are listed, each of the Company's directors, <del>supervisors</del>, general manager and other senior management officers owes the following obligations to each shareholder, in the exercise of the functions and powers entrusted to him by the Company:</p> <p>(I) Not to exceed the Company's scope of business specified in its business license;</p> <p>(II) To act bona fide in the best interests of the Company;</p> <p>(III) Not to expropriate the Company's property in any way, including (but not limited to) opportunities beneficial to the Company;</p> <p>(IV) Not to expropriate the personal rights and interests of shareholders, including (but not limited to) rights to distribution and voting rights, except in a restructuring of the Company which has been submitted to the shareholders' general meeting for approval in accordance with the Articles.</p>
29.	<p>Article 111 Each of the Company's directors, supervisors, general managers and other senior management officers owes the duty that in the exercise of his powers or discharge of his obligations, to exercise the care, diligence and skill that a reasonably prudent person would exercise under similar circumstances.</p> <p>Directors must satisfy the required levels of skill, care and diligence. Delegating their functions is permissible but does not absolve them from their responsibilities or from applying the required levels of skill, care and diligence.</p>	<p>Article <del>101</del><del>1</del> Each of the Company's directors, <del>supervisors</del>, general managers and other senior management officers owes the duty that in the exercise of his powers or discharge of his obligations, to exercise the care, diligence and skill that a reasonably prudent person would exercise under similar circumstances.</p> <p>Directors must satisfy the required levels of skill, care and diligence. Delegating their functions is permissible but does not absolve them from their responsibilities or from applying the required levels of skill, care and diligence.</p>

Original articles	Modified articles
<p>30. Article 112 Each of the Company's directors, supervisors, general manager and other senior management officers shall perform his duties on the principle of fiduciary, and shall not put himself in a position where his interests and his duties may conflict. This principle includes (but is not limited to) discharging the following obligations:</p> <p>(I) To act bona fide in the best interests of the Company;</p> <p>(II) To exercise his powers within his terms of reference and not to act ultra vires;</p> <p>(III) To exercise the discretion vested in him personally and not to allow himself to act under the control of any other party; and unless permitted by laws, administrative regulations or with the informed consent of the shareholders given in a general meeting, not to delegate the exercise of his discretion;</p> <p>(IV) To treat shareholders of the same class equally and to treat shareholders of different classes fairly;</p> <p>(V) Unless otherwise provided in the Articles or except with the informed consent of the shareholders given in a general meeting, not to enter into any contract, transaction or arrangement with the Company;</p> <p>(VI) Not to use the Company's property in any way for his own benefit without the informed consent of the shareholders given in a general meeting;</p> <p>(VII) Not to exploit his position to accept bribes or to obtain other illegal income, expropriate the Company's property in any way, including (but not limited to) opportunities beneficial to the Company;</p>	<p>Article 1402 Each of the Company's directors, <del>supervisors</del>, general manager and other senior management officers shall perform his duties on the principle of fiduciary, and shall not put himself in a position where his interests and his duties may conflict. This principle includes (but is not limited to) discharging the following obligations:</p> <p>(I) To act bona fide in the best interests of the Company;</p> <p>(II) To exercise his powers within his terms of reference and not to act ultra vires;</p> <p>(III) To exercise the discretion vested in him personally and not to allow himself to act under the control of any other party; and unless permitted by laws, administrative regulations or with the informed consent of the shareholders given in a general meeting, not to delegate the exercise of his discretion;</p> <p>(IV) To treat shareholders of the same class equally and to treat shareholders of different classes fairly;</p> <p>(V) Unless otherwise provided in the Articles or except with the informed consent of the shareholders given in a general meeting, not to enter into any contract, transaction or arrangement with the Company;</p> <p>(VI) Not to use the Company's property in any way for his own benefit without the informed consent of the shareholders given in a general meeting;</p> <p>(VII) Not to exploit his position to accept bribes or to obtain other illegal income, expropriate the Company's property in any way, including (but not limited to) opportunities beneficial to the Company;</p>

Original articles	Modified articles
<p>(VIII) Not to accept commissions in connection with the Company's transactions without the informed consent of the shareholders given in a general meeting;</p> <p>(IX) To comply with the Articles, perform his duties faithfully, protect the Company's interests and not to exploit his position and power in the Company for his own benefit;</p> <p>(X) Not to compete with the Company in any way without the informed consent of the shareholders' general meeting;</p> <p>(XI) Not to misappropriate the Company's funds, not to open any account in his own name or in any other name for the deposit of the Company's assets or funds, not to violate the provisions of the Articles by lending the Company's funds to others or using such assets to provide guarantee for the debts of shareholders of the Company or other individuals without the consent of the shareholders' general meeting or the consent of the Board of Directors;</p> <p>(XII) Not to disclose any confidential information in relation to the Company which he has obtained during his term of office without the informed consent of the shareholders' general meeting; nor shall he use such information other than for the Company's benefit, save that disclosure of such information to the court or other governmental authorities is permitted if:</p> <ol style="list-style-type: none"> <li>1. The law so requires;</li> <li>2. Public interest so warrants;</li> <li>3. The interests of the relevant director, supervisor, general manager and other senior management officers so requires.</li> </ol> <p>Any gain arising from the breach of this Article by the personnel mentioned in this Article shall belong to the Company. Such personnel shall be liable for compensation for any loss of the Company arising therefrom.</p>	<p>(VIII) Not to accept commissions in connection with the Company's transactions without the informed consent of the shareholders given in a general meeting;</p> <p>(IX) To comply with the Articles, perform his duties faithfully, protect the Company's interests and not to exploit his position and power in the Company for his own benefit;</p> <p>(X) Not to compete with the Company in any way without the informed consent of the shareholders' general meeting;</p> <p>(XI) Not to misappropriate the Company's funds, not to open any account in his own name or in any other name for the deposit of the Company's assets or funds, not to violate the provisions of the Articles by lending the Company's funds to others or using such assets to provide guarantee for the debts of shareholders of the Company or other individuals without the consent of the shareholders' general meeting or the consent of the Board of Directors;</p> <p>(XII) Not to disclose any confidential information in relation to the Company which he has obtained during his term of office without the informed consent of the shareholders' general meeting; nor shall he use such information other than for the Company's benefit, save that disclosure of such information to the court or other governmental authorities is permitted if:</p> <ol style="list-style-type: none"> <li>1. The law so requires;</li> <li>2. Public interest so warrants;</li> <li>3. The interests of the relevant director, <del>supervisor</del>, general manager and other senior management officers so requires.</li> </ol> <p>Any gain arising from the breach of this Article by the personnel mentioned in this Article shall belong to the Company. Such personnel shall be liable for compensation for any loss of the Company arising therefrom.</p>

	Original articles	Modified articles
31.	<p>Article 113 Each director, supervisor, general manager or other senior management officer of the Company shall not direct the following persons or institutions (herein after referred to as related parties) to do anything that is not permitted:</p> <p>(I) The spouse or minor child of the Company's director, supervisor, general manager or other senior management officers;</p> <p>(II) The trustee of the Company's director, supervisor, general manager or other senior management officers or any person referred to in sub-paragraph (I) of this Article;</p> <p>(III) The partner of the Company's director, supervisor, general manager or other senior management officers or any person referred to in sub-paragraphs (I) and (II) of this Article;</p> <p>(IV) A company in which the Company's director, supervisor, general manager or other senior management officers, whether alone or jointly with the persons referred to in sub-paragraphs (I), (II) or (III) of this Article or other directors, supervisors, general managers and other senior management officers of the Company, has de facto control; and</p> <p>(V) The directors, supervisors, general managers and other senior management officers of the controlled company referred to in sub-paragraph (IV) of this Article.</p>	<p>Article 1403 Each director, <del>supervisor</del>, general manager or other senior management officer of the Company shall not direct the following persons or institutions (herein after referred to as related parties) to do anything that is not permitted:</p> <p>(I) The spouse or minor child of the Company's director, <del>supervisor</del>, general manager or other senior management officers;</p> <p>(II) The trustee of the Company's director, <del>supervisor</del>, general manager or other senior management officers or any person referred to in sub-paragraph (I) of this Article;</p> <p>(III) The partner of the Company's director, <del>supervisor</del>, general manager or other senior management officers or any person referred to in sub-paragraphs (I) and (II) of this Article;</p> <p>(IV) A company in which the Company's director, <del>supervisor</del>, general manager or other senior management officers, whether alone or jointly with the persons referred to in sub-paragraphs (I), (II) or (III) of this Article or other directors, <del>supervisors</del>, general managers and other senior management officers of the Company, has de facto control; and</p> <p>(V) The directors, <del>supervisors</del>, general managers and other senior management officers of the controlled company referred to in sub-paragraph (IV) of this Article.</p>
32.	<p>Article 114 The fiduciary duties of a director, supervisor, general manager and other senior management officers of the Company do not necessarily cease upon termination of their tenure. The duty of confidentiality in respect to trade secrets of the Company survives the termination of their tenures. Other duties may continue for such period as the principle of fairness may require, depending on the length of time that has elapsed between termination and the act concerned and the circumstances and terms under which their relationship with the Company have been terminated.</p>	<p>Article 1404 The fiduciary duties of a director, <del>supervisor</del>, general manager and other senior management officers of the Company do not necessarily cease upon termination of their tenure. The duty of confidentiality in respect to trade secrets of the Company survives the termination of their tenures. Other duties may continue for such period as the principle of fairness may require, depending on the length of time that has elapsed between termination and the act concerned and the circumstances and terms under which their relationship with the Company have been terminated.</p>

Original articles	Modified articles
<p>33. Article 115 Where a director, supervisor, general manager or other senior management officer of the Company is, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company (except for the employment contract reached between the Company and that director, supervisor, general manager or other senior management officers), he shall disclose the nature and extent of his interest to the Board of Directors at the earliest opportunity, whether or not such matters are subject to the approval of the Board of Directors under normal circumstances.</p> <p>Except for the cases mentioned in the Hong Kong Listing Rules or allowed by the Hong Kong Stock Exchange, a director shall not vote on any resolution of the Board of Directors approving any contract, transaction or arrangement or any other relevant proposal in which he or any of his associates (as defined under the Hong Kong Listing Rules, as amended or supplemented from time to time) has a material interest nor shall he be counted in the quorum present at the meeting.</p> <p>A director, supervisor, general manager or other senior management officer of the Company is deemed to be interested in a contract, transaction or arrangement in which his related party is interested.</p>	<p>Article 1405 Where a director, <del>supervisor</del>, general manager or other senior management officer of the Company is, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company (except for the employment contract reached between the Company and that director, <del>supervisor</del>, general manager or other senior management officers), he shall disclose the nature and extent of his interest to the Board of Directors at the earliest opportunity, whether or not such matters are subject to the approval of the Board of Directors under normal circumstances.</p> <p>Except for the cases mentioned in the Hong Kong Listing Rules or allowed by the Hong Kong Stock Exchange, a director shall not vote on any resolution of the Board of Directors approving any contract, transaction or arrangement or any other relevant proposal in which he or any of his associates (as defined under the Hong Kong Listing Rules, as amended or supplemented from time to time) has a material interest nor shall he be counted in the quorum present at the meeting.</p> <p>A director, <del>supervisor</del>, general manager or other senior management officer of the Company is deemed to be interested in a contract, transaction or arrangement in which his related party is interested.</p>



*The proposed amendments to the Rules of Procedure for the Board are either marked with underlines to denote text to be deleted or underlined and bolded to denote text to be added, and the other article numbers, section numbers and chapter numbers are changed accordingly due to the deletion, merger and split of the relevant articles, sections and chapters. Save for the proposed amendments, the other articles of the Rules of Procedure for the Board will remain unchanged. The proposed amendments to the Rules of Procedure for the Board are prepared in Chinese and the English version is therefore a translation only. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail. The proposed amendments to the Rules of Procedure for the Board are as follows:*

**Table 1 Proposed Amendments to the Rules of Procedure for the Board, for details of which please see the announcement of the Company dated 30 March 2025.**

Original articles	Modified to
Article 4 The directors who are not employee representative directors shall be elected, changed or removed by the shareholders' general meeting. The employee representative directors shall be elected, changed or removed democratically by the employee meeting.	Article 4 The directors who are not employee representative directors shall be elected, changed or removed by the shareholders' general meeting. The employee representative directors shall be elected, changed or removed democratically by the employee meeting.
At a shareholders' general meeting, the approach and procedures for nomination of candidates for directors (excluding employee representative directors) are as follows:	At a shareholders' general meeting, the approach and procedures for nomination of candidates for directors (excluding employee representative directors) are as follows:
(I) Shareholder(s) severally or jointly holding more than 3% of the shares of the Company may, by way of a written proposal, put forward to the shareholders' general meeting the candidates for directors. However, the number of candidates proposed shall comply with the provisions of the Articles of Association, and shall not be more than the number to be elected;	(I) Shareholder(s) severally or jointly holding more than <del>3</del> <u>1</u> % of the shares of the Company may, by way of a written proposal, put forward to the shareholders' general meeting the candidates for directors. However, the number of candidates proposed shall comply with the provisions of the Articles of Association, and shall not be more than the number to be elected;
(II) Within the number of persons as specified by the Articles of Association and based on the proposed number of candidates to be elected, the directors may propose a list of candidates for directors, which shall be submitted to the Board of Directors for examination. After the list of candidates for directors is determined upon examination and by resolution of the Board of Directors, the list shall be proposed at a shareholders' general meeting by way of a written proposal;	(II) Within the number of persons as specified by the Articles of Association and based on the proposed number of candidates to be elected, the directors may propose a list of candidates for directors, which shall be submitted to the Board of Directors for examination. After the list of candidates for directors is determined upon examination and by resolution of the Board of Directors, the list shall be proposed at a shareholders' general meeting by way of a written proposal;

Original articles	Modified to
<p>(III) The notice on the intention of nominating a director candidate and on the nominee's willingness to accept the nomination, and the written materials for the details of the nominee shall be given to the Company no less than seven (7) days prior to the date of convening the shareholders' general meeting;</p>	<p>(III) The notice on the intention of nominating a director candidate and on the nominee's willingness to accept the nomination, and the written materials for the details of the nominee shall be given to the Company no less than seven (7) days prior to the date of convening the shareholders' general meeting;</p>
<p>(IV) The Company shall provide to the shareholders the detailed information of the candidates for shareholder representative directors at least seven (7) days prior to the shareholders' general meeting to ensure the shareholders have informed knowledge of the candidates when voting;</p>	<p>(IV) The Company shall provide to the shareholders the detailed information of the candidates for shareholder representative directors at least seven (7) days prior to the shareholders' general meeting to ensure the shareholders have informed knowledge of the candidates when voting;</p>
<p>(V) The shareholders' general meeting shall review and vote on the election of the director candidates one by one;</p>	<p>(V) The shareholders' general meeting shall review and vote on the election of the director candidates one by one;</p>
<p>(VI) In the case of any ad hoc addition to or change in any director in need, the Board of Directors shall propose at the shareholders' general meeting for the election or replacement of a director.</p>	<p>(VI) In the case of any ad hoc addition to or change in any director in need, the Board of Directors shall propose at the shareholders' general meeting for the election or replacement of a director.</p>
<p>Article 5 The term of office of directors commences from the date of appointment up to the expiry of the current term of office of the Board of Directors.</p>	<p>Article 5 The term of office of directors commences from the date of appointment up to the expiry of the current term of office of the Board of Directors.</p>
<p>Any person who fills the casual vacancy on, or as an addition to the Board of Directors shall be subject to election by shareholders at the first general meeting or election by employees at the first employee meeting after the appointment, and his term of office shall expire at the end of the term of the current session of the Board of Directors.</p>	<p>Any person who fills the casual vacancy on, or as an addition to the Board of Directors shall be subject to election by shareholders at the first general meeting or election by employees at the first employee meeting after the appointment, and his term of office shall expire at the end of the term of the current session of the Board of Directors.</p>
<p>If the term of office of a director expires but reelection is not made responsively, the said director shall continue fulfilling the duties as a director pursuant to laws, regulations, normative documents and the Articles of Association until a new director is elected.</p>	<p>If the term of office of a director expires but reelection is not made responsively, the said director shall continue fulfilling the duties as a director pursuant to laws, regulations, normative documents and the Articles of Association until a new director is elected.</p>



Original articles	Modified to
<p>Article 6 A director, before his/her term of office expires, shall not be dismissed by the shareholders' general meeting/the employee meeting without any reason. However, the shareholders' general meeting/the employee meeting may remove any director before the expiration of his term of office by way of an ordinary resolution subject to relevant laws and administrative regulations (except that the claim for damages in accordance with any contract is not affected). An employee representative director shall be removed by a motion made jointly by more than one-third of the employees.</p>	<p>Article 6 A director, before his/her term of office expires, shall not be dismissed by the shareholders' general meeting/the employee meeting without any reason. However, the shareholders' general meeting/the employee meeting may remove any director before the expiration of his term of office by way of an ordinary resolution subject to relevant laws and administrative regulations (except that the claim for damages in accordance with any contract is not affected). An employee representative director shall be removed <b><u>by a motion made jointly by more than one-third of the employee representatives or made jointly by more than one-tenth of the employees and shall be discussed and approved by the employee meeting</u></b> <del>by a motion made jointly by more than one-third of the employees.</del></p>
<p>Article 8 The Board of Directors consists of the Audit and Risk Management Committee, the Nomination Committee, the Remuneration and Appraisal Committee, the Strategy Committee and the Legal Affairs Committee. If needed, the Board of Directors can set up other special committees and adjust the existing committees. Each special committee of the Board of Directors is accountable to the Board of Directors, and assists the Board of Directors to perform its duties according to the authorisation of the Board of Directors and provides professional advice to the Board of Directors or makes decisions for special matters.</p>	<p>Article 8 The Board of Directors consists of the Audit and Risk Management Committee, the Nomination Committee, the Remuneration and Appraisal Committee, the Strategy Committee, <del>and the Legal Affairs Committee</del> <b><u>and the Science and Technology Innovation Committee</u></b>. If needed, the Board of Directors can set up other special committees and adjust the existing committees. Each special committee of the Board of Directors is accountable to the Board of Directors, and assists the Board of Directors to perform its duties according to the authorisation of the Board of Directors and provides professional advice to the Board of Directors or makes decisions for special matters.</p>

Original articles	Modified to
Article 10 The Board of Directors shall exercise the following functions and powers:	Article 10 The Board of Directors shall exercise the following functions and powers:
(I) To convene and report to the shareholders' general meeting;	(I) To convene and report to the shareholders' general meeting;
(II) To implement the resolutions adopted at shareholders' general meetings;	(II) To implement the resolutions adopted at shareholders' general meetings;
(III) To decide on the Company's business plans, investment plans and strategic planning for development;	(III) To decide on the Company's business plans; <b>and</b> investment plans <del>—and strategic planning for development;</del>
(IV) To formulate the Company's annual financial budgets and final accounts;	(IV) To <del>formulate</del> <b>decide on</b> the Company's annual financial budgets and final accounts;
(V) To formulate the Company's proposal on profit distribution and plan for recovery of losses;	(V) To formulate the Company's proposal on profit distribution and plan for recovery of losses;
(VI) To formulate proposals for increases or reduction of the Company's registered capital and proposals for the issue of corporate bonds;	(VI) To formulate proposals for increases or reduction of the Company's registered capital and proposals for the issue of corporate bonds;
(VII) To formulate plans for repurchase of the Company's shares, or merger, division, dissolution, or change of corporate formation of the Company;	(VII) To formulate plans for repurchase of the Company's shares, or merger, division, dissolution, or change of corporate formation of the Company;
(VIII) To appoint or dismiss the Company's general manager and decide on the matters relating to his/her remuneration, and to decide on the appointment or dismissal of senior management officer such as deputy general manager, chief accountant and chief engineer pursuant to the nomination of the general manager result and decide on the appointment or dismissal of the secretary to the Board of Directors pursuant to the nomination of the Chairman of the Board of Directors;	(VIII) To appoint or dismiss the Company's general manager and decide on the matters relating to his/her remuneration, and to decide on the appointment or dismissal of senior management officer such as deputy general manager, chief accountant and chief engineer pursuant to the nomination of the general manager result and decide on the appointment or dismissal of the secretary to the Board of Directors pursuant to the nomination of the Chairman of the Board of Directors;
(IX) To decide on the matters relating to the remuneration of the aforesaid senior management officers;	(IX) To decide on the matters relating to the remuneration of the aforesaid senior management officers;

Original articles	Modified to
(X) To formulate the Company's basic management system;	(X) To formulate the Company's basic management system;
(XI) To formulate proposals for amendment to the Articles of Association;	(XI) To formulate proposals for amendment to the Articles of Association;
(XII) To decide on the setup of internal management institutions of the Company;	(XII) To decide on the setup of internal management institutions of the Company;
(XIII) To decide on the setup and adjustment of the special committees of the Board of Directors;	(XIII) To decide on the setup and adjustment of the special committees of the Board of Directors;
(XIV) Matters such as investments, acquisitions or disposals of assets, financing and connected transactions that require decisions to be made by the Board of Directors in accordance with the Hong Kong Listing Rules;	(XIV) Matters such as investments, acquisitions or disposals of assets, financing and connected transactions that require decisions to be made by the Board of Directors in accordance with the Hong Kong Listing Rules;
(XV) To evaluate and determine the nature and degree of risk acceptable for the Company in achieving the strategic target, to ensure that the Company establishes and maintains an appropriate and effective risk management and internal monitoring system, to continuously supervise this system, and to ensure that check is conducted at least once a year, on whether the system of the Company and its subsidiaries is effective;	(XV) To evaluate and determine the nature and degree of risk acceptable for the Company in achieving the strategic target, to ensure that the Company establishes and maintains an appropriate and effective risk management and internal monitoring system, to continuously supervise this system, and to ensure that check is conducted at least once a year, on whether the system of the Company and its subsidiaries is effective;
(XVI) To decide on other major affairs of the Company, save for matters required to be resolved at the shareholders' general meeting as specified under the Company Law and the Articles of Association;	(XVI) To decide on other major affairs of the Company, save for matters required to be resolved at the shareholders' general meeting as specified under the Company Law and the Articles of Association;
(XVII) To exercise other functions and powers conferred by the laws, regulations, the provisions of the Articles of Association, the Hong Kong Listing Rules and the shareholders' general meetings.	(XVII) To exercise other functions and powers conferred by the laws, regulations, the provisions of the Articles of Association, the Hong Kong Listing Rules and the shareholders' general meetings.

Original articles	Modified to
<p>The aforesaid matters within the scope of duties of the Board of Directors shall be decided by the Board of Directors. In necessary, reasonable and legal cases, these matters can be decided by the Chairman of the Board of Directors or the general manager with the authorisation of the Board of Directors. If the matters of authorization belonging to those that shall be passed by more than half of all directors as stipulated in the Articles of Association, such authorisation shall be passed by more than half of all directors. If the matters of authorisation belonging to those that shall be passed by more than two-thirds of all directors as stipulated in the Articles of Association, such authorisation shall be passed by more than two-thirds of all directors.</p>	<p>The aforesaid matters within the scope of duties of the Board of Directors shall be decided by the Board of Directors. In necessary, reasonable and legal cases, these matters can be decided by the Chairman of the Board of Directors or the general manager with the authorisation of the Board of Directors. If the matters of authorization belonging to those that shall be passed by more than half of all directors as stipulated in the Articles of Association, such authorisation shall be passed by more than half of all directors. If the matters of authorisation belonging to those that shall be passed by more than two-thirds of all directors as stipulated in the Articles of Association, such authorisation shall be passed by more than two-thirds of all directors.</p>
<p>The authorisation of the Board of Directors shall be specific and concrete, with major terms and conditions stipulated in writing.</p>	<p>The authorisation of the Board of Directors shall be specific and concrete, with major terms and conditions stipulated in writing.</p>
<p>Article 15 CIRC establishes an independent non-executive director system. CIRC independent non-executive directors refer to directors who do not hold any positions other than directors in CIRC and have no relationship with CIRC and its shareholders that may affect their independent and objective judgment. There should be more than one-third of independent non-executive directors on the Board of directors of CIRC, and the total number should not be less than four, including at least one financial management or accounting professional (accounting professional means a senior professional title or a certified public accountant qualified persons) and meet the requirements of Rule 3.10(2) of the Hong Kong Listing Rules. Independent non-executive directors have the obligation of integrity and diligence to the Company and all shareholders. Independent non-executive directors should perform their duties conscientiously in accordance with the requirements of relevant laws and regulations, the Hong Kong Listing Rules and the Articles of Association, ensure the overall interests of the Company, and pay particular attention to the legitimate rights and interests of minority shareholders.</p>	<p>Article 15 CIRC establishes an independent non-executive director system. CIRC independent non-executive directors refer to directors who do not hold any positions other than <b>independent non-executive</b> directors in CIRC and have no relationship with CIRC and its <b>major</b> shareholders that may <b>hinder</b> affect their independent and objective judgment. There should be more than one-third of independent non-executive directors on the Board of directors of CIRC, and the total number should not be less than four, including at least one financial management or accounting professional (accounting professional means a senior professional title or a certified public accountant qualified persons) and meet the requirements of Rule 3.10(2) of the Hong Kong Listing Rules. Independent non-executive directors have the obligation of integrity and diligence to the Company and all shareholders. Independent non-executive directors should perform their duties conscientiously in accordance with the requirements of relevant laws and regulations, the Hong Kong Listing Rules and the Articles of Association, ensure the overall interests of the Company, and pay particular attention to the legitimate rights and interests of minority shareholders.</p>

Original articles	Modified to
<p>Article 16 Independent non-executive directors shall possess high professional quality and good credit as well as meet the following requirements:</p> <p>(I) Being qualified as the director of a listed company according to the laws and regulations, normative documents as well as the rules of the securities regulatory authority of the place where the Company stocks are listed;</p> <p>(II) Independently performing their duties, without being influenced by shareholders, de facto controllers of the Company or other entities or individuals who are interested in the Company;</p> <p>(III) Ensuring enough time and energy to effectively perform their duties, and promising to duly perform duty of loyalty and diligence.</p>	<p>Article 16 Independent non-executive directors shall possess high professional quality and good credit as well as meet the following requirements:</p> <p>(I) Being qualified as the director of a listed company according to the laws and regulations, normative documents as well as the rules of the securities regulatory authority of the place where the Company stocks are listed;</p> <p>(II) Independently performing their duties, without being influenced by <b>major</b> shareholders, de facto controllers of the Company or other entities or individuals who are interested in the Company;</p> <p>(III) Ensuring enough time and energy to effectively perform their duties, and promising to duly perform duty of loyalty and diligence.</p>
<p>Article 17 The independent non-executive director shall have his own independence and the following persons may not serve as independent non-executive directors:</p> <p>(I) the director (or his/her immediate family members) who holds more than 1% of the total issued share capital of the Company;</p> <p>(II) Such director (or his/her immediate family members) has obtained any equity interest in the Company from the core related person or the Company itself through gifts or other financial assistance. However, without prejudice to this clause (1), if the director receives shares or securities interests from the Company or its subsidiaries (but not from a core connected person), as part of the director's fee, or received based on the option scheme set out in Chapter 17 of the Hong Kong Listing Rules, the director shall still be regarded as an independent director;</p>	<p>Article 17 The independent non-executive director shall have his own independence and the following persons may not serve as independent non-executive directors:</p> <p>(I) the director (or his/her immediate family members) who holds more than 1% of the total issued share capital of the Company;</p> <p>(II) Such director (or his/her immediate family members) has obtained any equity interest in the Company from the core related person or the Company itself through gifts or other financial assistance. However, without prejudice to this clause (1), if the director receives shares or securities interests from the Company or its subsidiaries (but not from a core connected person), as part of the director's fee, or received based on the option scheme set out in Chapter 17 of the Hong Kong Listing Rules, the director shall still be regarded as an independent director;</p>

Original articles	Modified to
<p>(III) Such director (or his/her immediate family members) is the director, partner or principal of professional consultants who is providing services to the following company/people or did so within two years before being appointed, or is an employee of the professional consultants who provide or provided the relevant services:</p> <p>(a) the Company, its holding company or any of their respective affiliates or core connected persons; or</p> <p>(b) the person who once held any position or title at the controlling shareholder of the Company within two years prior to being appointed as an independent director, such director was once the chief executive officer or person of the Company (other than an independent director) or any of his close contacts;</p>	<p>(III) Such director (or his/her immediate family members) is the director, partner or principal of professional consultants who is providing services to the following company/people or did so within two years before being appointed, or is an employee of the professional consultants who provide or provided the relevant services:</p> <p>(a) the Company, its holding company or any of their respective affiliates or core connected persons; or</p> <p>(b) the person who once held any position or title at the controlling shareholder of the Company within two years prior to being appointed as an independent director, such director was once the chief executive officer or person of the Company (other than an independent director) or any of his close contacts;</p>
<p>(IV) Such director (or his/her immediate family members) currently or within one year before the proposed appointment of an independent director did not have a material interest in any principal business activity of or is or was involved in any material business dealings with the Company, its holding company or their respective subsidiaries or with any core connected persons of the Company;</p>	<p>(IV) Such director (or his/her immediate family members) currently or within one year before the proposed appointment of an independent director did not have a material interest in any principal business activity of or is or was involved in any material business dealings with the Company, its holding company or their respective subsidiaries or with any core connected persons of the Company;</p>
<p>(V) Such director serves as a director in order to protect a certain entity whose interest is different from the interests of shareholders as a whole;</p>	<p>(V) Such director serves as a director in order to protect a certain entity whose interest is different from the interests of shareholders as a whole;</p>
<p>(VI) Within two years prior to being proposed to be an independent director, such director (or his/her immediate family members) was connected with the director, chief executive officer or major shareholders of the Company;</p>	<p>(VI) Within two years prior to being proposed to be an independent director, such director (or his/her immediate family members) was connected with the director, chief executive officer or major shareholders of the Company;</p>



Original articles	Modified to
(VII) Such director (or his/her immediate family members) is (or once was within two years prior to being proposed director) an executive or a director (save for an independent non-executive director) of the Company, its holding company or any of their respective affiliates or any core connected persons of the Company;	(VII) Such director (or his/her immediate family members) is (or once was within two years prior to being proposed director) an executive or a director (save for an independent non-executive director) of the Company, its holding company or any of their respective affiliates or any core connected persons of the Company;
(VIII) Such director (or his/her immediate family members) is financially dependent on the Company, its holding companies or any of their respective affiliates or the core connected persons of the Company; and	(VIII) Such director (or his/her immediate family members) is financially dependent on the Company, its holding companies or any of their respective affiliates or the core connected persons of the Company; and
(IX) Other person identified by laws, regulations, securities regulatory agencies and other relevant regulatory agencies where the Company's shares are listed.	(IX) Other person identified by laws, regulations, securities regulatory agencies and other relevant regulatory agencies where the Company's shares are listed.
The immediate family members mentioned above refer to spouses; their (or their spouses) children under the age of 18 (natural or adopted) or stepchildren; the abovementioned core related persons refer to the directors, supervisors, chief executives or major shareholders of the Company or its subsidiaries, or any close contact of any such person; the above close contact means:	The immediate family members mentioned above refer to spouses; their (or their spouses) children under the age of 18 (natural or adopted) or stepchildren; the abovementioned core related persons refer to the directors, <del>supervisors</del> , chief executives or major shareholders of the Company or its subsidiaries, or any close contact of any such person; the above close contact means:
(I) For any individual, it refers to:	(I) For any individual, it refers to:
(i) their spouses;	(i) their spouses;
(ii) children or step-child (natural or adopted) of the person or his/her spouse under the age of 18 (collectively referred to as "family rights and interests" with (I)(i) above);	(ii) children or step-child (natural or adopted) of the person or his/her spouse under the age of 18 (collectively referred to as "family rights and interests" with (I)(i) above);
(iii) the trustees, acting in their capacity as such trustees, of any trust of which he or any of his family interests is a beneficiary or, in the case of a discretionary trust, is a discretionary object;	(iii) the trustees, acting in their capacity as such trustees, of any trust of which he or any of his family interests is a beneficiary or, in the case of a discretionary trust, is a discretionary object;

Original articles	Modified to
<p>(iv) any company in the equity capital of which he, his family interests, any of the trustees referred to in (I) (iii) above, acting in their capacity as such trustees, directly or indirectly interested so as to exercise or control the exercise of 30% or more of the voting power at general meetings, or to control the composition of a majority of the Board and any other company which is its subsidiary;</p>	<p>(iv) any company in the equity capital of which he, his family interests, any of the trustees referred to in (I) (iii) above, acting in their capacity as such trustees, directly or indirectly interested so as to exercise or control the exercise of 30% or more of the voting power at general meetings, or to control the composition of a majority of the Board and any other company which is its subsidiary;</p>
<p>(v) any company with which or individual with whom he, his family interests, and/or any of the trustees referred to in (I) (iii) above, acting in their capacity as such trustees, taken together are directly or indirectly interested in a cooperative or contractual joint venture under PRC laws where he, his family interests, and/or any of the trustees referred to in (I) (iii) above, acting in their capacity as such trustees, taken together directly or indirectly have 30% or more interest either in the capital and/or assets contributions to such joint venture or in the contractual share of profits or other income from such joint venture; and</p>	<p>(v) any company with which or individual with whom he, his family interests, and/or any of the trustees referred to in (I) (iii) above, acting in their capacity as such trustees, taken together are directly or indirectly interested in a cooperative or contractual joint venture under PRC laws where he, his family interests, and/or any of the trustees referred to in (I) (iii) above, acting in their capacity as such trustees, taken together directly or indirectly have 30% or more interest either in the capital and/or assets contributions to such joint venture or in the contractual share of profits or other income from such joint venture; and</p>
<p>(II) in relation to a company means:</p> <p>(i) its subsidiary or a holding company or a subsidiary of any such holding company;</p> <p>(ii) the trustees, acting in their capacity as such trustees, of any trust of which the company is a beneficiary or, in the case of a discretionary trust, is (to the company's knowledge) a discretionary object; and</p>	<p>(II) in relation to a company means:</p> <p>(i) its subsidiary or a holding company or a subsidiary of any such holding company;</p> <p>(ii) the trustees, acting in their capacity as such trustees, of any trust of which the company is a beneficiary or, in the case of a discretionary trust, is (to the company's knowledge) a discretionary object; and</p>



Original articles	Modified to
<p>(iii) any other company in the equity capital of which the company, its subsidiary or a holding company or a subsidiary of any such holding company, and/or any of the trustees referred to in (II) (ii) above, acting in their capacity as such trustees, taken together are directly or indirectly interested so as to exercise or control the exercise of 30% or more of the voting power at general meetings, or to control the composition of a majority of the Board of Directors and any other company which is its subsidiary; and</p>	<p>(iii) any other company in the equity capital of which the company, its subsidiary or a holding company or a subsidiary of any such holding company, and/or any of the trustees referred to in (II) (ii) above, acting in their capacity as such trustees, taken together are directly or indirectly interested so as to exercise or control the exercise of 30% or more of the voting power at general meetings, or to control the composition of a majority of the Board of Directors and any other company which is its subsidiary; and</p>
<p>(iv) any other company with which or any individual with whom the company, its subsidiary or holding company or a subsidiary of any such holding company, and/or any of the trustees referred to in (II) (ii) above, acting in their capacity as such trustees, taken together are directly or indirectly interested in a cooperative or contractual joint venture under the PRC law where it, its subsidiary or holding company or a subsidiary of any such holding company, and/or any of the trustees referred to in (II) (ii) above, acting in their capacity as such trustees, taken together directly or indirectly have 30% or more interest either in the capital and/or assets contributions to such joint venture or in the contractual share of profits or other income from such joint venture.</p>	<p>(iv) any other company with which or any individual with whom the company, its subsidiary or holding company or a subsidiary of any such holding company, and/or any of the trustees referred to in (II) (ii) above, acting in their capacity as such trustees, taken together are directly or indirectly interested in a cooperative or contractual joint venture under the PRC law where it, its subsidiary or holding company or a subsidiary of any such holding company, and/or any of the trustees referred to in (II) (ii) above, acting in their capacity as such trustees, taken together directly or indirectly have 30% or more interest either in the capital and/or assets contributions to such joint venture or in the contractual share of profits or other income from such joint venture.</p>

Original articles	Modified to
<p>Article 23 The Chairman of the Board of Directors shall exercise the following functions and powers:</p> <p>(I) to preside over the shareholders' general meetings, and to convene and preside over the meetings of the Board of Directors;</p> <p>(II) to supervise and inspect the implementation of resolutions of the Board of Directors;</p> <p>(III) to sign the securities issued by the Company;</p> <p>(IV) to exercise other functions and powers conferred by the Board of Directors.</p> <p>The Vice Chairman shall assist the Chairman in his/her work.</p>	<p>Article 23 The Chairman of the Board of Directors shall exercise the following functions and powers:</p> <p>(I) to preside over the shareholders' general meetings, and to convene and preside over the meetings of the Board of Directors;</p> <p>(II) to supervise and inspect the implementation of resolutions of the Board of Directors;</p> <p>(III) to sign the securities issued by the Company <b><u>in paper form</u></b>;</p> <p>(IV) <b><u>to exercise the special power of verdict and disposal, within the scope of term of reference of the Board of Directors, on the matters of the Company in accordance with laws and in the interest of the Company in the event of occurrence of force majeure, serious crisis or very urgent circumstances so that a meeting of the Board of Directors cannot be held on a timely manner, and to report to the Board of Directors of the Company subsequent thereto for ratification according to relevant procedures; and when necessary, to authorize the general manager of the Company to exercise the special power of disposal;</u></b></p> <p>(V) to exercise other functions and powers conferred by the Board of Directors.</p> <p>The Vice Chairman shall assist the Chairman in his/her work.</p>

Original articles	Modified to
<p>Article 26 The Audit and Risk Management Committee shall be composed of no less than three directors and shall consist of only non-executive directors, of which independent non-executive directors shall be the majority, and at least one independent non-executive director shall have appropriate professional qualifications or appropriate accounting or relevant financial management expertise. Committee members are nominated by the Chairman of the Board of Directors, elected by the Board of Directors and approved by more than half of all directors. The committee shall have a chairman, who shall be an independent non-executive director. The chairman is nominated by the Chairman of the Board of Directors and approved by the Board of Directors.</p>	<p>Article 26 The Audit and Risk Management Committee shall be composed of no less than three directors and shall consist of only non-executive directors, of which independent non-executive directors shall be the majority, and at least one independent non-executive director shall have appropriate professional qualifications or appropriate accounting or relevant financial management expertise. Committee members are nominated by the Chairman of the Board of Directors, elected by the Board of Directors and approved by more than half of all directors. The committee shall have a chairman, who shall be an <b><u>accounting professional among</u></b> independent non-executive directors. The chairman is nominated by the Chairman of the Board of Directors and approved by the Board of Directors.</p>
<p>Article 27 The Audit and Risk Management Committee is mainly responsible for the communication, supervision and verification of internal and external audits and the Company's risk management.</p>	<p>Article 27 The Audit and Risk Management Committee is mainly responsible for the communication, supervision and verification of internal and external audits and the Company's risk management, <b><u>as well as the review and supervision of the environmental, social and governance related matters of the Company.</u></b></p>
<p>Article 37 The Company shall have a secretary to the Board of Directors, who shall be nominated by the Chairman of the Board of Directors and appointed and dismissed by the Board of Directors.</p> <p>The secretary to the Board of Directors should be a natural person with the necessary professional knowledge and experience. The board secretary is a senior management member of the Company. The board secretary shall be accountable and report to the Board of Directors.</p>	<p>Article 37 The Company shall have a secretary to the Board of Directors, who shall be nominated by the Chairman of the Board of Directors and appointed and dismissed by the Board of Directors.</p> <p>The secretary to the Board of Directors should be a natural person with the necessary professional knowledge and experience. The board secretary is a senior management member of the Company. The board secretary shall be accountable and report to the Board of Directors.</p>

Original articles	Modified to
<p>Article 41 Regular meetings of the Board of Directors shall be held at least four (4) times each year and convened by the Chairman of the Board of Directors. The written notice of meeting shall be sent to all the directors fourteen (14) days before the date of the meeting. The approval of directors for the regular meetings of the Board of Directors shall not be obtained through the adoption of written resolutions.</p>	<p>Article 41 Regular meetings of the Board of Directors shall be held at least four (4) times each year, <b><u>approximately once a quarter</u></b> and convened by the Chairman of the Board of Directors. The written notice of meeting shall be sent to all the directors fourteen (14) days before the date of the meeting. The approval of directors for the regular meetings of the Board of Directors shall not be obtained through the adoption of written resolutions.</p>
<p>Article 43 Where the meetings of the Board is convened by the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the meeting. In the event that the Chairman of the Board of Directors is unable or fails to perform his/her duties, the Vice Chairman of the Board of Directors shall preside over the meeting. In the event that the Vice Chairman of the Board of Directors is unable or fails to perform his/her duties, half or more of the directors shall designate a director to preside over the meeting.</p> <p>Upon the expiry of the term of office of the directors and the re-election of the new directors at the general meeting, the directors who obtains the greatest number of votes at such re-election (if more than one, one shall be chosen amongst them) shall preside over the meeting of the Board of Directors, at which the Chairman the Board of Directors shall be elected.</p>	<p>Article 43 Where the meetings of the Board is convened by the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the meeting. In the event that the Chairman of the Board of Directors is unable or fails to perform his/her duties, the Vice Chairman of the Board of Directors shall preside over the meeting. In the event that the Vice Chairman of the Board of Directors is unable or fails to perform his/her duties, half or more of the directors shall designate a director to preside over the meeting.</p> <p>Upon the expiry of the term of office of the directors and the re-election of the new directors at the general meeting, the directors who obtains the greatest number of votes at such re-election (if more than one, one shall be chosen amongst them) shall preside over the meeting of the Board of Directors, at which the Chairman the Board of Directors shall be elected.</p>

Original articles	Modified to
<p>Article 47 Notice shall be given to all the directors, supervisors and the general manager within a reasonable period prior to an extraordinary meeting of the Board of Directors. The office of the Board of Directors shall serve written notice of the meeting to all the directors, supervisors and the general manager by hand, fax, express mail service or other means of electronic communication. Notices that are not served by hand shall be confirmed by telephone and record shall be made accordingly.</p> <p>In an emergency and an extraordinary meeting of the Board of Directors is required to be convened as soon as possible, the notice of meeting may be given by telephone or by other verbal means at any time, but the convener shall provide an explanation at the meeting.</p>	<p>Article 47 Notice shall be given to all the directors, supervisors and the general manager within a reasonable period prior to an extraordinary meeting of the Board of Directors. The office of the Board of Directors shall serve written notice of the meeting to all the directors, supervisors and the general manager by hand, fax, express mail service or other means of electronic communication. Notices that are not served by hand shall be confirmed by telephone and record shall be made accordingly.</p> <p>In an emergency and an extraordinary meeting of the Board of Directors is required to be convened as soon as possible, the notice of meeting may be given by telephone or by other verbal means at any time, but the convener shall provide an explanation at the meeting.</p>
<p>Article 60 The resolutions of the Board of Directors shall be passed by more than half of all directors.</p> <p>When the number of negative votes is equal to that of affirmative votes, the Chairman of the Board of Directors has the right to cast one more vote.</p>	<p>Article 60 The resolutions of the Board of Directors shall be passed by more than half of all directors, <b><u>unless otherwise specified by the laws, administrative regulations and the Articles of Association.</u></b></p> <p><del>When the number of negative votes is equal to that of affirmative votes, the Chairman of the Board of Directors has the right to cast one more vote.</del></p>

Original articles	Modified to
<p>Article 61 If a director has a connected relation with the matters to be discussed at the meeting of the Board of Directors, such director shall not exercise the voting right for himself or on behalf of another director when the Board of Directors considers that matter. Any resolution made by the Board of Directors shall be approved by more than half of the non-connected directors.</p> <p>There should be a procedure agreed by the Board of Directors to enable directors, upon reasonable request, to seek independent professional advice in appropriate circumstances, at the Company's expense. The Board of Directors should resolve to provide separate independent professional advice to directors to assist them to discharge their duties to the Company.</p>	<p>Article 61 If a director <u>or any of his associates (as defined in the Hong Kong Listing Rules)</u> has a connected relation with the matters to be discussed at the meeting of the Board of Directors, such director shall not exercise the voting right for himself or on behalf of another director when the Board of Directors considers that matter. Any resolution made by the Board of Directors shall be approved by more than half of the non-connected directors. <u><b>If no more than three non-connected directors attend the meeting of the Board of Directors, the Company shall submit this proposal to the general meeting for consideration. When submitting this proposal to the general meeting for approval, the Board of Directors shall explain its consideration on the proposal and record the opinions of non-connected directors.</b></u></p> <p>There should be a procedure agreed by the Board of Directors to enable directors, upon reasonable request, to seek independent professional advice in appropriate circumstances, at the Company's expense. The Board of Directors should resolve to provide separate independent professional advice to directors to assist them to discharge their duties to the Company.</p>

The Proposed Amendments include uniformly changing “股東大會” in the Rules of Procedures for the Board into “股東會” and the English translation remaining unchanged.

**Table 1 Proposed Further Amendments to the Rules of Procedure for the Board, for details of which please see the announcement of the Company dated 13 May 2025.**

Original articles		Modified articles
1.	Article 8 The Board of Directors consists of the Audit and Risk Management Committee, the Nomination Committee, the Remuneration and Appraisal Committee, the Strategy Committee, the Legal Affairs Committee and the Science and Technology Innovation Committee. If needed, the Board of Directors can set up other special committees and adjust the existing committees. Each special committee of the Board of Directors is accountable to the Board of Directors, and assists the Board of Directors to perform its duties according to the authorisation of the Board of Directors and provides professional advice to the Board of Directors or makes decisions for special matters.	Article 8 The Board of Directors consists of the Audit and Risk Management Committee, the Nomination Committee, the Remuneration and Appraisal Committee, the Strategy Committee, the Legal Affairs Committee and the Science and Technology Innovation Committee. <b><u>The Audit and Risk Management Committee exercises the duties and powers of the Board of Supervisors as stipulated in the Companies Law.</u></b> If needed, the Board of Directors can set up other special committees and adjust the existing committees. Each special committee of the Board of Directors is accountable to the Board of Directors, and assists the Board of Directors to perform its duties according to the authorisation of the Board of Directors and provides professional advice to the Board of Directors or makes decisions for special matters.
2.	Article 21 Under any of the following circumstances, the Board of Directors and the Board of Supervisors may propose to the shareholders' general meeting to remove the relevant independent non-executive directors:  (I) serious failure in performing his/her duties;  (II) failure to file resignation himself when he/she does not meet the qualifications for independent non-executive directors;	Article 21 Under any of the following circumstances, the Board of Directors <del>and the Board of Supervisors</del> may propose to the shareholders' general meeting to remove the relevant independent non-executive directors:  (I) serious failure in performing his/her duties;  (II) failure to file resignation himself when he/she does not meet the qualifications for independent non-executive directors;

Original articles	Modified articles
<p>(III) failure to attend in person the meetings of the Board of Directors for three consecutive times or failure to attend in person the meetings of the Board of Directors for two consecutive times without entrusting any other Director to attend such meetings as his/her proxy, or failure to attend in person no less than two-thirds of the meetings of the Board of Directors convened during a year;</p> <p>(IV) other circumstances rendering the relevant person not suitable to continue to serve as independent non-executive Directors as stipulated by laws, administrative regulations and rules.</p>	<p>(III) failure to attend in person the meetings of the Board of Directors for three consecutive times or failure to attend in person the meetings of the Board of Directors for two consecutive times without entrusting any other Director to attend such meetings as his/her proxy, or failure to attend in person no less than two-thirds of the meetings of the Board of Directors convened during a year;</p> <p>(IV) other circumstances rendering the relevant person not suitable to continue to serve as independent non-executive Directors as stipulated by laws, administrative regulations and rules.</p>
<p>3. Article 40 The meetings of the Board of Directors shall be divided into regular meetings of the Board of Directors and extraordinary meetings of the Board of Directors. The Board of Directors shall notify the supervisors to attend the meetings of the Board of Directors as non-voting delegates.</p>	<p>Article 40 The meetings of the Board of Directors shall be divided into regular meetings of the Board of Directors and extraordinary meetings of the Board of Directors. <del>The Board of Directors shall notify the supervisors to attend the meetings of the Board of Directors as non-voting delegates.</del></p>
<p>4. Article 42 The Chairman of the Board of Directors shall convene an extraordinary meeting of the Board of Directors within ten (10) days after receiving the proposal under the following circumstances:</p> <p>(I) When proposed by shareholders holding more than one-tenth of the voting shares;</p> <p>(II) When proposed by the Chairman of the Board of Directors;</p> <p>(III) When proposed by more than one-third of the directors;</p> <p>(IV) When proposed by more than two (2) independent non-executive directors;</p> <p>(V) When proposed by the Board of Supervisors;</p> <p>(VI) When proposed by the general manager.</p>	<p>Article 42 The Chairman of the Board of Directors shall convene an extraordinary meeting of the Board of Directors within ten (10) days after receiving the proposal under the following circumstances:</p> <p>(I) When proposed by shareholders holding more than one-tenth of the voting shares;</p> <p>(II) When proposed by the Chairman of the Board of Directors;</p> <p>(III) When proposed by more than one-third of the directors;</p> <p>(IV) When proposed by more than two (2) independent non-executive directors;</p> <p>(V) When proposed by the <del>Board of Supervisors</del> <b><u>Audit and Risk Management Committee</u></b>;</p> <p>(VI) When proposed by the general manager.</p>



	Original articles	Modified articles
5.	<p>Article 45 The following persons or parties may submit proposals to the Board of Directors:</p> <p>(I) Shareholders who individually or jointly hold more than ten percent of the Company's voting shares;</p> <p>(II) the Chairman;</p> <p>(III) More than one-third of directors;</p> <p>(IV) More than one-half (at least two) independent non-executive directors;</p> <p>(V) Board committees;</p> <p>(VI) General manager;</p> <p>(VII) Board of Supervisors.</p>	<p>Article 45 The following persons or parties may submit proposals to the Board of Directors:</p> <p>(I) Shareholders who individually or jointly hold more than ten percent of the Company's voting shares;</p> <p>(II) the Chairman;</p> <p>(III) More than one-third of directors;</p> <p>(IV) More than one-half (at least two) independent non-executive directors;</p> <p>(V) Board committees;</p> <p>(VI) General manager;</p> <p><del>(VII) Board of Supervisors.</del></p>
6.	<p>Article 47 Notice shall be given to all the directors, supervisors and the general manager within a reasonable period prior to an extraordinary meeting of the Board of Directors. The office of the Board of Directors shall serve written notice of the meeting to all the directors, supervisors and the general manager by hand, fax, express mail service or other means of electronic communication. Notices that are not served by hand shall be confirmed by telephone and record shall be made accordingly.</p> <p>In an emergency and an extraordinary meeting of the Board of Directors is required to be convened as soon as possible, the notice of meeting may be given by telephone or by other verbal means at any time, but the convener shall provide an explanation at the meeting.</p>	<p>Article 47 Notice shall be given to all the directors, <del>supervisors</del> and the general manager within a reasonable period prior to an extraordinary meeting of the Board of Directors. The office of the Board of Directors shall serve written notice of the meeting to all the directors, <del>supervisors</del> and the general manager by hand, fax, express mail service or other means of electronic communication. Notices that are not served by hand shall be confirmed by telephone and record shall be made accordingly.</p> <p>In an emergency and an extraordinary meeting of the Board of Directors is required to be convened as soon as possible, the notice of meeting may be given by telephone or by other verbal means at any time, but the convener shall provide an explanation at the meeting.</p>

	Original articles	Modified articles
7.	<p>Article 63 Minutes of the meetings of the Board shall include the following contents:</p> <p>(I) date and place of the meeting and name of the convener;</p> <p>(II) names of the directors attending the meeting, names of the directors (proxies) appointed by other directors to attend the meetings of the Board, directors being absent and non-voting attendees of the meeting;</p> <p>(III) agenda of the meeting;</p> <p>(IV) key issues in directors' speech and doubts and dissenting opinions put forward by directors;</p> <p>(V) the method and results of voting on each resolution (the number of votes for, against and abstention shall be specified in the voting results);</p> <p>(VI) the opinions of supervisors being present; and</p> <p>(VII) other information necessary for record.</p>	<p>Article 63 Minutes of the meetings of the Board shall include the following contents:</p> <p>(I) date and place of the meeting and name of the convener;</p> <p>(II) names of the directors attending the meeting, names of the directors (proxies) appointed by other directors to attend the meetings of the Board, directors being absent and non-voting attendees of the meeting;</p> <p>(III) agenda of the meeting;</p> <p>(IV) key issues in directors' speech and doubts and dissenting opinions put forward by directors;</p> <p>(V) the method and results of voting on each resolution (the number of votes for, against and abstention shall be specified in the voting results);</p> <p>(VI) <del>the opinions of supervisors being present; and</del></p> <p><del>(VII)</del> other information necessary for record.</p>

*The proposed amendments to the Rules of Procedure of the Shareholders' General Meeting are either marked with underlines to denote text to be deleted or underlined and bolded to denote text to be added, and the other article numbers, section numbers and chapter numbers are changed accordingly due to the deletion, merger and split of the relevant articles, sections and chapters. Save for the proposed amendments, the other articles of the Rules of Procedure of the Shareholders' General Meeting will remain unchanged. The proposed amendments to the Rules of Procedure of the Shareholders' General Meeting are prepared in Chinese and the English version is therefore a translation only. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail. The proposed amendments to the Rules of Procedure of the Shareholders' General Meeting are as follows:*

**Table 1 Proposed Amendments to the Rules of Procedure of the Shareholders' General Meeting, for details of which please see the announcement of the Company dated 30 March 2025.**

Original articles	Modified to
Article 6 The shareholders' general meeting is the power of authority of the Company and shall exercise its functions and powers in accordance with the laws.	Article 6 The shareholders' general meeting is the power of authority of the Company and shall exercise its functions and powers in accordance with the laws.:
(I) To decide the Company's operation policies and investment plans;	<del>(I) To decide the Company's operation policies and investment plans;</del>
(II) To elect and replace the directors who are not the employee representatives directors, and to determine matters relating to the remuneration of the directors;	<del>(II)</del> <u>(H)</u> To elect and replace the directors who are not the employee representatives directors, and to determine matters relating to the remuneration of the directors;
(III) To elect and replace the supervisors who are not the employee representatives supervisors and to determine matters relating to the remuneration of such supervisors;	<del>(III)</del> <u>(HHI)</u> To elect and replace the supervisors who are not the employee representatives supervisors and to determine matters relating to the remuneration of such supervisors;
(IV) To consider and approve the reports of the Board of Directors;	<del>(IV)</del> <u>(III)</u> To consider and approve the reports of the Board of Directors;
(V) To consider and approve the reports of the Board of Supervisors;	<del>(V)</del> <u>(IV)</u> To consider and approve the reports of the Board of Supervisors;
(VI) To consider and approve the annual financial budgets and final accounts of the Company;	<del>(VI) To consider and approve the annual financial budgets and final accounts of the Company;</del>
(VII) To consider and approve the profit distribution plans and plans for recovery of losses of the Company;	<del>(VII)</del> <u>(V)</u> To consider and approve the profit distribution plans and plans for recovery of losses of the Company;

Original articles	Modified to
(VIII) To make resolutions on increase or reduction of the Company's registered capital;	<del>(VIII)</del> To make resolutions on increase or reduction of the Company's registered capital
(IX) To make resolutions on the merger, division, reorganisation, dissolution, liquidation and other matters of the Company;	<del>(IX)</del> To make resolutions on the merger, division, reorganisation, dissolution, liquidation, <b>change of corporate form</b> and other matters of the Company;
(X) To make resolutions on the issuance of debentures by the Company;	<del>(X)</del> To make resolutions on the issuance of debentures by the Company;
(XI) To make resolutions on the appointment, dismissal or stopping reappointment accounting firm for annual auditing;	<del>(XI)</del> To make resolutions on the appointment, dismissal or stopping reappointment accounting firm for annual auditing;
(XII) To amend the Articles of Association;	<del>(XII)</del> To amend the Articles of Association;
(XIII) To consider the proposal of a shareholder (hereinafter referred to as the "Proposing Shareholder") holding 3% or more of the voting rights in the shares;	<del>(XIII)</del> To consider the proposal of a shareholder (hereinafter referred to as the "Proposing Shareholder") holding <del>3</del> <u>1</u> % or more of the voting rights in the shares;
(XIV) To consider and approve the matters in relation to purchase or disposal of material assets or provision of guarantee by the Company of a value exceeding 30% of the Company's latest audited total assets within one year;	<del>(XIV)</del> To consider and approve the matters in relation to purchase or disposal of material assets or provision of guarantee by the Company of a value exceeding 30% of the Company's latest audited total assets within one year;
(XV) To consider and approve the external guarantees specified in Article 7 of these rules;	<del>(XV)</del> To consider and approve the external guarantees specified in Article 7 of these rules;
(XVI) To consider and approve the share incentive plan;	<del>(XVI)</del> To consider and approve the share incentive plan;
(XVII) To consider and approve the change in the use of proceeds;	<del>(XVII)</del> To consider and approve the change in the use of proceeds;
(XVIII) Other matters which are required to be determined at the shareholders' general meeting in accordance with the laws, administrative regulations and the Articles of Association.	<del>(XVIII)</del> Other matters which are required to be determined at the shareholders' general meeting in accordance with the laws, administrative regulations and the Articles of Association.

Original articles	Modified to
<p>Article 11 The shareholders' general meeting shall be held on site in a convention hall.</p> <p>While ensuring the legitimacy and validity of shareholders' general meeting, the Company can provide convenience to the shareholders to attend such meeting by means of all kinds of modern information technologies provided that the conditions are in place. The shareholders attending the meeting through the aforesaid means are deemed present.</p>	<p>Article 11 <del>The shareholders' general meeting shall be held on site in a convention hall.</del> <b><u>The shareholders' general meeting shall be held on site in a convention hall or online meeting.</u></b></p> <p>While ensuring the legitimacy and validity of shareholders' general meeting, the Company can provide convenience to the shareholders to attend such meeting by means of all kinds of modern information technologies provided that the conditions are in place. The shareholders attending the meeting through the aforesaid means are deemed present <b><u>and may vote online.</u></b></p> <p><b><u>When convening shareholders' general meeting by online meeting or conducting online voting, the Company shall strictly comply with the relevant provisions of the Company Law, the securities regulatory authority of the jurisdictions where the Company's shares are listed and the stock exchange of the jurisdictions where the Company's shares are listed.</u></b></p>

Original articles	Modified to
<p>Article 13 The proposal to the Board of Directors on the convocation of an extraordinary general meeting shall be made in written form by the Board of Supervisors. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association, provide a written feedback on whether to agree or not to convene such meeting within ten (10) days after receiving the proposal.</p> <p>In the event that the Board of Directors agrees to convene the extraordinary general meeting, changes made to the original proposal in the notice shall be approved by the Board of Supervisors.</p> <p>In the event that the Board of Directors refuses to convene the extraordinary general meeting, or gives no feedback within ten (10) days after receiving the proposal, it shall be deemed that the Board of Directors is unable or fails to perform its duty to convene such meeting, and the Board of Supervisors can convene and preside over such meeting on its own.</p>	<p>Article 13 The proposal to the Board of Directors on the convocation of an extraordinary general meeting shall be made in written form by the Board of Supervisors. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association, provide a written feedback on whether to agree or not to convene such meeting within ten (10) days after receiving the proposal.</p> <p>In the event that the Board of Directors agrees to convene the extraordinary general meeting, <b><u>a notice on the convening of shareholders' general meeting shall be given within five (5) days after the resolution being made by the Board of Directors. Changes</u></b>changes made to the original proposal in the notice shall be approved by the Board of Supervisors.</p> <p>In the event that the Board of Directors refuses to convene the extraordinary general meeting, or gives no feedback within ten (10) days after receiving the proposal, it shall be deemed that the Board of Directors is unable or fails to perform its duty to convene such meeting, and the Board of Supervisors can convene and preside over such meeting on its own.</p>

Original articles	Modified to
<p>Article 17 The shareholders individually or jointly holding 3% or more of the Company's shares may put forward extraordinary proposals and submit them to the convener in written form ten (10) days before the date of meeting. The convener shall send a supplementary notice of the shareholders' general meeting to announce the contents of such extraordinary proposals within two (2) days after receiving the proposals. Unless otherwise provided in the Articles of Association or these rules, the Board of Directors shall incorporate the matters falling within the scope of duties of the shareholders' general meeting into the agenda of such meeting for the consideration.</p>	<p>Article 17 The shareholders individually or jointly holding <u>31%</u> or more of the Company's shares may put forward extraordinary proposals and submit them to the convener in written form ten (10) days before the date of meeting. The convener shall send a supplementary notice of the shareholders' general meeting to announce the contents of such extraordinary proposals within two (2) days after receiving the proposals. Unless otherwise provided in the Articles of Association or these rules, the Board of Directors shall incorporate the matters falling within the scope of duties of the shareholders' general meeting into the agenda of such meeting for the consideration.</p>
<p>Article 19 To convene the annual general meeting, the Company shall give a written notice twenty (20) days before the date of meeting, informing all shareholders of the time and place of the meeting and of the matters proposed to be considered at the meeting. To convene the extraordinary general meeting, the Company shall give a written notice fifteen (15) days before the date of meeting.</p> <p>The shareholders' general meeting shall be convened in Company domicile or such other place specified in the notice of the shareholders' general meeting.</p>	<p>Article 19 To convene the annual general meeting, the Company shall give a written notice twenty (20) days before the date of meeting, informing all shareholders of the time and place of the meeting and of the matters proposed to be considered at the meeting. To convene the extraordinary general meeting, the Company shall give a written notice fifteen (15) days before the date of meeting.</p> <p><b><u>The notice required under the preceding paragraph shall be made by way of announcement.</u></b></p> <p>The shareholders' general meeting shall be convened in Company domicile or such other place specified in the notice of the shareholders' general meeting.</p>
<p>Article 20 The extraordinary general meeting shall not review and approve resolutions that are not stated in the notice of meeting.</p>	<p>Article 20 <b><u>The shareholders' general meeting shall not resolve any matters that are not stated in the notice of meeting.</u></b><del>The extraordinary general meeting shall not review and approve resolutions that are not stated in the notice of meeting.</del></p>

Original articles	Modified to
<p>Article 22 Notice of the shareholders' general meeting shall:</p> <p>(I) Be in written form;</p> <p>(II) Specify the place, date and time of this meeting;</p> <p>(III) Set out the matters to be considered at the meeting;</p> <p>(IV) Specify the record date when the shareholders entitled to attend the shareholders' general meeting have their shares registered;</p> <p>(V) Provide shareholders with such information and explanation as necessary for them to make informed decisions on the matters to be discussed. The principle includes, but not limited to, a merger proposal, share repurchase, share capital restructuring or other restructuring. The specific terms and contract (if any) of the proposed transaction shall be provided, and the cause and effect of such proposal shall be properly explained;</p> <p>(VI) Disclose the nature and extent of the material conflict of interest, if any, of any director, supervisor, general manager and other senior management officer in the matters to be considered; and provide an explanation of the differences, if any, between the way in which the matter to be considered will affect such director, supervisor, general manager and other senior management officer in his capacity as shareholders and the way in which such matter will affect other shareholders of the same class;</p> <p>(VII) Contain the full text of any special resolution proposed to be passed at the meeting;</p>	<p>Article 22 Notice of the shareholders' general meeting shall:</p> <p>(I) Be in written form;</p> <p>(II) Specify the place, date and time of this meeting;</p> <p>(III) Set out the matters to be considered at the meeting;</p> <p>(IV) Specify the record date when the shareholders entitled to attend the shareholders' general meeting have their shares registered;</p> <p>(V) Provide shareholders with such information and explanation as necessary for them to make informed decisions on the matters to be discussed. The principle includes, but not limited to, a merger proposal, share repurchase, share capital restructuring or other restructuring. The specific terms and contract (if any) of the proposed transaction shall be provided, and the cause and effect of such proposal shall be properly explained;</p> <p>(VI) Disclose the nature and extent of the material conflict of interest, if any, of any director, supervisor, general manager and other senior management officer in the matters to be considered; and provide an explanation of the differences, if any, between the way in which the matter to be considered will affect such director, supervisor, general manager and other senior management officer in his capacity as shareholders and the way in which such matter will affect other shareholders of the same class;</p> <p>(VII) Contain the full text of any special resolution proposed to be passed at the meeting;</p>



Original articles	Modified to
<p>(VIII) Contain a clear statement that all shareholders entitled to attend and vote, and have the right to appoint proxies to attend and vote on his behalf and that such proxies need not be shareholders of the Company;</p> <p>(IX) Specify the time and place for lodging proxy forms for the relevant meeting; and</p> <p>(X) Set out the name and phone number of the standing contact person for meeting affairs.</p>	<p>(VIII) Contain a clear statement that <u>a shareholder entitled to attend and vote is entitled to appoint one or more shareholders' proxies to attend and vote on his behalf and that such shareholder's proxy(ies) need not be a shareholder(s)</u><del>all shareholders entitled to attend and vote, and have the right to appoint proxies to attend and vote on his behalf and that such proxies need not be shareholders of the Company;</del></p> <p>(IX) Specify the time and place for lodging proxy forms for the relevant meeting; and</p> <p>(X) Set out the name and phone number of the standing contact person for meeting affairs.</p>
<p>Article 28 Any shareholder who is entitled to attend and vote at a shareholders' general meeting shall be entitled to appoint one or more persons (whether a shareholder or not) as his proxy to attend and vote on his behalf. A proxy can exercise the following rights pursuant to the authorisation from such shareholder:</p> <p>(I) Such shareholder's right to speak at the meeting;</p> <p>(II) The right to demand a poll alone or jointly with others;</p> <p>(III) The right to vote by a show of hands or by a poll. However, when more than one proxy are entrusted, they can only vote by a poll.</p>	<p>Article 28 Any shareholder who is entitled to attend and vote at a shareholders' general meeting shall be entitled to appoint one or more persons (whether a shareholder or not) as his proxy to attend and vote on his behalf. <u>A shareholder that appoints a proxy to attend a shareholders' general meeting shall specify the matters in which the proxy will act, the authority, and the period. The proxy shall present a shareholder's proxy form to the Company, and exercise his voting rights within the scope of the proxy form.</u> A proxy can exercise the following rights pursuant to the authorisation from such shareholder:</p> <p>(I) Such shareholder's right to speak at the meeting;</p> <p>(II) The right to demand a poll alone or jointly with others;</p> <p>(III) The right to vote by a show of hands or by a poll. However, when more than one proxy are entrusted, they can only vote by a poll.</p>

Original articles	Modified to
<p>If the shareholder is a recognised clearing house as defined in the relevant regulations in force from time to time under the laws of Hong Kong (hereinafter referred to as “Approved Clearing House”) (or its proxy), such shareholder may authorise one or more persons it thinks fit to act as its proxy at any shareholders’ general meeting (or any creditors meeting); however, if more than one person is authorise, the power of attorney shall specify the number and class of the shares with respect to such persons so authorise. The power of attorney shall be executed by a person authorised by such recognised clearing house. The person so authorised may attend the meeting and exercise any rights on behalf of such recognised clearing house (or its proxy) (without producing any share certificate, notarised power of attorney and/or further evidence to prove that the person has been so authorised) as if such person were an individual shareholder of the Company.</p>	<p>If the shareholder is a recognised clearing house as defined in the relevant regulations in force from time to time under the laws of Hong Kong (hereinafter referred to as “Approved Clearing House”) (or its proxy), such shareholder may authorise one or more persons it thinks fit to act as its proxy at any shareholders’ general meeting (or any creditors meeting); however, if more than one person is authorise, the power of attorney shall specify the number and class of the shares with respect to such persons so authorise. The power of attorney shall be executed by a person authorised by such recognised clearing house. The person so authorised may attend the meeting and exercise any rights on behalf of such recognised clearing house (or its proxy) (without producing any share certificate, notarised power of attorney and/or further evidence to prove that the person has been so authorised) as if such person were an individual shareholder of the Company.</p>
<p>The Company shall issue proxy forms to shareholders entitled to attend and vote as it issues notices and announcements of the shareholders’ general meeting. The proxy form should also be published on the website of the stock exchange where the shares of the Company are listed and the website of the Company.</p>	<p>The Company shall issue proxy forms to shareholders entitled to attend and vote as it issues notices and announcements of the shareholders’ general meeting. The proxy form should also be published on the website of the stock exchange where the shares of the Company are listed and the website of the Company.</p>

Original articles	Modified to
<p>Article 29 Shareholders who are legal entities are represented by their legal representatives or persons authorised by their board of directors or other decision-making bodies to attend the shareholders' general meeting of the Company on their behalf; the legal representative of a legal person shareholder may entrust a proxy to attend the meeting on his behalf. Shareholders shall entrust their proxies by written instruments, which shall be made under the hand of the principal or his agent entrusted in writing. Where the principal is a legal person or other authority, the proxy form shall be made additionally under the seal of a legal person or other authorities or under the hand of his legal representative, directors or duly authorised agent in writing. If the proxy form is signed by a person authorised by the principal, the power of attorney or other authorisation instruments shall be notarised. The notarised power of attorney or other authorisation instruments shall be deposited, along with the proxy form, in the Company domicile or such other place specified in the notice of the meeting.</p>	<p>Article 29 Shareholders who are legal entities are represented by their legal representatives or persons authorised by their board of directors or other decision-making bodies to attend the shareholders' general meeting of the Company on their behalf; the legal representative of a legal person shareholder may entrust a proxy to attend the meeting on his behalf. Shareholders shall entrust their proxies by written instruments, which shall be made under the hand of the principal or his agent entrusted in writing. Where the principal is a legal person or other authority, the proxy form shall be made additionally under the seal of a legal person or other authorities or under the hand of his legal representative, directors or duly authorised agent in writing. If the proxy form is signed by a person authorised by the principal, the power of attorney or other authorisation instruments shall be notarised. The notarised power of attorney or other authorisation instruments shall be deposited, along with the proxy form, in the Company domicile or such other place specified in the notice of the meeting.</p>
<p>Article 32 The chairman of the shareholders' general meeting shall, prior to voting, announce the number of shareholders and proxies attending the on-site meeting and the total number of voting shares held by them, but the number of shareholders and proxies attending the on-site meeting and the total number of voting shares held by them as indicated in the register of the meeting shall prevail.</p>	<p>Article 32 The chairman of the <del>shareholders'</del> <del>general</del> meeting shall, prior to voting, announce the number of shareholders and proxies attending the on-site meeting and the total number of voting shares held by them, but the number of shareholders and proxies attending the on-site meeting and the total number of voting shares held by them as indicated in the register of the meeting shall prevail.</p>

Original articles	Modified to
<p>Article 33 The shareholders' general meeting shall be convened by the Board of Directors, and presided over and chaired by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable or fails to perform his duties, the vice chairman of the Board of Directors designated by the chairman of the Board of Directors shall preside over the meeting and act as the chairman of the meeting. If the vice chairman of the Board of Directors is unable or fails to perform his duties, a director jointly elected by more than half of the directors shall preside over the meeting and act as the chairman of the meeting. If no director is elected to take the chair, the shareholders present at the meeting may elect a chairman. If for any reason the shareholders fail to elect a chairman of the meeting, the shareholder (including his proxy) attending the meeting and holding the largest number of shares with voting rights shall chair the meeting.</p>	<p>Article 33 The shareholders' general meeting shall be convened by the Board of Directors, and presided over and chaired by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable or fails to perform his duties, the vice chairman of the Board of Directors designated by the chairman of the Board of Directors shall preside over the meeting and act as the chairman of the meeting. If the vice chairman of the Board of Directors is unable or fails to perform his duties, a director jointly elected by more than half of the directors shall preside over the meeting and act as the chairman of the meeting. If no director is elected to take the chair, the shareholders present at the meeting may elect a chairman. If for any reason the shareholders fail to elect a chairman of the meeting, the shareholder (including his proxy) attending the meeting and holding the largest number of shares with voting rights shall chair the meeting.</p>
<p>The shareholders' general meeting convened by the Board of Supervisors shall be presided over and chaired by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his duties, one supervisor shall be elected jointly by half or more of the supervisors to preside over the meeting.</p>	<p>The shareholders' general meeting convened by the Board of Supervisors shall be <b><u>presided over and chaired by</u></b> the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his duties, one supervisor shall be elected jointly by half or more of the supervisors to preside over the meeting.</p>
<p>In a shareholders' general meeting convened by shareholders on their own, Proposing Shareholders shall recommend a representative to serve as the chairman of the meeting to preside over the meeting. If Proposing Shareholders cannot recommend, the shareholder or the proxy present at the meeting holding the most shares shall act as the chairman of the meeting to preside over the meeting.</p>	<p>In a shareholders' general meeting convened by shareholders on their own, <b><u>shall be presided over by a representative elected by the convener.</u></b> <del>Proposing Shareholders shall recommend a representative to serve as the chairman of the meeting to preside over the meeting. If Proposing Shareholders cannot recommend, the shareholder or the proxy present at the meeting holding the most shares shall act as the chairman of the meeting to preside over the meeting.</del></p>

Original articles	Modified to
<p>Article 37 The voting right of the same shares shall be exercised only either by on-site voting or other means of voting. In case of multiple voting by the same shares, only the first vote will be deemed as valid.</p> <p>Any voting at the shareholders' general meetings shall be conducted by a poll, except that the proposals relating to procedural or administrative matters of the shareholders' general meeting can be voted upon a show of hands as decided by the chairman of the meeting in the principle of honesty and credibility.</p> <p>Shareholders and their proxies can exercise the voting rights of their shares with voting rights at the shareholders' general meeting on the basis of one vote for each share. Shares held by the Company shall have no voting rights and shall not be included in the total number of shares with voting rights present at shareholders' general meetings.</p>	<p>Article 37 The voting right of the same shares shall be exercised only either by on-site voting or other means of voting. In case of multiple voting by the same shares, only the first vote will be deemed as valid.</p> <p>Any voting at the shareholders' general meetings shall be conducted by a poll, except that the proposals relating to procedural or administrative matters of the shareholders' general meeting can be voted upon a show of hands as decided by the chairman of the meeting in the principle of honesty and credibility.</p> <p>Shareholders and their proxies can exercise the voting rights of their shares with voting rights at the shareholders' general meeting on the basis of one vote for each share. Shares held by the Company shall have no voting rights and shall not be included in the total number of shares with voting rights present at shareholders' general meetings.</p>
<p>Article 38 No alteration to the proposals will be allowed when they are being considered at the shareholders' general meetings. Otherwise, the relevant changes should be deemed to be a new proposal which cannot be resolved at such shareholders' general meeting.</p>	<p>Article 38 No alteration to the proposals will be allowed when they are being considered at the shareholders' general meetings. Otherwise, the relevant changes should be deemed to be a new proposal which cannot be resolved at such shareholders' general meeting.</p>

Original articles	Modified to
<p>Article 40 Resolutions of the shareholders' general meetings are classified as ordinary resolutions and special resolutions. Ordinary resolutions of the shareholders' general meeting shall be passed by more than one half of the voting rights represented by the shareholders (including proxies) present at the meeting. The following matters shall be resolved by way of ordinary resolutions at the shareholders' general meetings:</p> <p>(I) Work reports of the Board of Directors and of the Board of Supervisors;</p> <p>(II) Profit distribution plans and loss recovery plans prepared by the Board of Directors;</p> <p>(III) Appointment or removal, remuneration and payment method of members of the Board of Directors and the Board of Supervisors;</p> <p>(IV) The Company's annual budgets and final accounts, balance sheets, income statements and other financial statements;</p> <p>(V) Any matters other than those required by the laws, administrative regulations or the Articles to be approved by special resolution.</p>	<p>Article 40 Resolutions of the shareholders' general meetings are classified as ordinary resolutions and special resolutions. Ordinary resolutions of the shareholders' general meeting shall be passed by more than one half of the voting rights represented by the shareholders (including proxies) present at the meeting. The following matters shall be resolved by way of ordinary resolutions at the shareholders' general meetings:</p> <p>(I) Work reports of the Board of Directors and of the Board of Supervisors;</p> <p>(II) Profit distribution plans and loss recovery plans prepared by the Board of Directors;</p> <p>(III) Appointment or removal, remuneration and payment method of members of the Board of Directors and the Board of Supervisors;</p> <p><del>(IV) The Company's annual budgets and final accounts, balance sheets, income statements and other financial statements;</del></p> <p>(IV) Any matters other than those required by the laws, administrative regulations or the Articles to be approved by special resolution.</p>

Original articles	Modified to
<p>Special resolutions of the shareholders' general meeting shall be passed by more than two thirds of the voting rights represented by the shareholders (including proxies) present at the meeting. The following matters shall be approved by special resolutions at the shareholders' general meetings:</p>	<p>Special resolutions of the shareholders' general meeting shall be passed by more than two thirds of the voting rights represented by the shareholders (including proxies) present at the meeting. The following matters shall be approved by special resolutions at the shareholders' general meetings:</p>
<p>(I) Increase or reduction of the share capital, and issue of any class of shares, warrants and other similar securities of the Company;</p>	<p>(I) Increase or reduction of the share capital, and issue of any class of shares, warrants and other similar securities of the Company;</p>
<p>(II) Division, merger, dissolution and liquidation of the Company;</p>	<p>(II) Division, merger, dissolution and liquidation of the Company;</p>
<p>(III) Change of corporate form of the Company;</p>	<p>(III) Change of corporate form of the Company;</p>
<p>(IV) Purchase or disposal of material assets or provision of guarantee by the Company within one year of a value exceeding 30% of the Company's latest audited total assets;</p>	<p>(IV) Purchase or disposal of material assets or provision of guarantee by the Company within one year of a value exceeding 30% of the Company's latest audited total assets;</p>
<p>(V) Amendment to the Articles of Association;</p>	<p>(V) Amendment to the Articles of Association;</p>
<p>(VI) Any other matters prescribed by the laws, administrative regulations or the Articles of Association, and those matters approved by ordinary resolutions at a shareholders' general meeting as having a material impact on the Company and are required to be approved by special resolutions.</p>	<p>(VI) Any other matters prescribed by the laws, administrative regulations or the Articles of Association, and those matters approved by ordinary resolutions at a shareholders' general meeting as having a material impact on the Company and are required to be approved by special resolutions.</p>



Original articles	Modified to
<p>Article 42 If the host of the meeting has any doubt as to the resolution result put to vote, he may have the votes recounted. If the host does not have the votes recounted, any attending shareholder or proxy who objects to the result announced by the host of the meeting may require the votes to be recounted immediately after the declaration of the voting result, and the host of the meeting shall have the votes recounted immediately.</p>	<p>Article 42 If the <del>host</del><u>chairman</u> of the meeting has any doubt as to the resolution result put to vote, he may have the votes recounted. If the <u>chairman of the meeting</u><del>host</del> does not have the votes recounted, any attending shareholder or proxy who objects to the result announced by the <del>host</del><u>chairman</u> of the meeting may require the votes to be recounted immediately after the declaration of the voting result, and the <u>chairman</u><del>host</del> of the meeting shall have the votes recounted immediately.</p>
<p>Article 43 The Company shall not enter into any contract with any person other than a director, supervisor, or senior management personnel of the Company whereby the management and administration of the whole or any substantial part of any business of the Company is to be handed over to such a person without the approval of shareholders by special resolution in a shareholders' general meeting.</p>	<p>Article 43 The Company shall not enter into any contract with any person other than a director, supervisor, or senior management personnel of the Company whereby the management and administration of the whole or any substantial part of any business of the Company is to be handed over to such a person without the <u>prior</u> approval of shareholders <del>by special resolution</del> in a shareholders' general meeting.</p>
<p>Article 45 For every proposal, the chairman of the shareholders' general meeting shall announce the voting conditions, the voting result, and whether the proposal has been passed based on the voting result.</p> <p>Prior to formally announcing the voting result, all interested parties involved in the on-site voting, including the Company, the vote counter, the scrutineer and substantial shareholders, etc., have an obligation to keep the voting results confidential.</p>	<p>Article 45 For every proposal, the chairman of the shareholders' general meeting shall announce the voting conditions, the voting result, and whether the proposal has been passed based on the voting result.</p> <p>Prior to formally announcing the voting result, all interested parties involved in the on-site voting, including the Company, the vote counter, the scrutineer and substantial shareholders, etc., have an obligation to keep the voting results confidential.</p>
<p>Article 47 The shareholders' general meeting shall form a written resolution. The holder of the meeting shall be responsible for announcing the resolutions of the shareholders' general meeting in accordance with the Articles of Association, the provisions of these rules and the voting results of the meeting, and it shall be included in the minutes of the meeting.</p>	<p>Article 47 The shareholders' general meeting shall form a written resolution. The <del>holder</del> <u>chairman</u> of the meeting shall be responsible for announcing the resolutions of the shareholders' general meeting in accordance with the Articles of Association, the provisions of these rules and the voting results of the meeting, and it shall be included in the minutes of the meeting.</p>



Original articles	Modified to
<p>Article 49 The convener shall ensure that the contents of the minutes are true, accurate and complete. Directors, supervisors, secretary to the Board of Directors, conveners or his/her representative and the chairman of the meeting shall sign on the minutes. The minutes shall be kept together with the attendance register, proxy forms and valid records on other means of voting by the secretary to the Board of Directors according to the Company's file management system, and the preservation period shall be permanent.</p>	<p>Article 49 The convener shall ensure that the contents of the minutes are true, accurate and complete. Directors, supervisors, secretary to the Board of Directors, conveners or his/her representative and the chairman of the meeting shall sign on the minutes. The minutes shall be kept together with the attendance register, proxy forms and valid records on other means of voting by the secretary to the Board of Directors according to the Company's file management system, and the preservation period shall be permanent.</p>
<p>Article 51 The announcement of voting results of a shareholders' general meeting shall be published in a timely manner. The announcement shall set forth the number of shareholders and proxies attending the meeting, the total number of voting shares held by them and the proportion of shares with voting rights held by them to the total number of shares with voting rights of the Company, the total number of shares required to abstain from voting in the concurring votes and/or voting as requested by the securities regulatory authorities of the place where the shares of the Company are listed to individual proposals (if any), whether the shareholder who is required to abstain from voting has given up the voting right, the form of voting method, the voting result of each resolution and the vote scrutineers' identity.</p> <p>The Company shall publish an announcement at least thirty minutes before the morning market on the first working day after the meeting, or before any market starts (whichever is earlier).</p>	<p>Article 51 The announcement of voting results of a shareholders' general meeting shall be published in a timely manner. The announcement shall set forth the number of shareholders and proxies attending the meeting, the total number of voting shares held by them and the proportion of shares with voting rights held by them to the total number of shares with voting rights of the Company, the total number of shares required to abstain from voting in the concurring votes and/or voting as requested by the securities regulatory authorities of the place where the shares of the Company are listed to individual proposals (if any), <del>whether the shareholder who is required to abstain from voting has given up the voting right,</del> the form of voting method, the voting result of each resolution, <u>the details of the resolutions passed</u> and the <u>vote counter and</u> vote scrutineers' identity.</p> <p>The Company shall publish an announcement at least thirty minutes before the morning market on the first working day after the meeting, or before any market starts (whichever is earlier).</p>

The Proposed Amendments include uniformly changing “股東大會” in the Rules of Procedures of the Shareholders' General Meeting into “股東會” and the English translation remaining unchanged.

**Table 1 Proposed Further Amendments to the Rules of Procedure of the Shareholders' General Meeting, for details of which please see the announcement of the Company dated 13 May 2025.**

Original articles		Modified articles
1.	Article 2 These rules apply to the shareholders' general meetings of CIRC, and it is binding on the Company, all shareholders, proxies, directors, supervisors, senior management and other relevant personnel attending the shareholders' general meetings.	Article 2 These rules apply to the shareholders' general meetings of CIRC, and it is binding on the Company, all shareholders, proxies, directors, <del>supervisors</del> , senior management and other relevant personnel attending the shareholders' general meetings.
2.	<p>Article 6 The shareholders' general meeting is the power of authority of the Company and shall exercise its functions and powers in accordance with the laws.</p> <p>(I) To elect and replace the directors who are not the employee representatives directors, and to determine matters relating to the remuneration of the directors;</p> <p>(II) To elect and replace the supervisors who are not the employee representatives supervisors and to determine matters relating to the remuneration of such supervisors;</p> <p>(III) To consider and approve the reports of the Board of Directors;</p> <p>(IV) To consider and approve the reports of the Board of Supervisors;</p>	<p>Article 6 The shareholders' general meeting is the power of authority of the Company and shall exercise its functions and powers in accordance with the laws.</p> <p><del>(II)</del> To elect and replace the directors who are not the employee representatives directors, and to determine matters relating to the remuneration of the directors;</p> <p><del>(III) To elect and replace the supervisors who are not the employee representatives supervisors and to determine matters relating to the remuneration of such supervisors;</del></p> <p><del>(IV)</del> To consider and approve the reports of the Board of Directors;</p> <p><del>(V) To consider and approve the reports of the Board of Supervisors;</del></p>

Original articles	Modified articles
<p>(V) To consider and approve the profit distribution plans and plans for recovery of losses of the Company;</p> <p>(VI) To make resolutions on increase or reduction of the Company's registered capital;</p> <p>(VII) To make resolutions on the merger, division, reorganisation, dissolution, liquidation, change of corporate form and other matters of the Company;</p> <p>(VIII) To make resolutions on the issuance of debentures by the Company;</p> <p>(IX) To make resolutions on the appointment, dismissal or stopping reappointment accounting firm for annual auditing;</p> <p>(X) To amend the Articles of Association;</p> <p>(XI) To consider the proposal of a shareholder (hereinafter referred to as the "Proposing Shareholder") holding 1% or more of the voting rights in the shares;</p> <p>(XII) To consider and approve the matters in relation to purchase or disposal of material assets or provision of guarantee by the Company of a value exceeding 30% of the Company's latest audited total assets within one year;</p> <p>(XIII) To consider and approve the external guarantees specified in Article 7 of these rules;</p> <p>(XIV) To consider and approve the share incentive plan;</p> <p>(XV) To consider and approve the change in the use of proceeds;</p> <p>(XVI) Other matters which are required to be determined at the shareholders' general meeting in accordance with the laws, administrative regulations and the Articles of Association.</p>	<p><del>(VIII)</del> To consider and approve the profit distribution plans and plans for recovery of losses of the Company;</p> <p><del>(VIII)</del> To make resolutions on increase or reduction of the Company's registered capital;</p> <p><del>(IX)</del> To make resolutions on the merger, division, reorganisation, dissolution, liquidation, change of corporate form and other matters of the Company;</p> <p><del>(XVI)</del> To make resolutions on the issuance of debentures by the Company;</p> <p><del>(XVII)</del> To make resolutions on the appointment, dismissal or stopping reappointment accounting firm for annual auditing;</p> <p><del>(XVIII)</del> To amend the Articles of Association;</p> <p><del>(XIX)</del> To consider the proposal of a shareholder (hereinafter referred to as the "Proposing Shareholder") holding 1% or more of the voting rights in the shares;</p> <p>(XIV) To consider and approve the matters in relation to purchase or disposal of material assets or provision of guarantee by the Company of a value exceeding 30% of the Company's latest audited total assets within one year;</p> <p>(XVI) To consider and approve the external guarantees specified in Article 7 of these rules;</p> <p><del>(XVII)</del> To consider and approve the share incentive plan;</p> <p><del>(XVIII)</del> To consider and approve the change in the use of proceeds;</p> <p><del>(XIX)</del> Other matters which are required to be determined at the shareholders' general meeting in accordance with the laws, administrative regulations and the Articles of Association.</p>

	Original articles	Modified articles
3.	<p>Article 10 The Board of Directors shall convene an extraordinary general meeting within two (2) months from the occurrence of any of the following circumstances:</p> <p>(I) When the number of directors is less than the statutory minimum number stipulated in the Company Law or two-thirds of the number specified in the Articles of Association;</p> <p>(II) When the unrecovered losses of the Company amount to one third of the total amount of its paid-in share capital;</p> <p>(III) When any shareholder (hereinafter referred to as “Proposing Shareholder”) individually or jointly holding 10% or more of the total voting shares of the Company requests in writing for the convocation of an extraordinary general meeting;</p> <p>(IV) When deemed necessary by the Board of Directors;</p> <p>(V) When requested by the Board of Supervisors;</p> <p>(VI) Any other circumstances stipulated in the laws, administrative regulations or the Articles of Association.</p> <p>The abovementioned shareholding in clause (III) shall be calculated as of the day on which the written request is made.</p>	<p>Article 10 The Board of Directors shall convene an extraordinary general meeting within two (2) months from the occurrence of any of the following circumstances:</p> <p>(I) When the number of directors is less than the statutory minimum number stipulated in the Company Law or two-thirds of the number specified in the Articles of Association;</p> <p>(II) When the unrecovered losses of the Company amount to one third of the total amount of its paid-in share capital;</p> <p>(III) When any shareholder (hereinafter referred to as “Proposing Shareholder”) individually or jointly holding 10% or more of the total voting shares of the Company requests in writing for the convocation of an extraordinary general meeting;</p> <p>(IV) When deemed necessary by the Board of Directors;</p> <p>(V) When requested by the <del>Board of Supervisors</del> <b><u>Audit and Risk Management Committee</u></b>;</p> <p>(VI) Any other circumstances stipulated in the laws, administrative regulations or the Articles of Association.</p> <p>The abovementioned shareholding in clause (III) shall be calculated as of the day on which the written request is made.</p>
4.	<p>Article 12 Shareholders’ general meetings shall be convened by the Board of Directors; the Board of Supervisors and Proposing Shareholders may also convene and preside over shareholders’ general meetings in accordance with the Articles of Association and these rules.</p>	<p>Article 12 Shareholders’ general meetings shall be convened by the Board of Directors; the <del>Board of Supervisors</del> <b><u>Audit and Risk Management Committee</u></b> and Proposing Shareholders may also convene and preside over shareholders’ general meetings in accordance with the Articles of Association and these rules.</p>

Original articles	Modified articles
<p>5. Article 13 The proposal to the Board of Directors on the convocation of an extraordinary general meeting shall be made in written form by the Board of Supervisors. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association, provide a written feedback on whether to agree or not to convene such meeting within ten (10) days after receiving the proposal.</p> <p>In the event that the Board of Directors agrees to convene the extraordinary general meeting, changes made to the original proposal in the notice shall be approved by the Board of Supervisors.</p> <p>In the event that the Board of Directors refuses to convene the extraordinary general meeting, or gives no feedback within ten (10) days after receiving the proposal, it shall be deemed that the Board of Directors is unable or fails to perform its duty to convene such meeting, and the Board of Supervisors can convene and preside over such meeting on its own.</p>	<p>Article 13 The proposal to the Board of Directors on the convocation of an extraordinary general meeting shall be made in written form by the <del>Board of Supervisors</del> <b>Audit and Risk Management Committee</b>. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association, provide a written feedback on whether to agree or not to convene such meeting within ten (10) days after receiving the proposal.</p> <p>In the event that the Board of Directors agrees to convene the extraordinary general meeting, <b><u>the notice of such general meeting shall be issued within five days after the passing of the relevant resolution of the Board of Directors</u></b>, changes made to the original proposal in the notice shall be approved by the <del>Board of Supervisors</del> <b><u>Audit and Risk Management Committee</u></b>.</p> <p>In the event that the Board of Directors refuses to convene the extraordinary general meeting, or gives no feedback within ten (10) days after receiving the proposal, it shall be deemed that the Board of Directors is unable or fails to perform its duty to convene such meeting, and the <del>Board of Supervisors</del> <b><u>Audit and Risk Management Committee</u></b> can convene and preside over such meeting on its own.</p>

	Original articles	Modified articles
6.	<p>Article 14 If the Board of Directors is unable to perform or fails to perform its duty to convene a shareholders' general meeting, the Board of Supervisors shall convene and preside over the meeting in a timely manner; if the Board of Supervisors fails to convene and preside over the meeting, the shareholders who have held above ten percent of the Company's shares, either individually or collectively, for a period of above ninety consecutive days may convene and preside over the meeting on their own.</p> <p>In the event that the Proposing Shareholders request the convening of an extraordinary general meeting, the Board of Directors or the Board of Supervisors shall make a decision as to whether or not to convene an extraordinary general meeting within ten days from the date of receipt of such request and shall reply to the shareholders in writing.</p>	<p><del>Article 14 If the Board of Directors is unable to perform or fails to perform its duty to convene a shareholders' general meeting, the Board of Supervisors shall convene and preside over the meeting in a timely manner; if the Board of Supervisors fails to convene and preside over the meeting, the shareholders who have held above ten percent of the Company's shares, either individually or collectively, for a period of above ninety consecutive days may convene and preside over the meeting on their own.</del></p> <p><del>In the event that the Proposing Shareholders request the convening of an extraordinary general meeting, the Board of Directors or the Board of Supervisors shall make a decision as to whether or not to convene an extraordinary general meeting within ten days from the date of receipt of such request and shall reply to the shareholders in writing.</del></p> <p><b><u>In the event that shareholders alone or in aggregate holding 10% or more of the Company's shares request the Board of Directors to convene an extraordinary general meeting, such request shall be made in written form. The Board of Directors shall, in accordance with provisions of the laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of an extraordinary general meeting within ten days after receiving such proposal of the same.</u></b></p> <p><b><u>In the event that the Board of Directors agrees to convene an extraordinary general meeting, the notice of such general meeting shall be issued within five days after the passing of the relevant resolution of the Board of Directors. Any changes to the original request made in the notice shall require prior approval of the shareholders concerned.</u></b></p>

Original articles	Modified articles
	<p><u>In the event that the Board of Directors does not agree to convene an extraordinary general meeting or does not furnish any reply within ten days after receiving such proposal, shareholders alone or in aggregate holding 10% or more of the Company's shares shall be entitled to propose to the Audit and Risk Management Committee the convening of extraordinary general meeting, provided that such proposal shall be made in writing.</u></p> <p><u>In the event that the Audit and Risk Management Committee agrees to convene an extraordinary general meeting, the notice of general meeting shall be issued within five days after receiving such request. Any changes to the original request made in the notice shall require prior approval of the shareholders concerned.</u></p> <p><u>Failure of the Audit and Risk Management Committee to issue a notice of general meeting within the stipulated period shall be deemed as failure of the Audit and Risk Management Committee to convene and preside over a general meeting, and shareholders alone or in aggregate holding 10% or more of the Company's shares for more than ninety consecutive days shall be entitled to convene and preside over the meeting on an unilateral basis.</u></p>

Original articles		Modified articles
7.	Article 15 The Board and the secretary to the Board of Directors shall assist the Board of Supervisors or the shareholders in holding the shareholders' general meetings on their own.	Article 15 The Board and the secretary to the Board of Directors shall assist the <del>Board of Supervisors</del> <b>Audit and Risk Management Committee</b> or the shareholders in holding the shareholders' general meetings on their own.
8.	Article 16 To convene the shareholders' general meeting, the Proposing Shareholders, the Board of Directors, the Board of Supervisors shall be entitled to propose resolutions in writing to the Company. The Company shall incorporate the matters falling within the scope of duties of the shareholders' general meeting into the agenda of such meeting.	Article 16 To convene the shareholders' general meeting, the Proposing Shareholders, the Board of Directors, <del>the Board of Supervisors</del> shall be entitled to propose resolutions in writing to the Company. The Company shall incorporate the matters falling within the scope of duties of the shareholders' general meeting into the agenda of such meeting.
9.	Article 22 Notice of the shareholders' general meeting shall:  (I) Be in written form;  (II) Specify the place, date and time of this meeting;  (III) Set out the matters to be considered at the meeting;  (IV) Specify the record date when the shareholders entitled to attend the shareholders' general meeting have their shares registered;	Article 22 Notice of the shareholders' general meeting shall:  (I) Be in written form;  (II) Specify the place, date and time of this meeting;  (III) Set out the matters to be considered at the meeting;  (IV) Specify the record date when the shareholders entitled to attend the shareholders' general meeting have their shares registered;



Original articles	Modified articles
<p>(V) Provide shareholders with such information and explanation as necessary for them to make informed decisions on the matters to be discussed. The principle includes, but not limited to, a merger proposal, share repurchase, share capital restructuring or other restructuring. The specific terms and contract (if any) of the proposed transaction shall be provided, and the cause and effect of such proposal shall be properly explained;</p> <p>(VI) Disclose the nature and extent of the material conflict of interest, if any, of any director, supervisor, general manager and other senior management officer in the matters to be considered; and provide an explanation of the differences, if any, between the way in which the matter to be considered will affect such director, supervisor, general manager and other senior management officer in his capacity as shareholders and the way in which such matter will affect other shareholders of the same class;</p> <p>(VII) Contain the full text of any special resolution proposed to be passed at the meeting;</p> <p>(VIII) Contain a clear statement that a shareholder entitled to attend and vote is entitled to appoint one or more shareholders' proxies to attend and vote on his behalf and that such shareholder's proxy(ies) need not be a shareholder(s);</p> <p>(IX) Specify the time and place for lodging proxy forms for the relevant meeting;</p> <p>(X) Set out the name and phone number of the standing contact person for meeting affairs.</p>	<p>(V) Provide shareholders with such information and explanation as necessary for them to make informed decisions on the matters to be discussed. The principle includes, but not limited to, a merger proposal, share repurchase, share capital restructuring or other restructuring. The specific terms and contract (if any) of the proposed transaction shall be provided, and the cause and effect of such proposal shall be properly explained;</p> <p>(VI) Disclose the nature and extent of the material conflict of interest, if any, of any director, <del>supervisor</del>, general manager and other senior management officer in the matters to be considered; and provide an explanation of the differences, if any, between the way in which the matter to be considered will affect such director, <del>supervisor</del>, general manager and other senior management officer in his capacity as shareholders and the way in which such matter will affect other shareholders of the same class;</p> <p>(VII) Contain the full text of any special resolution proposed to be passed at the meeting;</p> <p>(VIII) Contain a clear statement that a shareholder entitled to attend and vote is entitled to appoint one or more shareholders' proxies to attend and vote on his behalf and that such shareholder's proxy(ies) need not be a shareholder(s);</p> <p>(IX) Specify the time and place for lodging proxy forms for the relevant meeting;</p> <p>(X) Set out the name and phone number of the standing contact person for meeting affairs.</p>

Original articles	Modified articles
<p>10. Article 25 If the election of directors or supervisors is proposed to be discussed at a shareholders' general meeting, the notice of such meeting shall, according to the laws, regulations, normative documents, the rules of the securities regulatory authority of the place where the shares of the Company are listed as well as the Articles of Association, adequately disclose the detailed information of the director or supervisor candidates, which shall at least include:</p> <p>(I) personal particulars, including educational background, work experience, and part-time job;</p> <p>(II) whether the candidate is connected with the Company or its controlling shareholders and de facto controller;</p> <p>(III) the number of shares in the Company held by each candidate;</p> <p>(IV) whether or not a candidate has been subject to any punishment by the securities regulatory authority of the State Council and other relevant authorities or the stock exchange;</p> <p>(V) other matters required to be disclosed by the listing rules of the place where the shares of the Company are listed.</p>	<p>Article 25 If the election of directors <del>or supervisors</del> is proposed to be discussed at a shareholders' general meeting, the notice of such meeting shall, according to the laws, regulations, normative documents, the rules of the securities regulatory authority of the place where the shares of the Company are listed as well as the Articles of Association, adequately disclose the detailed information of the director <del>or supervisor</del> candidates, which shall at least include:</p> <p>(I) personal particulars, including educational background, work experience, and part-time job;</p> <p>(II) whether the candidate is connected with the Company or its controlling shareholders and de facto controller;</p> <p>(III) the number of shares in the Company held by each candidate;</p> <p>(IV) whether or not a candidate has been subject to any punishment by the securities regulatory authority of the State Council and other relevant authorities or the stock exchange;</p> <p>(V) other matters required to be disclosed by the listing rules of the place where the shares of the Company are listed.</p>

Original articles	Modified articles
<p>11. Article 27 Shareholders can attend the shareholders' general meeting in person or appoint proxies to attend and vote on their behalf. The chairman of the Board of Directors shall attend the annual general meeting and invite the chairman of each committee to attend. If the chairman of the relevant committee does not attend, the chairman of such committee shall invite another member to attend. When the shareholders' general meeting is held, all directors, supervisors and secretary to the Board of Directors, as well as senior management of the Company shall attend the meeting. The auditors shall attend the annual general meeting, and reply to any questions in relation to audits, audit reports, accounting policies, the independence of auditors and other matters. To ensure the solemnity and normal order of the shareholders' general meeting, the Company is entitled to refuse persons other than abovementioned persons to enter into the venue of the shareholders' general meeting in accordance with law.</p>	<p>Article 27 Shareholders can attend the shareholders' general meeting in person or appoint proxies to attend and vote on their behalf. The chairman of the Board of Directors shall attend the annual general meeting and invite the chairman of each committee to attend. If the chairman of the relevant committee does not attend, the chairman of such committee shall invite another member to attend. When the shareholders' general meeting is held, all directors, <del>supervisors</del> and secretary to the Board of Directors, as well as senior management of the Company shall attend the meeting. The auditors shall attend the annual general meeting, and reply to any questions in relation to audits, audit reports, accounting policies, the independence of auditors and other matters. To ensure the solemnity and normal order of the shareholders' general meeting, the Company is entitled to refuse persons other than abovementioned persons to enter into the venue of the shareholders' general meeting in accordance with law.</p>

Original articles	Modified articles
<p>12. Article 33 The shareholders' general meeting shall be convened by the Board of Directors, and presided over and chaired by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable or fails to perform his duties, the vice chairman of the Board of Directors designated by the chairman of the Board of Directors shall preside over the meeting and act as the chairman of the meeting. If the vice chairman of the Board of Directors is unable or fails to perform his duties, a director jointly elected by more than half of the directors shall preside over the meeting and act as the chairman of the meeting. If no director is elected to take the chair, the shareholders present at the meeting may elect a chairman. If for any reason the shareholders fail to elect a chairman of the meeting, the shareholder (including his proxy) attending the meeting and holding the largest number of shares with voting rights shall chair the meeting.</p> <p>The shareholders' general meeting convened by the Board of Supervisors shall be presided over and chaired by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his duties, one supervisor shall be elected jointly by half or more of the supervisors to preside over the meeting.</p> <p>In a shareholders' general meeting convened by shareholders on their own, Proposing Shareholders shall recommend a representative to serve as the chairman of the meeting to preside over the meeting. If Proposing Shareholders cannot recommend, the shareholder or the proxy present at the meeting holding the most shares shall act as the chairman of the meeting to preside over the meeting.</p>	<p>Article 33 The shareholders' general meeting shall be convened by the Board of Directors, and presided over and chaired by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable or fails to perform his duties, the vice chairman of the Board of Directors designated by the chairman of the Board of Directors shall preside over the meeting and act as the chairman of the meeting. If the vice chairman of the Board of Directors is unable or fails to perform his duties, a director jointly elected by more than half of the directors shall preside over the meeting and act as the chairman of the meeting. If no director is elected to take the chair, the shareholders present at the meeting may elect a chairman. If for any reason the shareholders fail to elect a chairman of the meeting, the shareholder (including his proxy) attending the meeting and holding the largest number of shares with voting rights shall chair the meeting.</p> <p>The shareholders' general meeting convened by the <del>Board of Supervisors</del> <b><u>Audit and Risk Management Committee</u></b> shall be chaired by the chairman of the <del>Board of Supervisors</del> <b><u>Audit and Risk Management Committee</u></b>. If the chairman of the <del>Board of Supervisors</del> <b><u>Audit and Risk Management Committee</u></b> is unable or fails to perform his duties, one <del>supervisor</del> <b><u>member of the Audit and Risk Management Committee</u></b> shall be elected jointly by <del>over half or more of the supervisors</del> <b><u>over half or more of the members of the Audit and Risk Management Committee</u></b> to preside over the meeting.</p> <p><del>The</del> <b><u>In</u></b> a shareholders' general meeting convened by shareholders on their own, <del>shall be presided over by a representative elected by the convener.</del> <b><u>shall be presided over by a representative elected by the convener.</u></b> Proposing Shareholders shall recommend a representative to serve as the chairman of the meeting to preside over the meeting. If Proposing Shareholders cannot recommend, the shareholder or the proxy present at the meeting holding the most shares shall act as the chairman of the meeting to preside over the meeting.</p>

Original articles		Modified articles
13.	Article 34 Directors, supervisors and senior management shall respond or make explanations on the inquiries and suggestions raised by shareholders.	Article 34 Directors, <del>supervisors</del> and senior management shall respond or make explanations on the inquiries and suggestions raised by shareholders.
14.	Article 35 The Board of Directors and the Board of Supervisors shall report on their work during the past year to the shareholders' general meeting at annual general meetings.	Article 35 The Board of Directors <del>and the Board of Supervisors</del> shall report on their work during the past year to the shareholders' general meeting at annual general meetings.
15.	Article 39 In electing directors who are not the employee representatives and supervisors who are not the employee representatives at the shareholders' general meeting, the nomination of directors and supervisors shall be proposed to the shareholders' general meeting for voting by way of proposals. The shareholders' general meeting shall vote on the director and supervisor candidates one by one after considering the proposals regarding the election of directors and supervisors.	Article 39 In electing directors who are not the employee representatives <del>and supervisors who are not the employee representatives</del> at the shareholders' general meeting, the nomination of directors <del>and supervisors</del> shall be proposed to the shareholders' general meeting for voting by way of proposals. The shareholders' general meeting shall vote on the director <del>and supervisor</del> candidates one by one after considering the proposals regarding the election of directors <del>and supervisors</del> .

Original articles	Modified articles
<p>16. Article 40 Resolutions of the shareholders' general meetings are classified as ordinary resolutions and special resolutions. Ordinary resolutions of the shareholders' general meeting shall be passed by more than one half of the voting rights represented by the shareholders (including proxies) present at the meeting. The following matters shall be resolved by way of ordinary resolutions at the shareholders' general meetings:</p> <p>(I) Work reports of the Board of Directors and of the Board of Supervisors;</p> <p>(II) Profit distribution plans and loss recovery plans prepared by the Board of Directors;</p> <p>(III) Appointment or removal, remuneration and payment method of members of the Board of Directors and the Board of Supervisors;</p> <p>(IV) The Company's annual budgets and final accounts, balance sheets, income statements and other financial statements;</p> <p>(V) Any matters other than those required by the laws, administrative regulations or the Articles to be approved by special resolution.</p>	<p>Article 40 Resolutions of the shareholders' general meetings are classified as ordinary resolutions and special resolutions. Ordinary resolutions of the shareholders' general meeting shall be passed by more than one half of the voting rights represented by the shareholders (including proxies) present at the meeting. The following matters shall be resolved by way of ordinary resolutions at the shareholders' general meetings:</p> <p>(I) Work reports of the Board of Directors <del>and of the Board of Supervisors;</del></p> <p>(II) Profit distribution plans and loss recovery plans prepared by the Board of Directors;</p> <p>(III) Appointment or removal, remuneration and payment method of members of the Board of Directors <del>and the Board of Supervisors;</del></p> <p><del>(IV) The Company's annual budgets and final accounts, balance sheets, income statements and other financial statements;</del></p> <p>(IV) Any matters other than those required by the laws, administrative regulations or the Articles to be approved by special resolution.</p>

Original articles	Modified articles
<p>Special resolutions of the shareholders' general meeting shall be passed by more than two thirds of the voting rights represented by the shareholders (including proxies) present at the meeting. The following matters shall be approved by special resolutions at the shareholders' general meetings:</p> <p>(I) Increase or reduction of the share capital, and issue of any class of shares, warrants and other similar securities of the Company;</p> <p>(II) Division, merger, dissolution and liquidation of the Company;</p> <p>(III) Change of corporate form of the Company;</p> <p>(IV) Purchase or disposal of material assets or provision of guarantee by the Company within one year of a value exceeding 30% of the Company's latest audited total assets;</p> <p>(V) Amendment to the Articles of Association;</p> <p>(VI) Any other matters prescribed by the laws, administrative regulations or the Articles of Association, and those matters approved by ordinary resolutions at a shareholders' general meeting as having a material impact on the Company and are required to be approved by special resolutions.</p>	<p>Special resolutions of the shareholders' general meeting shall be passed by more than two thirds of the voting rights represented by the shareholders (including proxies) present at the meeting. The following matters shall be approved by special resolutions at the shareholders' general meetings:</p> <p>(I) Increase or reduction of the share capital, and issue of any class of shares, warrants and other similar securities of the Company;</p> <p>(II) Division, merger, dissolution and liquidation of the Company;</p> <p>(III) Change of corporate form of the Company;</p> <p>(IV) Purchase or disposal of material assets or provision of guarantee by the Company within one year of a value exceeding 30% of the Company's latest audited total assets;</p> <p>(V) Amendment to the Articles of Association;</p> <p>(VI) Any other matters prescribed by the laws, administrative regulations or the Articles of Association, and those matters approved by ordinary resolutions at a shareholders' general meeting as having a material impact on the Company and are required to be approved by special resolutions.</p>
<p>17. Article 43 The Company shall not enter into any contract with any person other than a director, supervisor, or senior management personnel of the Company whereby the management and administration of the whole or any substantial part of any business of the Company is to be handed over to such a person without the approval of shareholders by special resolution in a shareholders' general meeting.</p>	<p>Article 43 The Company shall not enter into any contract with any person other than a director, <del>supervisor</del>, or senior management personnel of the Company whereby the management and administration of the whole or any substantial part of any business of the Company is to be handed over to such a person without the <b>prior</b> approval of shareholders <del>by special resolution</del> in a shareholders' general meeting.</p>

Original articles	Modified articles
<p>18. Article 48 The secretary to the Board of Directors is responsible for making the minutes of the shareholders' general meeting, which shall record the following:</p> <p>(1) number of shareholders and proxies attending the meetings, the number of shares with voting rights held by them and the percentage of their shares to the total number of shares of the Company;</p> <p>(2) place, date, time, agenda of the meetings, and the name of the convener;</p> <p>(3) names of the chairman of the meetings, directors, supervisors, general manager and other senior management members who attend or observe the meetings;</p> <p>(4) summary of the speech on the considered matters of each addressor;</p> <p>(5) discussion and voting results of each matter;</p> <p>(6) names of shareholders who make proposals in the meetings, the percentage of their shares to the total number of shares of the Company and details of such proposals;</p> <p>(7) enquiries or suggestions of shareholders and the responses and explanation;</p> <p>(8) names of the the vote counter and the scrutineer;</p> <p>(9) other matters which shall be recorded in the minutes as required by laws, regulations, rules, the Articles of Association and these rules and deemed as necessary by the shareholders' general meeting.</p>	<p>Article 48 The secretary to the Board of Directors is responsible for making the minutes of the shareholders' general meeting, which shall record the following:</p> <p>(1) number of shareholders and proxies attending the meetings, the number of shares with voting rights held by them and the percentage of their shares to the total number of shares of the Company;</p> <p>(2) place, date, time, agenda of the meetings, and the name of the convener;</p> <p>(3) names of the chairman of the meetings, directors, <del>supervisors</del>, general manager and other senior management members who attend or observe the meetings;</p> <p>(4) summary of the speech on the considered matters of each addressor;</p> <p>(5) discussion and voting results of each matter;</p> <p>(6) names of shareholders who make proposals in the meetings, the percentage of their shares to the total number of shares of the Company and details of such proposals;</p> <p>(7) enquiries or suggestions of shareholders and the responses and explanation;</p> <p>(8) names of the the vote counter and the scrutineer;</p> <p>(9) other matters which shall be recorded in the minutes as required by laws, regulations, rules, the Articles of Association and these rules and deemed as necessary by the shareholders' general meeting.</p>

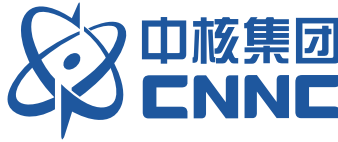


Original articles	Modified articles
19. Article 49 The convener shall ensure that the contents of the minutes are true, accurate and complete. Directors, supervisors, secretary to the Board of Directors, conveners or his/her representative and the chairman of the meeting shall sign on the minutes. The minutes shall be kept together with the attendance register, proxy forms and valid records on other means of voting by the secretary to the Board of Directors according to the Company's file management system, and the preservation period shall be permanent.	Article 49 The convener shall ensure that the contents of the minutes are true, accurate and complete. Directors, <del>supervisors,</del> secretary to the Board of Directors, conveners or his/her representative and the chairman of the meeting shall sign on the minutes. The minutes shall be kept together with the attendance register, proxy forms and valid records on other means of voting by the secretary to the Board of Directors according to the Company's file management system, and the preservation period shall be permanent.
20. Article 52 The board of directors is responsible for the implementation of the resolution reached at the general meeting and requires the general manager to handle the specific implementation according to the content of the resolution and responsibilities; the matters as to the implementation of the Board of Supervisors are required to be directly organised by the chairman of the Board of Supervisors.	Article 52 The board of directors is responsible for the implementation of the resolution reached at the general meeting and requires the general manager to handle the specific implementation according to the content of the resolution and responsibilities; <del>the matters as to the implementation of the Board of Supervisors are required to be directly organised by the chairman of the Board of Supervisors.</del>
21. Article 53 The implementation of the resolutions shall be reported by the general manager to the Board of Directors, and the Board of Directors shall report to the shareholders' general meeting. Issues related to the implementation of the Board of Supervisors shall be reported to the shareholders' general meeting by the Board of Supervisors. The Board of Supervisors may also notify the Board of Directors if it deems necessary.	Article 53 The implementation of the resolutions shall be reported by the general manager to the Board of Directors, and the Board of Directors shall report to the shareholders' general meeting. <del>Issues related to the implementation of the Board of Supervisors shall be reported to the shareholders' general meeting by the Board of Supervisors. The Board of Supervisors may also notify the Board of Directors if it deems necessary.</del>

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## NOTICE OF ANNUAL GENERAL MEETING

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### CHINA ISOTOPE & RADIATION CORPORATION

### 中國同輻股份有限公司

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

**(Stock Code: 1763)**

#### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN by the board (the “**Board**”) of directors (the “**Directors**”) of China Isotope & Radiation Corporation (the “**Company**”) that the annual general meeting of the Company (the “**AGM**”) will be held at 10:00 a.m. on Tuesday, 3 June, 2025 at Room 403, No. 66 Changwa Middle Street, Haidian District, Beijing, China by way of physical meeting to consider and, if thought fit, approve the following resolutions of the Company (unless otherwise specified, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 13 May 2025 (the “**Circular**”)):

#### ORDINARY RESOLUTIONS

1. To consider and approve the 2024 report of the Board of the Company.
2. To consider and approve the 2024 report of the Board of Supervisors of the Company.
3. To consider and approve the 2024 final accounts of the Company.
4. To consider and approve the 2025 financial budget plan of the Company.
5. To consider and approve the proposed declaration and distribution of a final dividend in the amount of RMB0.3090 per share (inclusive of tax) for the year ended 31 December 2024 (the “**Final Dividend**”).
6. To consider and approve the 2025 investment plan of the Company.
7. To consider and approve the proposed amendments to the Rules of Procedure for the Board.
8. To consider and approve the proposed amendments to the Rules of Procedure of the Shareholders’ General Meeting.
9. To consider and approve the re-appointment of SHINEWING (HK) CPA Limited as the Company’s international auditor for the year ending 31 December 2025, for a term of office until the next annual general meeting of the Company, and its audit fee shall be RMB1.85 million.

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## NOTICE OF ANNUAL GENERAL MEETING

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10. To consider and approve the appointment of Ms. Ma Xiaoyu as an executive Director.

### SPECIAL RESOLUTION

11. To consider and approve the proposed amendments to the Articles of Association.

By Order of the Board  
**China Isotope & Radiation Corporation**  
**Han Yongjiang**  
*Chairman*

Beijing, the PRC, 13 May 2025

*As at the date of this notice, the Board comprises Mr. Han Yongjiang, Mr. Zhang Junqi and Ms. Huo Yingying as executive Directors; Mr. Chen Zan, Mr. Ding Jianmin and Ms. Chang Jinyu as non-executive Directors; and Mr. Poon Chiu Kwok, Ms. Chen Jingshan, Mr. Lu Chuang and Mr. An Rui as independent non-executive Directors.*

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. The register of members of the Company will be closed from Wednesday, 28 May 2025 to Tuesday, 3 June 2025 (both dates inclusive), during which period no transfer of Shares will be registered. Shareholders whose names appear on the register of members of the Company on Tuesday, 3 June 2025 will be entitled to attend and vote at the AGM. In order to be qualified to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with (in respect of holders of H Shares) the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong or, (in respect of holders of Domestic Shares) the Company's head office and principal place of business in the PRC at No. 66 Changwa Middle Street, Haidian District, Beijing, China, for registration no later than 4:30 p.m. on Tuesday, 27 May 2025.
2. The register of members of the Company will be closed from Monday, 9 June 2025 to Thursday, 12 June 2025 (both dates inclusive), during which period no transfer of Shares will be registered. Shareholders whose names appear on the register of members of the Company on Thursday, 12 June 2025 will be entitled to receive the Final Dividend. In order to be entitled to the Final Dividend, all transfer documents accompanied by the relevant share certificates must be lodged with (in respect of holders of H Shares) the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong or, (in respect of holders of Domestic Shares) the Company's head office and principal place of business in the PRC at No. 66 Changwa Middle Street, Haidian District, Beijing, China, for registration no later than 4:30 p.m. on Friday, 6 June 2025.
3. Each Shareholder who is entitled to attend and vote at the AGM may appoint one or more proxies in writing to attend and vote on his behalf. A proxy need not be a Shareholder.
4. The instrument appointing a proxy must be in writing by the appointor or his attorney duly authorised in writing, or if the appointor is a legal entity, either under seal or signed by a director or a duly authorised attorney. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign or other authorisation document must be notarised.
5. To be valid, the proxy form and notarised power of attorney or other authorisation document must be delivered to (in respect of holders of H Shares) the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, or (in respect of holders of Domestic Shares) the Company's head office and principal place of business in the PRC at No. 66 Changwa Middle Street, Haidian District, Beijing, China, as soon as possible but in any event no later than 24 hours before the time stipulated for holding the AGM (i.e. before 10:00 a.m. on Monday, 2 June 2025) or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting at the AGM or at any adjourned meeting if you so wish. If a shareholder appoints more than one proxy, such proxies shall only exercise the right to vote by poll.
6. Shareholders or their proxies should produce proof of identity when attending the AGM. If a Shareholder is a legal entity, its legal representative or other person authorised by the board of directors or other governing body of such shareholder may attend the AGM by producing a notarially certified copy of the resolution of the board of directors or other governing body of such shareholder appointing such person to attend the AGM.
7. If Shares are held by joint holders, any such person may vote in person or by proxy at the AGM or at any adjourned meeting thereof, in respect of such Shares as if he/she was solely entitled thereto; whereas when two or more joint holders attend the AGM in person or by proxy(ies), only the person whose name appears first in the register of members in respect of such Shares shall alone be entitled to vote in respect thereof.
8. The AGM is expected to last for no more than half a day. Shareholders (or their proxies) attending the AGM in person are responsible for their own transportation and accommodation expenses.
9. Contact information of the Company  
  
Address: No. 66 Changwa Middle Street, Haidian District, Beijing, China  
(For the attention of the Joint Company Secretary)  
Tel: +86 10 68511807  
Fax: +86 10 68512374  
Email: ir@circ.com.cn
10. References to dates and times in this notice are to Hong Kong dates and times.