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**Contemporary Amperex Technology Co., Limited**

**寧德時代新能源科技股份有限公司**

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

**(Stock Code: 3750)**

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND  
ITS APPENDICES  
PROPOSED AMENDMENTS TO CERTAIN RULES  
AND SYSTEMS OF THE COMPANY  
CHANGE OF DIRECTOR  
ADJUSTMENT TO THE COMPOSITION PLAN OF THE  
COMMITTEE UNDER THE BOARD**

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS  
APPENDICES**

To reflect the changes of registered capital and share capital of Contemporary Amperex Technology Co., Limited (the “**Company**”, together with its subsidiaries, the “**Group**”), and to further comply with the requirements of the latest Transitional Arrangements for the Implementation of Supporting Systems and Rules for the New Company Law (《關於新<公司法>配套制度規則實施相關過渡期安排》), Guidelines on the Articles of Listed Companies (《上市公司章程指引》), Rules Governing the Listing of Shares on the ChiNext Market of Shenzhen Stock Exchange, (《深圳證券交易所創業板股票上市規則》), the Self-regulatory Guidelines for the Companies Listed on the Shenzhen Stock Exchange No. 2 – Standardized Operation of Listed Companies on the ChiNext Market (《深圳證券交易所上市公司自律監管指引第2號——創業板上市公司規範運作》), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) (together, the “**Relevant Regulatory Requirements**”) and other relevant laws and regulations, in light of the actual circumstances of the Company, the Board, at the tenth meeting of the fourth session, proposed to make corresponding amendments to the relevant provisions of the articles of association of the Company (the “**Articles of Association**”) and its appendices, including the rules of procedures of the Shareholders’ meetings of the Company (the “**Rules of Procedures of Shareholders’ Meetings**”) and the rules of procedures of the Board (the “**Rules of Procedures of the Board**”) (the “**Proposed Amendments**”). Details of the Proposed Amendments are set forth in the appendices to this announcement.

The Proposed Amendments are subject to the approval of the Shareholders by way of special resolutions at the forthcoming extraordinary general meeting of the Company (the “**EGM**”). Upon obtaining the approval for the Proposed Amendments at the EGM, the corporate governance structure of the Company will be adjusted, and the rules of procedure for the Board of Supervisors will be repealed accordingly.

## PROPOSED AMENDMENTS TO CERTAIN SYSTEMS OF THE COMPANY

To further comply with the requirements of the Relevant Regulatory Requirements and other relevant laws and regulations, in light of the actual circumstances of the Company, the Board, at the tenth meeting of the fourth session, proposed to make corresponding amendments to certain rules and systems of the Company, among which, the amendments to (i) Implementation Rules of Cumulative Voting System; (ii) External Investment Management System; (iii) Entrusted Wealth Management System; (iv) Related Party (Connected) Transactions Management System; (v) External Guarantee Management System; (vi) External Donations Management System; (vii) Raised Funds Management System; and (viii) System for Preventing Fund Occupation by Controlling Shareholders and their Related Parties are subject to the approval of the Shareholders by way of ordinary resolutions at the forthcoming EGM.

## CHANGE OF DIRECTOR

The Board hereby announces that due to change of corporate governance structure, Mr. Zhao Fenggang tendered his resignation as an executive Director and a member of the strategy committee of the Board with effect from December 5, 2025, but will continue to serve as the co-president of the research and development system and the co-president of the engineering and manufacturing system of the Company.

Mr. Zhao Fenggang has confirmed that he has no disagreement with the Board and there are no other matters relating to his resignation that need to be brought to the attention of the Shareholders.

The Board would like to express its sincere gratitude to Mr. Zhao Fenggang for his contributions to the Company during his tenure as an executive Director.

The Board held a meeting on December 5, 2025 to propose to appoint Mr. Wu Yingming as an executive Director and a member of the strategy committee under the Board for a term commencing from the date of approval at the EGM until the expiration of the term of the fourth session of the Board, conditional upon the approval of the Proposed Amendments by the Shareholders at the EGM.

The biographical details of Mr. Wu Yingming required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules are as follows:

**Mr. Wu Yingming (吳映明)**, aged 58, joined the Group in December 2015 and currently serves as the chairman of the board of supervisors and the regional management head of the Company, and he is also the director and general manager of United Auto Battery Co., Ltd. (時代上汽動力電池有限公司), the general manager of Ruiting Contemporary Ampere Technology (Shanghai) Limited (瑞庭時代(上海)新能源科技有限公司), the executive director and general manager of Ningbo Meishan Baoshuigang District Wending Investment Co., Ltd. (寧波梅山保税港區問鼎投資有限公司), the executive director of Shenzhen Times Future Energy Technology Co., Ltd., the director of Shenzhen Shengde New Energy Technology Co., Ltd. (深圳盛德新能源科技有限公司) and the executive director and general manager of Ningbo Meishan Bonded Port Beidao Investment Management Co., Ltd. (寧波梅山保税港區倍道投資管理有限公司).

Previously, Mr. Wu successively served as the procurement and information technology director of Dongguan Ampere Technology Co., Ltd. (東莞新能源科技有限公司), the procurement director of Ningde Ampere Technology Co., Ltd. (寧德新能源科技有限公司), the procurement and information technology director of the Company and the general manager of Jiangsu Contemporary Ampere Technology Limited (江蘇時代新能源科技有限公司).

Mr. Wu obtained a bachelor's degree in computer software from Northeastern University of Technology (東北工學院) (currently known as Northeastern University (東北大學)) in July 1989.

Save as disclosed above, Mr. Wu Yingming confirmed that, (i) he does not hold any other positions in the Company or any of its subsidiaries and also has not served as a director or a supervisor in any other listed companies in the past three years; (ii) he does not have any relationship with any other directors, supervisors, senior management or substantial or controlling shareholders of the Company or any of its subsidiaries; (iii) he does not have any interest in any Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as of the date of this announcement; (iv) there is no other information that needs to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules; and (v) there are no other matters concerning the proposed appointment of him as an executive Director that need to be brought to the attention of the Shareholders.

If the proposed appointment of Mr. Wu Yingming as an executive Director is approved at the EGM, the Company will enter into a Director's service contract with him as soon as possible. Mr. Wu Yingming will be entitled to remuneration based on his existing position and will not be entitled to any specific remuneration for his directorship.

A circular containing, among others, further details of the Proposed Amendments, amendments to certain systems of the Company, the proposed appointment of Director and a notice of the EGM, together with a form of proxy for use at the EGM, will be published on the website of the Company ([www.catl.com](http://www.catl.com)) and the website of The Stock Exchanges of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) in due course.

## **ADJUSTMENT TO THE COMPOSITION PLAN OF THE COMMITTEE UNDER THE BOARD**

The Board held a meeting on December 5, 2025, in relation to the resolution of adjustment to the composition plan of the Nomination Committee under the Board of the fourth session of the Board of the Company was considered and approved. Nomination Committee under the Board has been adjusted as follows:

Nomination Committee: Mr. Zeng Yuqun, Mr. Lin Xiaoxiong and Dr. Zhao Bei, of which Mr. Lin Xiaoxiong is the Chairperson of the Nomination Committee.

By order of the Board  
**Contemporary Amperex Technology Co., Limited**  
**Mr. Zeng Yuqun**  
*Chairman of the Board, Executive Director and General Manager*

Ningde, the PRC, December 5, 2025

*As of the date of this announcement, the Board comprises Mr. Zeng Yuqun as chairman and executive Director; Mr. Pan Jian, Mr. Li Ping, Mr. Zhou Jia and Dr. Ouyang Chuying as executive Directors; and Dr. Wu Yuhui, Mr. Lin Xiaoxiong and Dr. Zhao Bei as independent non-executive Directors.*

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

Before amendments	After amendments
<p>Article 1 The Articles of Association are formulated in accordance with the Company Law of the PRC (the “Company Law”), the Securities Law of the PRC (the “Securities Law”) and other relevant laws, as well as the Rules Governing the Listing of Shares on the ChiNext of the Shenzhen Stock Exchange, the Guidelines for Articles of Association of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and other relevant provisions, to safeguard the legitimate rights and interests of Contemporary Amperex Technology Co., Limited (the “Company”), its shareholders and creditors, and to regulate the organization and activities of the Company.</p>	<p>Article 1 The Articles of Association are formulated in accordance with the Company Law of the PRC (the “Company Law”), the Securities Law of the PRC (the “Securities Law”) and other relevant laws, as well as the Rules Governing the Listing of Shares on the ChiNext of the Shenzhen Stock Exchange, the Guidelines for Articles of Association of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and other relevant provisions, to safeguard the legitimate rights and interests of Contemporary Amperex Technology Co., Limited (the “Company”), its shareholders, <b>employees</b> and creditors, and to regulate the organization and activities of the Company.</p>
<p>Article 3 As approved by the China Securities Regulatory Commission (“CSRC”) on May 18, 2018, the Company initially issued 217,243,733 RMB-denominated ordinary shares (the “A Shares”) to the public which were listed on the ChiNext of the Shenzhen Stock Exchange (the “SZSE”) on June 11, 2018. Upon the filing with the CSRC on <del>[-]</del>, the Company conducted the initial public offering of <del>[-]</del> overseas listed foreign shares in Hong Kong (the “H Shares”), which were listed on The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) on <del>[-]</del>.</p>	<p>Article 3 As approved by the China Securities Regulatory Commission (“CSRC”) on May 18, 2018, the Company initially issued 217,243,733 RMB-denominated ordinary shares (the “A Shares”) to the public which were listed on the ChiNext of the Shenzhen Stock Exchange (the “SZSE”) on June 11, 2018. Upon the filing with the CSRC on <b>March 25, 2025</b>, the Company conducted the initial public offering of <b>135,578,600</b> overseas listed foreign shares in Hong Kong (the “H Shares”) (prior to the full exercise of the over-allotment option), which were listed on The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) on <b>May 20, 2025</b>.</p>
<p>Article 6 The registered capital of the Company is RMB<del>[-]</del>.</p> <p>Where there is a change in the total registered capital of the Company due to the increase or reduction of its registered capital, upon approval at a shareholders’ meeting for a resolution on increase or reduction of registered capital, the Board of Directors of the Company shall be authorized by a resolution to complete the registration procedures for the change in registered capital.</p>	<p>Article 6 The registered capital of the Company is RMB<b>4,563,608,365</b>.</p> <p>Where there is a change in the total registered capital of the Company due to the increase or reduction of its registered capital, upon approval at a shareholders’ meeting for a resolution on increase or reduction of registered capital, the Board of Directors of the Company shall be authorized by a resolution to complete the registration procedures for the change in registered capital.</p>

Before amendments	After amendments
/	<p><b>Article 9 The legal consequences of civil activities performed by the legal representative in the name of the Company shall be borne by the Company.</b></p> <p><b>Restrictions imposed on the powers of the legal representative by the Articles of Association or by shareholders' meetings shall not be invoked against a bona fide counterparty.</b></p> <p><b>If the legal representative causes damage to others while performing his/her duties, the Company shall assume civil liability for such damage. The Company may, after assuming the civil liability, seek compensation from the legal representative at fault in accordance with laws or the Articles of Association.</b></p>
<p><b>Article 9 <del>The total assets of the Company are divided into shares of equal par value.</del></b> The shareholders of the Company shall be liable to the Company to the extent of the shares they subscribed, and the Company shall be liable for the debts of the Company to the extent of all its entire <b>assets</b>.</p>	<p><b>Article 10</b> The shareholders of the Company shall be liable to the Company to the extent of the shares they subscribed, and the Company shall be liable for the debts of the Company to the extent of all its entire <b>properties</b>.</p>
<p><b>Article 10</b> The Articles of Association shall, from the date when it comes into force, constitute a legally binding document regulating the organization and activities of the Company, the rights and obligations between the Company and each shareholder and among the shareholders, and shall be legally binding on the Company and its shareholders, Directors, <del>Supervisors</del> and senior management members. Pursuant to the Articles of Association, shareholders may institute legal proceedings against other shareholders; shareholders may institute legal proceedings against Directors, <del>Supervisors, General Manager</del> and <b>other</b> senior management members of the Company; shareholders may institute legal proceedings against the Company; and the Company may institute legal proceedings against shareholders, Directors, <del>Supervisors, General Manager</del> and <b>other</b> senior management members.</p>	<p><b>Article 11</b> The Articles of Association shall, from the date when it comes into force, constitute a legally binding document regulating the organization and activities of the Company, the rights and obligations between the Company and each shareholder and among the shareholders, and shall be legally binding on the Company and its shareholders, Directors and senior management members. Pursuant to the Articles of Association, shareholders may institute legal proceedings against other shareholders; shareholders may institute legal proceedings against Directors and senior management members of the Company; shareholders may institute legal proceedings against the Company; and the Company may institute legal proceedings against shareholders, Directors, and senior management members.</p>



Before amendments	After amendments
<p>Article 11 <del>Other</del> senior management members referred to in the Articles of Association represent the Deputy General Managers, Chief Financial Officer, Secretary to the Board of Directors and other senior management members confirmed by the Board of Directors of the Company.</p>	<p>Article 12 Senior management members referred to in the Articles of Association represent the <b>General Manager</b>, Deputy General Managers, Chief Financial Officer, Secretary to the Board of Directors and other senior management members confirmed by the Board of Directors of the Company.</p>
<p>Article 16 The shares of the Company shall be issued in a fair and equal manner. Each share of the same class shall rank pari passu with each other.</p> <p>Shares of a class in each issuance <del>shall be</del> issued under the same terms and at the same price. Subscribers <del>shall</del> pay the same price for each share subscribed for.</p>	<p>Article 17 The shares of the Company shall be issued in <b>an open</b>, fair and equal manner. Each share of the same class shall rank pari passu with each other.</p> <p>Shares of a class in each issuance <b>are</b> issued under the same terms and at the same price. Subscribers pay the same price for each share subscribed for.</p>
<p>Article 17 All <del>shares</del> issued by the Company shall have nominal values denominated in RMB, with a nominal value of RMB1 each. The shares issued and listed on the SZSE are hereinafter referred to as “A Shares”; and the shares issued and listed on the Hong Kong Stock Exchange are hereinafter referred to as “H Shares”.</p>	<p>Article 18 All <b>par value shares</b> issued by the Company shall have nominal values denominated in RMB, with a nominal value of RMB1 each. The shares issued and listed on the SZSE are hereinafter referred to as “A Shares”; and the shares issued and listed on the Hong Kong Stock Exchange are hereinafter referred to as “H Shares”.</p>
<p>Article 19 The name of each promoter, the number of shares subscribed for, the amount, proportion, method and time of capital contribution at the time of establishment of the Company by way of promotion are as follows:</p> <p>...</p>	<p>Article 20 The name of each promoter, the number of shares subscribed for, the amount, proportion, method and time of capital contribution at the time of establishment of the Company by way of promotion are as follows:</p> <p>...</p> <p><b>The total number of shares issued upon the establishment of the Company was 400,000,000 shares with par value of RMB1 per share.</b></p>
<p>Article 20 <del>Upon the completion of the initial public offering of the H Shares</del>, the total share capital of the Company comprises [•] shares, all of which are ordinary shares, including [•] A ordinary shares, representing [•]% of the total share capital of the Company, and [•] H ordinary shares, representing [•]% of the total share capital of the Company.</p>	<p>Article 21 The total share capital of the Company comprises <b>4,563,608,365</b> shares, all of which are ordinary shares, including <b>4,407,693,065</b> A ordinary shares, representing <b>96.58%</b> of the total share capital of the Company, and <b>155,915,300</b> H ordinary shares, representing <b>3.42%</b> of the total share capital of the Company.</p>

Before amendments	After amendments
<p>Article 21 The Company or its subsidiaries (including affiliated enterprises of the Company) shall not provide <del>gifts, loans, guarantees or other</del> financial assistance to others for the acquisition of shares in the Company or its parent company unless it carries out an employee stock ownership plan.</p> <p>Unless otherwise stipulated by the securities regulatory rules of the place where the shares of the Company are listed, for the benefits of the Company, the Company or its subsidiaries (including affiliated enterprises of the Company) may, upon a resolution by the shareholders' meeting or by the Board of Directors under the Articles of Association or the authorization of the shareholders' meeting, provide financial assistance to others for the acquisition of shares in the Company, provided that the total accumulative amount of the financial assistance shall not exceed 10% of the total issued share capital. A resolution by the Board of Directors shall be adopted by more than two thirds of all the Directors.</p> <p>Where the violation of the preceding two paragraphs causes losses to the Company, the liable Directors, <del>Supervisors</del> and senior management members shall be liable for compensation.</p>	<p>Article 22 The Company or its subsidiaries (including affiliated enterprises of the Company) shall not provide financial assistance to others for the acquisition of shares in the Company or its parent company <b>in the form of gifts, advance payments, guarantees, loans, etc.,</b> unless it carries out an employee stock ownership plan.</p> <p>Unless otherwise stipulated by the securities regulatory rules of the place where the shares of the Company are listed, for the benefits of the Company, the Company or its subsidiaries (including affiliated enterprises of the Company) may, upon a resolution by the shareholders' meeting or by the Board of Directors under the Articles of Association or the authorization of the shareholders' meeting, provide financial assistance to others for the acquisition of shares in the Company <b>or its parent company</b>, provided that the total accumulative amount of the financial assistance shall not exceed 10% of the total issued share capital. A resolution by the Board of Directors shall be adopted by more than two thirds of all the Directors.</p> <p>Where the violation of the preceding two paragraphs causes losses to the Company, the liable Directors and senior management members shall be liable for compensation.</p>

Before amendments	After amendments
<p>Article 22 According to the operation and development needs of the Company, subject to the laws, regulations, the Company may increase the share capital in the following ways upon approval of resolutions at the shareholders' meetings:</p> <p>(I) <del>Public</del> issuance of shares;</p> <p>(II) <del>Non-public</del> issuance of shares;</p> <p>(III) Distribution of bonus shares to existing shareholders;</p> <p>(IV) Converting the reserve funds into share capital;</p> <p>(V) Other methods as provided for by laws and administrative regulations and <b>approved</b> by the CSRC and other securities regulatory bodies in the places where the shares of the company are listed.</p>	<p>Article 23 According to the operation and development needs of the Company, subject to the laws, regulations, the Company may increase the share capital in the following ways upon approval of resolutions at the shareholders' meetings:</p> <p>(I) Issuance of shares <b>to non-specific investors</b>;</p> <p>(II) Issuance of shares <b>to specific investors</b>;</p> <p>(III) Distribution of bonus shares to existing shareholders;</p> <p>(IV) Converting the reserve funds into share capital;</p> <p>(V) Other methods as provided for by laws and administrative regulations and <b>prescribed</b> by the CSRC and other securities regulatory bodies in the places where the shares of the company are listed.</p>
<p>Article 24 In accordance with laws, administrative regulations, departmental rules, and the Articles of Association, the Company shall not repurchase its own shares, unless otherwise under the circumstances:</p> <p>(I) Reducing the Company's registered share capital;</p> <p>(II) Merging with other companies which hold our shares;</p> <p>(III) Using the shares for an employee stock ownership plan or equity incentive plan;</p>	<p>Article 25 In accordance with laws, administrative regulations, departmental rules, <b>regulatory documents, the securities regulatory rules of the place where the Company's shares are listed</b> and the Articles of Association, the Company shall not repurchase its own shares, unless otherwise under the circumstances:</p> <p>(I) Reducing the Company's registered share capital;</p> <p>(II) Merging with other companies which hold our shares;</p> <p>(III) Using the shares for an employee stock ownership plan or equity incentive plan;</p>



Before amendments	After amendments
<p>(IV) Purchasing its shares from shareholders who have voted against the resolutions on the merger or division of the Company at a shareholders' meeting upon their request;</p> <p>(V) Use of shares for conversion of convertible corporate bonds issued by the Company;</p> <p>(VI) Necessary for the Company to maintain its value and protect the interests of the shareholders.</p> <p>The Company shall not engage in any activities of dealing in its shares save for the circumstances specified above.</p>	<p>(IV) Purchasing its shares from shareholders who have voted against the resolutions on the merger or division of the Company at a shareholders' meeting upon their request;</p> <p>(V) Use of shares for conversion of convertible corporate bonds issued by the Company;</p> <p>(VI) Necessary for the Company to maintain its value and protect the interests of the shareholders.</p> <p>The Company shall not engage in any activities of dealing in its shares save for the circumstances specified above.</p>
<p>Article 25 The repurchase of the Company's shares by the Company may be carried out by one of the following methods:</p> <p>(I) Public centralized trading on stock exchanges;</p> <p>(II) Other methods recognized by laws and regulations, the CSRC and other regulatory authorities at the place where the Company's shares are listed.</p>	<p>Article 26 The repurchase of the Company's shares by the Company may be carried out by one of the following methods:</p> <p>(I) Public centralized trading on stock exchanges;</p> <p><b>(II) Method of an offer;</b></p> <p>(III) Other methods recognized by laws and regulations, the CSRC and other regulatory authorities at the place where the Company's shares are listed.</p>

Before amendments	After amendments
<p>Article 26 A resolution shall be passed at the shareholders' meeting when the Company is to repurchase its own shares under the circumstances stipulated in (I) and (II) of <del>Article 24</del> in the Articles of Association. In case of the circumstances stipulated in (III), (V) and (VI) of <del>Article 24</del> in the Articles of Association, a resolution of the Company's Board shall be passed by more than two-thirds of the Directors attending the Board meeting in accordance with the applicable securities regulatory rules of the place where the Company's shares are listed.</p> <p>On the premise of complying with the securities regulatory rules of the place where the company's shares are listed, after the Company has repurchased its own shares in accordance with <del>Article 24</del> in the Articles of Association, the shares repurchased shall be canceled within ten days from the date of purchase (under the circumstances set out in (I) above), or shall be transferred or canceled within six months (under the circumstances set out in (II) and (IV) above). If the Company repurchases its shares under the circumstances set out in (III), (V) and (VI) above, the total number of shares held by the Company shall not exceed 10% of the total issued shares of the Company, and such shares shall be transferred or canceled within three years.</p> <p>When the Company repurchases its own shares, it shall perform the obligation of information disclosure in accordance with the Securities Law and the regulatory rules of securities of the place where the Company's shares are listed. If the share repurchase is made under the circumstances stipulated in (III), (V) or (VI) of <del>Article 24</del> in the Articles of Association, it shall be conducted through <del>public centralized trading</del>.</p> <p><del>The Company shall not accept its own shares as the subject of pledge.</del></p>	<p>Article 27 A resolution shall be passed at the shareholders' meeting when the Company is to repurchase its own shares under the circumstances stipulated in (I) and (II) of <b>Article 25</b> in the Articles of Association. In case of the circumstances stipulated in (III), (V) and (VI) of <b>Article 25</b> in the Articles of Association, a resolution of the Company's Board shall be passed by more than two-thirds of the Directors attending the Board meeting <b>pursuant to the provisions of the Articles of Association or the authorization of the shareholders' meeting and</b> in accordance with the applicable securities regulatory rules of the place where the Company's shares are listed.</p> <p>On the premise of complying with the securities regulatory rules of the place where the company's shares are listed, after the Company has repurchased its own shares in accordance with <b>Article 25</b> in the Articles of Association, the shares repurchased shall be canceled within ten days from the date of purchase (under the circumstances set out in (I) above), or shall be transferred or canceled within six months (under the circumstances set out in (II) and (IV) above). If the Company repurchases its shares under the circumstances set out in (III), (V) and (VI) above, the total number of shares held by the Company shall not exceed 10% of the total issued shares of the Company, and such shares shall be transferred or canceled within three years.</p> <p>When the Company repurchases its own shares, it shall perform the obligation of information disclosure in accordance with the Securities Law and the regulatory rules of securities of the place where the Company's shares are listed. If the share repurchase is made under the circumstances stipulated in (III), (V) or (VI) of <b>Article 25</b> in the Articles of Association, it shall be conducted through <b>the methods prescribed in Article 26(I) and (II) of the Articles of Association.</b></p>

Before amendments	After amendments
<p>Article 27 Shares of the Company <b>are</b> transferrable in accordance with the law. All transfers of H Shares shall be effected by way of written instrument of transfer in general or ordinary format or any such other format as acceptable to the Board of Directors (including the standard format of transfer or form of transfer as prescribed by the Hong Kong Stock Exchange from time to time). Such instrument of transfer shall only be signed by hand or, if the transferor or the transferee is a company, affixed with a valid seal of such company. If the transferor or transferee is a recognized clearing house (the “Recognized Clearing House”) as defined under the relevant ordinances of the Hong Kong laws in force from time to time or an agent thereof, the written instrument of transfer may be signed by hand or in machine-printed form. All instruments of transfer shall be kept at the legal address of the Company or other places as may be designated by the Board of Directors from time to time.</p>	<p>Article 28 Shares of the Company <b>shall be</b> transferrable in accordance with the law. All transfers of H Shares shall be effected by way of written instrument of transfer in general or ordinary format or any such other format as acceptable to the Board of Directors (including the standard format of transfer or form of transfer as prescribed by the Hong Kong Stock Exchange from time to time). Such instrument of transfer shall only be signed by hand or, if the transferor or the transferee is a company, affixed with a valid seal of such company. If the transferor or transferee is a recognized clearing house (the “Recognized Clearing House”) as defined under the relevant ordinances of the Hong Kong laws in force from time to time <b>or the securities regulatory rules of the place where the shares of the Company are listed</b> or an agent thereof, the written instrument of transfer may be signed by hand or in machine-printed form. All instruments of transfer shall be kept at the legal address of the Company or other places as may be designated by the Board of Directors from time to time.</p>
<p>Article 28 The Company shall not accept its own shares as the subject of pledge.</p>	<p>Article 29 The Company shall not accept its own shares as the subject of pledge.</p>
<p>Article 29 The Directors, <del>Supervisors</del> and senior management members of the Company shall declare the Company of their holdings of shares of the Company and the changes therein. The shares transferred by them during each year of their tenures as determined at the time of appointment shall not exceed 25% of their total holdings of shares of the Company. The shares of the Company held by them shall not be transferred within one year from the date on which the Company’s shares are listed for trading. The shares of the Company held by them shall not be transferred within half a year from their departure from the Company.</p>	<p>Article 30 The Directors and senior management members of the Company shall declare the Company of their holdings of shares of the Company and the changes therein. The shares transferred by them during each year of their tenures as determined at the time of appointment shall not exceed 25% of their total holdings of <b>the same class of</b> shares of the Company. The shares of the Company held by them shall not be transferred within one year from the date on which the Company’s shares are listed for trading. The shares of the Company held by them shall not be transferred within half a year from their departure from the Company.</p>

Before amendments	After amendments
Section 1 Shareholders	Section 1 <b>General Provisions for Shareholders</b>
<p>Article 31 The Company shall establish a register of shareholders in accordance with evidentiary documents provided by the securities registration authorities. The register of shareholders is sufficient evidence to prove that the shareholders hold the Company's shares. The original register of shareholders of H Shares is kept in Hong Kong and is available for inspection by shareholders, but the Company may suspend the registration of shareholders in accordance with applicable laws and regulations and the securities regulatory rules of the place where the Company's shares are listed. Shareholders shall enjoy rights and assume obligations according to the class of shares they hold. Shareholders holding shares of the same class shall enjoy the same rights and assume the same obligations.</p>	<p>Article 32 The Company shall establish a register of shareholders in accordance with evidentiary documents provided by the securities registration <b>and clearing</b> authorities. The register of shareholders is sufficient evidence to prove that the shareholders hold the Company's shares. The original register of shareholders of H Shares is kept in Hong Kong and is available for inspection by shareholders, but the Company may suspend the registration of shareholders in accordance with applicable laws and regulations and the securities regulatory rules of the place where the Company's shares are listed. Shareholders shall enjoy rights and assume obligations according to the class of shares they hold. Shareholders holding shares of the same class shall enjoy the same rights and assume the same obligations.</p>
<p>Article 33 The rights of our shareholders are as follows:</p> <p>(I) To receive dividends and other forms of interest distribution according to the number of shares held;</p> <p>(II) To legally require, convene, preside over, participate in or authorize proxies of shareholders to attend the shareholders' meeting and exercise corresponding voting rights;</p> <p>(III) To supervise operations of the Company, provide suggestions or submit queries;</p> <p>(IV) To transfer, grant or pledge the Company's shares held according to the provisions of the laws, administrative regulations and the Articles of Association;</p>	<p>Article 34 The rights of our shareholders are as follows:</p> <p>(I) To receive dividends and other forms of interest distribution according to the number of shares held;</p> <p>(II) To legally require <b>to call</b>, convene, preside over, participate in or authorize proxies of shareholders to attend the shareholders' meeting and exercise corresponding voting rights;</p> <p>(III) To supervise operations of the Company, provide suggestions or submit queries;</p> <p>(IV) To transfer, grant or pledge the Company's shares held according to the provisions of the laws, administrative regulations and the Articles of Association;</p>

Before amendments	After amendments
<p>(V) To read and copy the Articles of Association, the register of shareholders, shareholders' meeting minutes, resolutions of meetings of the Board of Directors, <del>resolutions of meetings of the Board of Supervisors</del> and financial and accounting reports;</p> <p>(VI) To participate in the distribution of the remaining assets of our Company according to the proportion of shares held upon our termination or liquidation;</p> <p>(VII) To require our Company to acquire the shares from shareholders voting against any resolutions adopted at the shareholders' meeting concerning the merger and division of the Company;</p> <p>(VIII) Other rights conferred by laws, administrative regulations, regulations of the authorities, securities regulatory rules where the Company's shares are listed, or the Articles of Association.</p>	<p>(V) To read and copy the Articles of Association, the register of shareholders, shareholders' meeting minutes, resolutions of meetings of the Board of Directors and financial and accounting reports, <b>and (for shareholders who meet the relevant requirements) to inspect the Company's accounting books and accounting vouchers;</b></p> <p>(VI) To participate in the distribution of the remaining assets of our Company according to the proportion of shares held upon our termination or liquidation;</p> <p>(VII) To require our Company to acquire the shares from shareholders voting against any resolutions adopted at the shareholders' meeting concerning the merger and division of the Company;</p> <p>(VIII) Other rights conferred by laws, administrative regulations, regulations of the authorities, <b>normative documents</b>, securities regulatory rules where the Company's shares are listed, or the Articles of Association.</p>
<p>Article 34 If the shareholders request access to or reproduction of relevant <b>information mentioned in the above article or ask for relevant materials, they shall provide the Company with written documents evidencing the class and number of the shares held by them in the Company, upon verification of their status as shareholders, the Company shall provide such shareholders with the information as required by them.</b></p> <p>If the shareholder(s) who has held 3% or more of the Company's shares individually or jointly, for more than 180 consecutive days requests to inspect the Company's accounting books or accounting vouchers, the provisions of the second, third and fourth paragraphs of Article 57 of the Company Law shall apply.</p> <p>The provisions of the previous two paragraphs shall apply to shareholders who request to inspect or replicate the relevant materials of a wholly-owned subsidiary of the Company.</p>	<p>Article 35 If the shareholders request access to or reproduction of relevant <b>materials of the Company, they shall comply with the provisions of the Company Law, the Securities Law and other laws and administrative regulations.</b></p> <p>If the shareholder(s) who has held 3% or more of the Company's shares individually or jointly, for more than 180 consecutive days requests to inspect the Company's accounting books or accounting vouchers, the provisions of the second, third and fourth paragraphs of Article 57 of the Company Law shall apply.</p> <p>The provisions of the previous two paragraphs shall apply to shareholders who request to inspect or replicate the relevant materials of a wholly-owned subsidiary of the Company.</p>



Before amendments	After amendments
<p>Article 36 If the content of the resolution of the Company's shareholders' meeting or Board of Directors violates laws, administrative regulations, the shareholders have the right to request the court to clarify it invalid.</p> <p>If the convening procedures or voting methods of the shareholders' meeting or the meeting of the Board of Directors violate laws, administrative regulations or the Articles of Association, or the content of the resolution violates the Articles of Association, the shareholders have the right to request the court to revoke the resolution within 60 days from the date on which the resolution is made.</p>	<p>Article 36 If the content of the resolution of the Company's shareholders' meeting or Board of Directors violates laws, administrative regulations, the shareholders have the right to request the court to clarify it invalid.</p> <p>If the convening procedures or voting methods of the shareholders' meeting or the meeting of the Board of Directors violate laws, administrative regulations or the Articles of Association, or the content of the resolution violates the Articles of Association, the shareholders have the right to request the court to revoke the resolution within 60 days from the date on which the resolution is made, <b>unless there are only minor defects in the convening procedures or voting methods of the shareholders' meeting or the Board meeting, which has no substantive impact on the resolution.</b></p> <p><b>Where the Board, the shareholders and other relevant parties dispute over the validity of a resolution of the shareholders' meeting, they shall promptly file a lawsuit with a People's Court. Before the People's Court makes a judgment or ruling on revocation of the resolution, the relevant parties shall implement the resolution passed by the shareholders' meeting. The Company, its directors and senior management members shall diligently perform their duties and ensure normal operations of the Company.</b></p> <p><b>Where a People's Court has rendered a judgment or ruling on relevant matters, the Company shall fulfil its information disclosure obligations in accordance with the provisions of laws, administrative regulations, departmental rules, normative documents and the securities regulatory rules of the place where the Company's shares are listed, fully explain the impact thereof, and actively cooperate with the enforcement after such judgment or ruling becomes effective. Where correction of preliminary matter is involved, the correction shall be promptly made, and the corresponding information disclosure obligation shall be performed.</b></p>

Before amendments	After amendments
/	<p><b>Article 37 Under any of the following circumstances, a resolution passed by a shareholders' meeting or a Board meeting shall be invalid:</b></p> <p><b>(I) the resolution is passed without a shareholders' meeting or a Board meeting being held;</b></p> <p><b>(II) the resolution is not voted on at a shareholders' meeting or a Board meeting;</b></p> <p><b>(III) the number of persons attending the meeting or the number of voting rights held by them does not reach the number of persons or the number of voting rights held as provided for in the Company Law or the Articles of Association;</b></p> <p><b>(IV) the number of persons agreeing to the resolution or the number of voting rights held by them does not reach the number of persons or the number of voting rights held as provided for in the Company Law or the Articles of Association.</b></p>
<p>Article 36 In the event of any loss caused to the Company as a result of violation of any laws, administrative regulations or the Articles of Association by the Directors or senior management members when performing their duties in the Company, the shareholders holding more than 1% shares separately or jointly for over 180 consecutive days may submit a written request to the <b>Board of Supervisors</b> to file an action with the court. Where <b>Board of Supervisors</b> violate laws, administrative regulations or the Articles of Association in their duty performance and cause loss to the Company, the shareholders holding more than 1% shares separately or jointly for over 180 consecutive days may submit a written request to the Board of Directors to file an action with the court.</p>	<p>Article 38 In the event of any loss caused to the Company as a result of violation of any laws, administrative regulations or the Articles of Association by the Directors or senior management members other than the members of the Audit Committee (<b>other than the members of the audit committee</b>) when performing their duties in the Company, the shareholders holding more than 1% shares separately or jointly for over 180 consecutive days may submit a written request to the <b>audit committee</b> to file an action with the court. Where <b>the members of the audit committee</b> violate laws, administrative regulations or the Articles of Association in their duty performance and cause loss to the Company, the shareholders holding more than 1% shares separately or jointly for over 180 consecutive days may submit a written request to the Board of Directors to file an action with the court.</p>

Before amendments	After amendments
<p>In the event that the <del>Board of Supervisors</del> or the Board of Directors refuse to file an action upon receipt of the shareholders' written request specified in the preceding paragraph, or fail to file an action within 30 days upon receipt thereof, or in the event that the failure to immediately file an action in an emergency case will cause irreparable damage to the interests of the Company, the shareholder(s) specified in the preceding paragraph may, in their own name, directly file an action to the court for the interest of the Company.</p> <p>In the event of any other person infringes upon the legitimate rights and interests of the Company and causes losses thereto, the shareholder(s) specified in the first paragraph of this article may file an action with the court pursuant to the provisions of the preceding two paragraphs.</p>	<p>In the event that the <b>audit committee</b> or the Board of Directors refuse to file an action upon receipt of the shareholders' written request specified in the preceding paragraph, or fail to file an action within 30 days upon receipt thereof, or in the event that the failure to immediately file an action in an emergency case will cause irreparable damage to the interests of the Company, the shareholder(s) specified in the preceding paragraph may, in their own name, directly file an action to the court for the interest of the Company.</p> <p>In the event of any other person infringes upon the legitimate rights and interests of the Company and causes losses thereto, the shareholder(s) specified in the first paragraph of this article may file an action with the court pursuant to the provisions of the preceding two paragraphs.</p> <p><b>Where any director, supervisor (if any) or senior management member of a wholly-owned subsidiary of the Company, in the course of performing his or her duties, violates any law, administrative regulation or the provisions of the Articles of Association and causes losses to the Company, or where any other person infringes upon the lawful rights and interests of the wholly-owned subsidiary and causes losses thereto, any shareholder individually or jointly holding 1% or more of the Company's shares consecutively for more than 180 days may, in accordance with the first three paragraphs of Article 189 of the Company Law, make a written request to the board of supervisors (if any) or the board of directors of the wholly-owned subsidiary to initiate legal proceedings with the People's Court, or directly file a lawsuit in its own name with the People's Court. Where the wholly-owned subsidiary does not have a board of supervisors or supervisors but has established an audit committee, the provisions of the first and second paragraphs of this Article shall apply accordingly.</b></p>

Before amendments	After amendments
<p>Article 38 The obligations of shareholders are as follows:</p> <p>(I) To abide by laws, administrative regulations and the Articles of Association;</p> <p>(II) To provide share capital according to the shares subscribed and the subscription methods;</p> <p>(III) Not to withdraw <del>shares</del> unless prescribed otherwise in laws and administrative regulations;</p> <p>(IV) Not to abuse shareholders' rights to infringe upon the interests of the Company or other shareholders; not to abuse the Company's status as an independent legal entity or the limited liability of shareholders to damage the interests of the Company's creditors;</p> <p>(V) To perform other duties prescribed in laws, administrative regulations, the securities regulatory rules of the place(s) where the Company's shares are listed and the Articles of Association.</p>	<p>Article 40 The obligations of shareholders are as follows:</p> <p>(I) To abide by laws, administrative regulations and the Articles of Association;</p> <p>(II) To provide share capital according to the shares subscribed and the subscription methods;</p> <p>(III) Not to withdraw <b>share capital</b> unless prescribed otherwise in laws and administrative regulations;</p> <p>(IV) Not to abuse shareholders' rights to infringe upon the interests of the Company or other shareholders; not to abuse the Company's status as an independent legal entity or the limited liability of shareholders to damage the interests of the Company's creditors;</p> <p>(V) To perform other duties prescribed in laws, administrative regulations, the securities regulatory rules of the place(s) where the Company's shares are listed and the Articles of Association.</p>
/	<b>Section 2 Controlling Shareholders and Actual Controllers</b>

Before amendments	After amendments
<p><del>Article 39 If the shareholders holding more than 5% of the voting shares of the Company pledge their shares, they shall submit a written report to the Company on the day of such pledge.</del></p> <p>Article 40 The controlling shareholder and actual controller of the Company shall not use <del>their</del> connected relationship to damage the legitimate interests of the Company; <del>who violate the rules and cause losses to the Company shall be liable for compensation.</del></p> <p><del>The controlling shareholder and actual controller of the Company shall have a duty of good faith to the Company and public shareholders. The controlling shareholder shall exercise its investor's rights in strict accordance with the law. The controlling shareholder, actual controller and their related parties shall not damage the legitimate rights and interests of the Company or of public shareholders in any way such as via the distribution of profits, an asset reorganization, external investments, the capital occupation or the provision of a loan guarantee, nor shall they abuse their controlling positions to damage the interests of the Company or of public shareholders.</del></p>	<p>Article 42 The controlling shareholder and actual controller of the Company shall exercise their rights and perform their obligations in accordance with the provisions of laws, administrative regulations, departmental rules, normative documents, and the securities regulatory rules of the place where the Company's shares are listed, and shall safeguard the interests of the Company.</p> <p>Article 43 The controlling shareholder and actual controller of the Company shall comply with the following provisions:</p> <p>(I) to exercise shareholder rights in accordance with the law, and shall not abuse control rights or use connected relationship to damage the legitimate interests of the Company or other shareholders;</p> <p>(II) to strictly perform any public statements and undertakings made, and shall not alter or waive them without authorization;</p> <p>(III) to strictly fulfil information disclosure obligations in accordance with the relevant requirements, proactively cooperate with the Company in information disclosure, and promptly notify the Company of any significant events that have occurred or are proposed to occur;</p> <p>(IV) not to occupy the Company's funds in any manner;</p> <p>(V) not to coerce, instruct or require the Company and any relevant personnel to provide guarantees in violation of laws or regulations;</p>



Before amendments	After amendments
	<p>(VI) not to use undisclosed material information of the Company for personal gain, not to disclose any undisclosed material information of the Company in any manner, and not to engage in insider trading, short-swing trading or market manipulation;</p> <p>(VII) not to harm the legitimate interests of the Company and other shareholders through any unfair connected transactions, profit distributions, asset reorganizations or external investments;</p> <p>(VIII) to ensure the integrity of the Company's assets, and the independence of personnel, finance, organization and business, and not to compromise the independence of the Company in any way; and</p> <p>(IX) other provisions of laws, administrative regulations, departmental rules, normative documents, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.</p> <p>Where a controlling shareholder or actual controller of the Company does not serve as a director of the Company but actually performs the duties of the Company's affairs, such person shall be subject to the provisions on the fiduciary and diligence duties applicable to directors under the Articles of Association.</p> <p>Where a controlling shareholder or actual controller instructs any director or senior management member to engage in conduct detrimental to the interests of the Company or its shareholders, such controlling shareholder or actual controller shall bear joint and several liability with such director or senior management member.</p>

Before amendments	After amendments
	<p><b>Article 44 Where the controlling shareholder or actual controller pledge the shares of the Company held or actually controlled by them, they shall maintain the stability of the Company's control and production and operation.</b></p> <p><b>Article 45 Where the controlling shareholder or actual controller transfer the shares they held in the Company, they shall comply with the restrictive provisions on share transfer under laws, administrative regulations, departmental rules, normative documents, and the securities regulatory rules of the place where the Company's shares are listed, as well as any undertakings made by them regarding share transfer restrictions.</b></p>
<p>Article 41 The shareholders' meeting is the organ of authority of the Company, which exercises the following functions and powers in accordance with the law:</p> <p>(I) To elect and replace Directors <b>and Supervisors</b> and to decide on matters relating to the remuneration of Directors <b>and Supervisors</b>;</p> <p>(II) To examine and approve the reports of the Board of Directors;</p> <p><del>(III) To examine and approve the reports of the Board of Supervisors;</del></p> <p>(IV) To examine and approve the Company's proposals for profit distribution plans and loss recovery plans;</p> <p>(V) To decide on the increase or decrease of the Company's registered capital;</p> <p>(VI) To decide on the issue of corporate bonds by the Company;</p>	<p><b>Article 46 The shareholders' meeting of the Company is composed of all shareholders.</b> The shareholders' meeting is the organ of authority of the Company, which exercises the following functions and powers in accordance with the law:</p> <p>(I) To elect and replace Directors and to decide on matters relating to the remuneration of Directors;</p> <p>(II) To examine and approve the reports of the Board of Directors;</p> <p>(III) To examine and approve the Company's proposals for profit distribution plans and loss recovery plans;</p> <p>(IV) To decide on the increase or decrease of the Company's registered capital;</p> <p>(V) To decide on the issue of corporate bonds by the Company;</p> <p>(VI) To decide on matters such as merger, division, dissolution and liquidation or change of corporate form of the Company;</p>

Before amendments	After amendments
<p>(VII) To decide on matters such as merger, division, dissolution and liquidation or change of corporate form of the Company;</p> <p>(VIII) To amend the Articles of Association;</p> <p>(IX) Resolution on appointment and dismissal of an accounting firm by the Company;</p> <p>(X) To examine and approve the guarantees stipulated in <b>Article 44</b> hereof that need to be examined and approved by the shareholders' meeting;</p> <p>(XI) To examine matters relating to the purchases and sales of the Company's material assets within one year, which exceed 30% of the Company's latest audited total assets (excluding the purchase of raw materials, fuel and power, and the sale of products, commodities and other assets relevant to daily operation, but including the purchase and sale of such assets involved in asset replacement);</p> <p>(XII) To examine and approve matters relating to changes in the use of proceeds;</p> <p>(XIII) To examine and approve the equity incentive plans and employee stock ownership plans;</p> <p>(XIV) To examine other matters as required by the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association of the Company, which shall be decided by the shareholders' meeting.</p> <p>The shareholders' meeting may authorize the Board of Directors to make resolutions on issuance of bonds by the Company. <del>Except for the above, the aforesaid powers of the shareholders' meeting shall not be exercised by the Board of Directors or any other institution or individual on its behalf upon authorization.</del></p>	<p>(VII) To amend the Articles of Association;</p> <p>(VIII) Resolution on appointment and dismissal of an accounting firm <b>conducting audit services for the Company</b> by the Company;</p> <p>(IX) To examine and approve the guarantees stipulated in <b>Article 49</b> hereof that need to be examined and approved by the shareholders' meeting;</p> <p>(X) To examine matters relating to the purchases and sales of the Company's material assets within one year, which exceed 30% of the Company's latest audited total assets (excluding the purchase of raw materials, fuel and power, and the sale of products, commodities and other assets relevant to daily operation, but including the purchase and sale of such assets involved in asset replacement);</p> <p>(XI) To examine and approve matters relating to changes in the use of proceeds;</p> <p>(XII) To examine and approve the equity incentive plans and employee stock ownership plans;</p> <p>(XIII) To examine other matters as required by the laws, administrative regulations, departmental rules, <b>normative documents</b>, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association of the Company, which shall be decided by the shareholders' meeting.</p> <p>The shareholders' meeting may authorize the Board of Directors to make resolutions on issuance of bonds by the Company.</p>

Before amendments	After amendments
<p>Article 42 The following transactions (excluding provision of external guarantees, provision of financial assistance and external donations) of the Company shall be submitted to the shareholders' meeting for deliberation and approval:</p> <p>(I) If the total assets involved in the transaction account for more than 50% of the Company's latest audited total assets, and the total assets involved in the transaction have both book value and appraised value, the higher one will be used in calculation (but of which, the purchase or disposal of material assets exceeding 30% of the Company's latest audited total assets shall be governed by the provisions of item (XI) of paragraph 1 under Article <del>41</del> of the Articles of Association);</p> <p>(II) If the relevant operating income of the subject matter of the transaction (e.g. equity) in the latest accounting year accounts for more than 50% of the audited operating income of the Company in the latest accounting year, and the absolute amount exceeds RMB50 million;</p>	<p>Article 47 <b>According to the Rules Governing the Listing of Shares on the ChiNext of the Shenzhen Stock Exchange, save as otherwise required by the securities regulatory rules of the place where the Company's shares are listed or its corporate governance system</b>, the following transactions of the Company shall be submitted to the shareholders' meeting for deliberation and approval:</p> <p>(I) If the total assets involved in the transaction account for more than 50% of the Company's latest audited total assets, and the total assets involved in the transaction have both book value and appraised value, the higher one will be used in calculation (but of which, the purchase or disposal of material assets exceeding 30% of the Company's latest audited total assets shall be governed by the provisions of item (X) of paragraph 1 under <b>Article 46</b> of the Articles of Association);</p> <p>(II) If the relevant operating income of the subject matter of the transaction (e.g. equity) in the latest accounting year accounts for more than 50% of the audited operating income of the Company in the latest accounting year, and the absolute amount exceeds RMB50 million;</p>

Before amendments	After amendments
<p>(III) If the relevant net profit of the subject matter of the transaction (e.g. equity) in the latest accounting year accounts for more than 50% of the audited net profit of the Company in the latest accounting year, and the absolute amount exceeds RMB5 million;</p> <p>(IV) If the transaction amount (including assumed debts and expenses) of the transaction accounts for more than 50% of the Company's net assets as audited in the latest period, and the absolute amount exceeds RMB50 million;</p> <p>(V) If the profits arising from the transaction account for more than 50% of the audited net profit of the Company in the latest accounting year, and the absolute amount exceeds RMB5 million;</p> <p>(VI) other transactions that shall be decided by the shareholders' meeting according to the relevant laws and regulations or the securities regulatory rules of the place where the Company's shares are listed.</p> <p>If the data involved in the indicator calculation in the item (I) to (V) above are negative, the absolute value shall be taken for the purpose of calculation.</p>	<p>(III) If the relevant net profit of the subject matter of the transaction (e.g. equity) in the latest accounting year accounts for more than 50% of the audited net profit of the Company in the latest accounting year, and the absolute amount exceeds RMB5 million;</p> <p>(IV) If the transaction amount (including assumed debts and expenses) of the transaction accounts for more than 50% of the Company's net assets as audited in the latest period, and the absolute amount exceeds RMB50 million;</p> <p>(V) If the profits arising from the transaction account for more than 50% of the audited net profit of the Company in the latest accounting year, and the absolute amount exceeds RMB5 million;</p> <p>(VI) other transactions that shall be decided by the shareholders' meeting according to the relevant laws and regulations or the securities regulatory rules of the place where the Company's shares are listed.</p> <p>If the data involved in the indicator calculation in the item (I) to (V) above are negative, the absolute value shall be taken for the purpose of calculation.</p>



Before amendments	After amendments
<p>Except for matters otherwise stipulated for in the Company system such as provision of guarantees and entrusted wealth management and the business rules of the Shenzhen Stock Exchange, when the Company conducts transactions of the same category and related to the subject for 12 consecutive months, it shall apply the principle of cumulative calculation for 12 consecutive months, applicable to paragraph 1 under this Article. Obligations that have been performed in accordance with paragraph 1 under this Article shall no longer be included in the relevant cumulative calculation.</p> <p>“Transactions” as mentioned in this article include:</p> <p>(I) Purchase or disposal of assets;</p> <p>(II) External investment (including entrusted wealth management, investment in subsidiaries, etc., and excluding establishment or capital increase of wholly-owned subsidiaries);</p> <p>(III) Provision of financial assistance (including entrusted loans);</p> <p>(IV) Provision of guarantees (refers to provision of guarantee by the Company to other parties, including guarantee provided for controlling subsidiaries);</p> <p>(V) Lease-in or lease-out of assets;</p> <p>(VI) Signing management contract (including entrusted or trusted operations, etc.);</p> <p>(VII) Donating or receiving assets;</p> <p>(VIII) Credit and debt reorganization;</p> <p>(IX) Transfer of research and development projects;</p>	<p>Except for matters otherwise stipulated for in the Company system such as provision of guarantees and entrusted wealth management and the business rules of the Shenzhen Stock Exchange, when the Company conducts transactions of the same category and related to the subject for 12 consecutive months, it shall apply the principle of cumulative calculation for 12 consecutive months, applicable to paragraph 1 under this Article. Obligations that have been performed in accordance with paragraph 1 under this Article shall no longer be included in the relevant cumulative calculation.</p> <p><b>According to the Hong Kong Listing Rules, save as otherwise required by the securities regulatory rules of the place where the Company's shares are listed or its corporate governance system, the following transactions of the Company shall be submitted to the shareholders' meeting for deliberation and approval:</b></p> <p><b>(I) If the total assets involved in the transaction account for 25% or more of the total assets of the Company as stated in its latest audited accounts or latest interim report (whichever is the more recent, and adjusted for any dividend amount proposed in the relevant accounts and any dividend declared after the publication of the relevant accounts or interim report);</b></p> <p><b>(II) If the profits attributable to the assets involved in the transaction account for 25% or more of the audited profits of the Company for the latest financial year;</b></p> <p><b>(III) If the revenue attributable to the assets involved in the transaction account for 25% or more of the audited revenue of the Company for the latest financial year;</b></p>

Before amendments	After amendments
<p>(X) Conclusion of franchise agreements;</p> <p>(XI) Waiver of rights (including waiver of pre-emptive right, priority for invited capital contribution, etc.);</p> <p>(XII) Transactions identified by other laws, regulations, normative documents, securities regulatory rules of the place where the Company's shares are listed, the Articles of Association or the Shareholders' Meeting of the Company.</p> <p>Unless otherwise provided by the regulatory rules of securities of the place where the shares of the Company are listed, the following activities of the Company shall not fall within the matters stipulated in the foregoing paragraph:</p> <p>(I) Purchase of raw materials, fuel and power related to daily operations (excluding asset purchase or disposal involved in asset replacement);</p> <p>(II) Sale of products and goods relating to daily business operations (excluding asset purchase or disposal involved in asset replacement);</p> <p>(III) Transactions specified in the preceding paragraph but are part of the Company's main business activities.</p> <p>Provided that the Company's transactions comply with the securities regulatory rules of the place where the Company's shares are listed, the Company may apply to the stock exchange for exemption from submitting the relevant transactions to the Shareholders' Meeting for consideration.</p>	<p><b>(IV) If the consideration accounts for 25% or more of the average closing price of the Company's securities as stated in the daily quotation sheets of the Stock Exchange of Hong Kong for the five business days immediately preceding the date of the relevant transaction;</b></p> <p><b>(V) If the number of shares issued by the Company as consideration accounts for 25% or more of the total number of issued shares of the Company immediately before the relevant transaction;</b></p> <p><b>(VI) other transactions that shall be decided by the shareholders' meeting according to the relevant laws and regulations or the securities regulatory rules of the place where the Company's shares are listed.</b></p> <p>"Transactions" as mentioned in this article include:</p> <p>(I) Purchase or disposal of assets;</p> <p>(II) External investment (including entrusted wealth management, investment in subsidiaries, etc., and excluding establishment or capital increase of wholly-owned subsidiaries);</p> <p>(III) Provision of financial assistance (including entrusted loans);</p> <p>(IV) Provision of guarantees (refers to provision of guarantee by the Company to other parties, including guarantee provided for controlling subsidiaries);</p> <p>(V) Lease-in or lease-out of assets;</p> <p>(VI) Signing management contract (including entrusted or trusted operations, etc.);</p> <p>(VII) Donating or receiving assets;</p> <p>(VIII) Credit and debt reorganization;</p> <p>(IX) Transfer of research and development projects;</p>

Before amendments	After amendments
	<p>(X) Conclusion of franchise agreements;</p> <p>(XI) Waiver of rights (including waiver of pre-emptive right, priority for invited capital contribution, etc.);</p> <p>(XII) Transactions identified by other laws, <b>administrative</b> regulations, <b>department rules</b>, normative documents, securities regulatory rules of the place where the Company's shares are listed, the Articles of Association or the Shareholders' Meeting of the Company.</p> <p>Unless otherwise provided by the regulatory rules of securities of the place where the shares of the Company are listed, the following activities of the Company shall not fall within the matters stipulated in the foregoing paragraph:</p> <p>(I) Purchase of raw materials, fuel and power related to daily operations (excluding asset purchase or disposal involved in asset replacement);</p> <p>(II) Sale of products and goods relating to daily business operations (excluding asset purchase or disposal involved in asset replacement);</p> <p>(III) Transactions specified in the preceding paragraph but are part of the Company's main business activities.</p> <p>Provided that the Company's transactions comply with the securities regulatory rules of the place where the Company's shares are listed, the Company may apply to the stock exchange for exemption from submitting the relevant transactions to the Shareholders' Meeting for consideration.</p>

Before amendments	After amendments
<p>Article 49 The following acts of external guarantee of the Company shall be submitted to the shareholders' meeting for deliberation and approval:</p> <p>(I) A single guarantee for an amount of more than 10% of the Company's net assets audited in the latest period;</p> <p>(II) Any guarantee to be provided after the total amount of external guarantees provided by the Company and its controlling subsidiaries has exceeded 50% of the Company's net assets as audited in the latest period;</p> <p>(III) Any guarantee to be provided after the total amount of external guarantees provided by the Company has exceeded 30% of the Company's total assets audited in the latest period;</p> <p>(IV) Any guarantee to be provided to a party whose ratio of liabilities to assets exceeds 70%;</p> <p>(V) Basis of the cumulative guarantee amount within twelve consecutive months, the total amount of external guarantees provided by the Company has exceeded 30% of the Company's total assets audited in the latest period;</p> <p>(VI) The total amount of guarantee provided by a company exceeds 50% of the latest audited net assets of the company within twelve consecutive months and the absolute amount exceeds RMB50 million;</p> <p>(VII) The guarantee to be provided to a shareholder, or to an actual controller or related party thereof;</p>	<p>Article 49 The following acts of external guarantee of the Company shall be submitted to the shareholders' meeting for deliberation and approval:</p> <p>(I) A single guarantee for an amount of more than 10% of the Company's net assets audited in the latest period;</p> <p>(II) Any guarantee to be provided after the total amount of external guarantees provided by the Company and its controlling subsidiaries has exceeded 50% of the Company's net assets as audited in the latest period;</p> <p>(III) Any guarantee to be provided after the total amount of external guarantees provided by the Company <b>and its controlled subsidiaries</b> has exceeded 30% of the Company's total assets audited in the latest period;</p> <p>(IV) Any guarantee to be provided to a party whose ratio of liabilities to assets exceeds 70%;</p> <p>(V) Basis of the cumulative guarantee amount within twelve consecutive months, the total amount of external guarantees provided by the Company has exceeded 30% of the Company's total assets audited in the latest period;</p> <p>(VI) The total amount of guarantee provided by a company exceeds 50% of the latest audited net assets of the company within twelve consecutive months and the absolute amount exceeds RMB50 million;</p> <p>(VII) The guarantee to be provided to a shareholder, or to an actual controller or related party thereof;</p>

Before amendments	After amendments
<p>(VIII) Other guarantees required by the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.</p> <p>Matters requiring external guarantees to be submitted for review by the Company's shareholders' meeting must first be reviewed and approved by the Company's Board of Directors before they can be submitted for review by the shareholders' meeting. When the Board of Directors reviews the guarantee matters, approval must be obtained from more than two-thirds of the Directors present at the Board meeting. When the shareholders' meeting reviews the guarantee matters mentioned in item (V) of the preceding paragraph, approval must be obtained from more than two-thirds of the voting rights held by the shareholders present at the meeting.</p> <p>When the shareholders' meeting reviews proposals for guarantees provided to shareholders, actual controller, and their affiliates, the shareholder in question or the shareholder under the control of the actual controller shall not participate in the voting on such proposals. The voting on such proposals shall be passed by a majority of the voting rights held by the other shareholders present at the shareholders' meeting. If the Company provides guarantees for the controlling shareholders, actual controller, and their affiliates, the controlling shareholder, actual controller, and their affiliates shall provide counter-guarantees.</p> <p>The Company may provide guarantees for wholly-owned subsidiaries, or for controlled subsidiaries where other shareholders of the controlled subsidiary provide guarantees in proportion to their equity interests, and in compliance with the securities regulatory rules of the place where the Company's shares are listed, such guarantees may be exempted from the provision of submission for review by the shareholders' meeting if they fall under items (I), (II), (IV), or (VI) of the first paragraph of this article.</p>	<p>(VIII) Other guarantees required by the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.</p> <p>Matters requiring external guarantees to be submitted for review by the Company's shareholders' meeting must first be reviewed and approved by the Company's Board of Directors before they can be submitted for review by the shareholders' meeting. When the Board of Directors reviews the guarantee matters, approval must be obtained from more than two-thirds of the Directors present at the Board meeting. When the shareholders' meeting reviews the guarantee matters mentioned in item (V) of the preceding paragraph, approval must be obtained from more than two-thirds of the voting rights held by the shareholders present at the meeting.</p> <p>When the shareholders' meeting reviews proposals for guarantees provided to shareholders, actual controller, and their affiliates, the shareholder in question or the shareholder under the control of the actual controller shall not participate in the voting on such proposals. The voting on such proposals shall be passed by a majority of the voting rights held by the other shareholders present at the shareholders' meeting. If the Company provides guarantees for the controlling shareholders, actual controller, and their affiliates, the controlling shareholder, actual controller, and their affiliates shall provide counter-guarantees.</p> <p>The Company may provide guarantees for wholly-owned subsidiaries, or for controlled subsidiaries where other shareholders of the controlled subsidiary provide guarantees in proportion to their equity interests, and in compliance with the securities regulatory rules of the place where the Company's shares are listed, such guarantees may be exempted from the provision of submission for review by the shareholders' meeting if they fall under items (I), (II), (IV), or (VI) of the first paragraph of this article.</p>



Before amendments	After amendments
<p>Article 46 Unless otherwise provided in the securities regulatory rules of the place where the Company's shares are listed, for connected transactions (save for provision of guarantee) between the Company and a related party in amount of more than RMB30 million and representing more than 5% of the absolute value of the Company's net assets as audited in the latest period, they shall be submitted for review by the shareholders' meeting and the evaluation or audit report shall also be disclosed <del>in accordance with the provisions of Article 42 of this Articles of Association.</del> For the connected transaction relevant to daily operations of the Company, the assessment or audit of its subject matter may be omitted.</p> <p>Unless otherwise provided in the securities regulatory rules of the place where the Company's shares are listed, the following transactions entered between the Company and related parties may be exempted from the provision of submission to the shareholders' meeting for consideration according to the first paragraph of this Article:</p> <p>(I) The Company's participation in public tenders and public auctions for unspecified targets (excluding restricted methods such as invitations to bid);</p> <p>(II) The Company unilaterally benefits from the transaction, including receiving cash assets as gift, being granted debt reduction or relief, accepting guarantee and assistance, etc.;</p> <p>(III) The connected transaction price is determined in accordance with the requirements of the state;</p>	<p>Article 51 Unless otherwise provided in the securities regulatory rules of the place where the Company's shares are listed, for connected transactions (save for provision of guarantee) between the Company and a related party in amount of more than RMB30 million and representing more than 5% of the absolute value of the Company's net assets as audited in the latest period, they shall be submitted for review by the shareholders' meeting and the evaluation or audit report shall also be disclosed <b>as required</b>. For the connected transaction relevant to daily operations of the Company, the assessment or audit of its subject matter may be omitted.</p> <p>Unless otherwise provided in the securities regulatory rules of the place where the Company's shares are listed, the following transactions entered between the Company and related parties may be exempted from the provision of submission to the shareholders' meeting for consideration according to the first paragraph of this Article:</p> <p>(I) The Company's participation in public tenders and public auctions for unspecified targets (excluding restricted methods such as invitations to bid);</p> <p>(II) The Company unilaterally benefits from the transaction, including receiving cash assets as gift, being granted debt reduction or relief, accepting guarantee and assistance, etc.;</p> <p>(III) The connected transaction price is determined in accordance with the requirements of the state;</p>

Before amendments	After amendments
<p>(IV) The connected party provides funds to the Company at an interest rate not higher than the prevailing benchmark lending rate published by the People's Bank of China;</p> <p>(V) The Company provides products and services to director(s), <del>supervisor(s)</del> or senior management member(s) on the same terms as those of transactions between the Company and non-related parties.</p>	<p>(IV) The connected party provides funds to the Company at an interest rate not higher than the prevailing benchmark lending rate published by the People's Bank of China, <b>and no corresponding guarantees are provided by the Company;</b></p> <p>(V) The Company provides products and services to director(s) or senior management member(s) on the same terms as those of transactions between the Company and non-related parties.</p>
<p>Article 49 The Company shall convene an extraordinary shareholders' meeting within two months from the date of the occurrence of any of the following circumstances:</p> <p>(I) The number of Directors is less than the number provided for in the Company Law or less than two-thirds of the number prescribed in the Articles of Association;</p> <p>(II) The uncovered losses of our Company reach one-third of its total <b>paid-in</b> share capital;</p> <p>(III) A request from shareholders who separately or jointly hold 10% or more shares in the Company;</p> <p>(IV) The Board of Directors considers it necessary;</p> <p>(V) The <del>Board of Supervisors</del> proposes that such a meeting shall be held;</p> <p>(VI) Other circumstances conferred by the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.</p> <p>The calculation of shareholding percentage stipulated in above item (III) shall take the date when the shareholders request in writing as the calculation base date.</p>	<p>Article 54 The Company shall convene an extraordinary shareholders' meeting within two months from the date of the occurrence of any of the following circumstances:</p> <p>(I) The number of Directors is less than the number provided for in the Company Law or less than two-thirds of the number prescribed in the Articles of Association;</p> <p>(II) The uncovered losses of our Company reach one-third of its total share capital;</p> <p>(III) A request from shareholders who separately or jointly hold 10% or more shares in the Company;</p> <p>(IV) The Board of Directors considers it necessary;</p> <p>(V) The <b>audit committee</b> proposes that such a meeting shall be held;</p> <p>(VI) Other circumstances conferred by the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.</p> <p>The calculation of shareholding percentage stipulated in above item (III) shall take the date when the shareholders request in writing as the calculation base date.</p>

Before amendments	After amendments
<p>Article 50 The venue of shareholders' meetings of the Company shall be the place specified in the notice of the shareholders' meetings.</p> <p>The shareholders' meetings of the Company shall set up a venue and be convened by means of physical meeting. The Company could also provide online voting to facilitate shareholders' participation in the shareholders' meetings. <del>Shareholders attending the shareholders' meetings by the aforesaid means shall be deemed as present.</del></p>	<p>Article 55 The venue of shareholders' meetings of the Company shall be the place specified in the notice of the shareholders' meetings.</p> <p>The shareholders' meetings of the Company shall set up a venue and be convened by means of physical meeting, <b>and may also be convened by means of electronic communication at the same time.</b> The Company could also provide online voting to facilitate shareholders' participation in the shareholders' meetings.</p>
<p>Article 51 When convening a shareholders' meeting, the Company shall engage legal advisers to provide legal opinions on the following issues and make an announcement:</p> <p>(I) Whether the procedures of convening and holding the meeting comply with laws, administrative regulations and the Articles of Association;</p> <p>(II) Whether the qualifications of attendees and convener are legal and valid;</p> <p>(III) Whether the procedure and result of voting are legal and valid;</p> <p>(IV) Legal opinions on other matters as requested by the Company.</p>	<p>Article 56 When convening a shareholders' meeting, the Company shall engage legal advisers to provide legal opinions on the following issues and make an announcement:</p> <p>(I) Whether the procedures of convening and holding the meeting comply with <b>the provisions of</b> laws, administrative regulations and the Articles of Association;</p> <p>(II) Whether the qualifications of attendees and convener are legal and valid;</p> <p>(III) Whether the procedure and result of voting are legal and valid;</p> <p>(IV) Legal opinions on other matters as requested by the Company.</p>

Before amendments	After amendments
<p>Article 52 <del>The shareholders' meeting shall be convened by the Board of Directors, which shall convene the shareholders' meeting within the time limit specified in the Articles of Association. If the Board of Directors is unable or fails to perform its duty to convene the shareholders' meeting, the Board of Supervisors shall promptly convene and preside over it. If the Board of Supervisors does not convene and preside over the meeting, shareholders who individually or collectively hold more than 10% of the company's shares for a continuous period of 90 days or more may convene and preside over the meeting on their own.</del></p> <p>Article 53 After obtaining the consent of a majority of all independent directors, an independent director has the right to propose to the Board of Directors to convene an extraordinary shareholders' meeting. Upon receiving such a proposal, the Board of Directors shall, in accordance with the provisions of laws, administrative regulations, and the Articles of Association, provide a written response within ten days of receipt, indicating whether it agrees or disagrees to convene an extraordinary shareholders' meeting. If the Board of Directors agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of the shareholders' meeting within five days after making the board resolution. If the Board of Directors disagrees to convene an extraordinary shareholders' meeting, it shall state the reasons and make an announcement.</p>	<p>Article 57 <b>The</b> Board of Directors shall convene the shareholders' meeting within the time limit specified.</p> <p>After obtaining the consent of a majority of all independent directors, an independent director has the right to propose to the Board of Directors to convene an extraordinary shareholders' meeting. Upon receiving such a proposal, the Board of Directors shall, in accordance with the provisions of laws, administrative regulations, and the Articles of Association, provide a written response within ten days of receipt, indicating whether it agrees or disagrees to convene an extraordinary shareholders' meeting. If the Board of Directors agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of the shareholders' meeting within five days after making the board resolution. If the Board of Directors disagrees to convene an extraordinary shareholders' meeting, it shall state the reasons and make an announcement.</p>

Before amendments	After amendments
<p>Article 54 The <del>Board of Supervisors</del> has the right to propose to the Board of Directors to convene an extraordinary shareholders' meeting and shall submit such proposal in writing to the Board of Directors. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations, and the Articles of Association, provide a written response within ten days of receipt, indicating whether it agrees or disagrees to convene an extraordinary shareholders' meeting.</p> <p>If the Board of Directors agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of the shareholders' meeting within five days after making the board resolution. Any changes to the original proposal in the notice shall be subject to the consent of the <del>Board of Supervisors</del>.</p> <p>If the Board of Directors disagrees to convene an extraordinary shareholders' meeting, or fails to provide feedback within ten days of receipt, it shall be deemed that the Board of Directors is unable or fails to perform its duty to convene the shareholders' meeting. In such cases, the <del>Board of Supervisors</del> may convene and preside over the meeting on its own.</p>	<p>Article 58 The <b>audit committee</b> has the right to propose to the Board of Directors to convene an extraordinary shareholders' meeting and shall submit such proposal in writing to the Board of Directors. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations, and the Articles of Association, provide a written response within ten days of receipt, indicating whether it agrees or disagrees to convene an extraordinary shareholders' meeting.</p> <p>If the Board of Directors agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of the shareholders' meeting within five days after making the board resolution. Any changes to the original proposal in the notice shall be subject to the consent of the <b>audit committee</b>.</p> <p>If the Board of Directors disagrees to convene an extraordinary shareholders' meeting, or fails to provide feedback within ten days of receipt, it shall be deemed that the Board of Directors is unable or fails to perform its duty to convene the shareholders' meeting. In such cases, the <b>audit committee</b> may convene and preside over the meeting on its own.</p>

Before amendments	After amendments
<p>Article 55 Shareholders who individually or collectively hold more than 10% of the company's shares have the right to request the Board of Directors to convene an extraordinary shareholders' meeting and shall submit such request in writing to the Board of Directors. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations, and the Articles of Association, provide a written response within ten days of receipt, indicating whether it agrees or disagrees to convene an extraordinary shareholders' meeting.</p> <p>If the Board of Directors agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of the shareholders' meeting within five days after making the board resolution. Any changes to the original request in the notice shall be subject to the consent of the relevant shareholders.</p> <p>If the Board of Directors disagrees to convene an extraordinary shareholders' meeting or fails to provide feedback within ten days of receipt, shareholders who individually or collectively hold more than 10% of the company's shares <del>have the right to</del> propose to the <del>Board of Supervisors</del> to convene an extraordinary shareholders' meeting and shall submit such request in writing to the <del>Board of Supervisors</del>.</p> <p>If the <del>Board of Supervisors</del> agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of the shareholders' meeting within five days after receiving the request. Any changes to the original <b>proposal</b> in the notice shall be subject to the consent of the relevant shareholders.</p> <p>If the <del>Board of Supervisors</del> fails to issue a notice of the shareholders' meeting within the prescribed period, it shall be deemed that the <del>Board of Supervisors</del> does not convene and preside over the shareholders' meeting. In such cases, shareholders who individually or collectively hold more than 10% of the company's shares for a continuous period of 90 days or more may convene and preside over the meeting on their own.</p>	<p>Article 59 Shareholders who individually or collectively hold more than 10% of the company's shares have the right to request the Board of Directors to convene an extraordinary shareholders' meeting and shall submit such request in writing to the Board of Directors. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations, and the Articles of Association, provide a written response within ten days of receipt, indicating whether it agrees or disagrees to convene an extraordinary shareholders' meeting.</p> <p>If the Board of Directors agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of the shareholders' meeting within five days after making the board resolution. Any changes to the original request in the notice shall be subject to the consent of the relevant shareholders.</p> <p>If the Board of Directors disagrees to convene an extraordinary shareholders' meeting or fails to provide feedback within ten days of receipt, shareholders who individually or collectively hold more than 10% of the company's shares propose to the <b>audit committee</b> to convene an extraordinary shareholders' meeting and shall submit such request in writing to the <b>audit committee</b>.</p> <p>If the <b>audit committee</b> agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of the shareholders' meeting within five days after receiving the request. Any changes to the original <b>request</b> in the notice shall be subject to the consent of the relevant shareholders.</p> <p>If the <b>audit committee</b> fails to issue a notice of the shareholders' meeting within the prescribed period, it shall be deemed that the <b>audit committee</b> does not convene and preside over the shareholders' meeting. In such cases, shareholders who individually or collectively hold more than 10% of the company's shares for a continuous period of 90 days or more may convene and preside over the meeting on their own.</p>



Before amendments	After amendments
<p>Article 56 Where the <del>Board of Supervisors</del> or shareholders decide to convene a shareholders' meeting on their own initiatives, they shall notify the Board of Directors in writing and file the records with the SZSE at the same time.</p> <p><del>During the period from the issuing of the notice of the shareholders' meeting to the date on which the meeting is closed</del>, the shareholding of the convening shareholders shall not be less than 10%.</p> <p>The <del>Board of Supervisors</del> or the convening shareholders shall submit the relevant supporting materials to the SZSE when issuing the notice of the shareholders' meeting and the notice of the resolution of the shareholders' meeting.</p>	<p>Article 60 Where the <b>audit committee</b> or shareholders decide to convene a shareholders' meeting on their own initiatives, they shall notify the Board of Directors in writing and file the records with the SZSE at the same time.</p> <p>The <b>audit committee</b> or the convening shareholders shall submit the relevant supporting materials to the SZSE when issuing the notice of the shareholders' meeting and the notice of the resolution of the shareholders' meeting.</p> <p><b>Prior to the announcement of the shareholders' meeting resolution</b>, the shareholding of the convening shareholders shall not be less than 10%.</p>
<p>Article 57 For the shareholders' meetings convened by the <del>Board of Supervisors</del> or shareholders on their own initiatives, the Board of Directors and the Secretary of the Board shall cooperate with the <del>Board of Supervisors</del> or the shareholders. The Board of Directors shall provide the register of members as at the shareholding registration date. The expenses necessary for the shareholders' meeting convened by the <del>Board of Supervisors</del> or the shareholders on their own initiatives shall be borne by the Company.</p>	<p>Article 61 For the shareholders' meetings convened by the <b>audit committee</b> or shareholders on their own initiatives, the Board of Directors and the Secretary of the Board shall cooperate with the <b>audit committee</b> or the shareholders. The Board of Directors shall provide the register of members as at the shareholding registration date. The expenses necessary for the shareholders' meeting convened by the <b>audit committee</b> or the shareholders on their own initiatives shall be borne by the Company.</p>

Before amendments	After amendments
<p>Article 59 The company may convene a shareholders' meeting, and the Board of Directors, the <b>Board of Supervisors</b>, as well as shareholders who individually or collectively hold more than 1% of the company's shares, have the right to submit proposals to the company.</p> <p>Shareholders who individually or collectively hold more than 1% of the company's shares may submit a temporary proposal in writing to the convener 10 days prior to the shareholders' meeting. The temporary proposal must have a clear agenda and specific resolution items. The convener shall issue a supplementary notice of the shareholders' meeting within 2 days after receiving the proposal, announcing the content of the temporary proposal. However, this does not apply if the temporary proposal violates the provisions of laws, administrative regulations, or the company's Articles of Association, or if it is not within the scope of the shareholders' meeting's authority. If, according to the securities regulatory rules of the place where the company's stock is listed, the shareholders' meeting must be postponed due to the issuance of a supplementary notice, the meeting shall be postponed in accordance with the provisions of the securities regulatory rules of the place where the company's stock is listed.</p> <p>Except for the circumstances specified in the preceding paragraph, after the convener has issued the notice of the shareholders' meeting, it shall not modify the proposals already listed in the notice or add new proposals.</p> <p>Any proposal that is not stated in the notice of the shareholders' meeting or do not comply with Article <b>58</b> of the Articles of Association shall not be voted and approved at the shareholders' meeting.</p>	<p>Article 63 The company may convene a shareholders' meeting, and the Board of Directors, the <b>audit committee</b>, as well as shareholders who individually or collectively hold more than 1% of the company's shares, have the right to submit proposals to the company.</p> <p>Shareholders who individually or collectively hold more than 1% of the company's shares may submit a temporary proposal in writing to the convener 10 days prior to the shareholders' meeting. The temporary proposal must have a clear agenda and specific resolution items. The convener shall issue a supplementary notice of the shareholders' meeting within 2 days after receiving the proposal, announcing the content of the temporary proposal, <b>and submit the temporary proposal to the shareholders' meeting for deliberation</b>. However, this does not apply if the temporary proposal violates the provisions of laws, administrative regulations, or the company's Articles of Association, or if it is not within the scope of the shareholders' meeting's authority. If, according to the securities regulatory rules of the place where the company's stock is listed, the shareholders' meeting must be postponed due to the issuance of a supplementary notice, the meeting shall be postponed in accordance with the provisions of the securities regulatory rules of the place where the company's stock is listed.</p> <p>Except for the circumstances specified in the preceding paragraph, after the convener has issued the notice of the shareholders' meeting, it shall not modify the proposals already listed in the notice or add new proposals.</p> <p>Any proposal that is not stated in the notice of the shareholders' meeting or do not comply with the Articles of Association shall not be voted and approved at the shareholders' meeting.</p>

Before amendments	After amendments
<p>Article 62 If the proposal for the election of directors <del>and supervisors are</del> submitted to the shareholders' meeting, the notice of such shareholders' meeting shall fully disclose the details of the candidates for directors <del>and supervisors</del>, and shall at least include the following particulars:</p> <p>(I) <del>personal information, such as</del> educational background, working experience and part – time jobs;</p> <p>(II) whether the candidates are related with the Company or its controlling shareholders or actual controllers;</p> <p>(III) <del>disclosure of</del> their shareholdings in the Company;</p> <p>(IV) whether the candidates have been subject to penalties by the CSRC or other relevant authorities or <del>sanctions</del> by any stock exchanges;</p>	<p>Article 66 If the proposal for the election of directors <b>is</b> submitted to the shareholders' meeting, the notice of such shareholders' meeting shall fully disclose the details of the candidates for directors, and shall at least include the following particulars:</p> <p>(I) educational background, working experience and part-time jobs <b>and other information, working experience in entities such as shareholders holding 5% or more of the Company's shares, actual controllers, and positions as directors, supervisors, or senior management members in other institutions in the past five years;</b></p> <p>(II) whether the candidates are related with the Company or its controlling shareholders or actual controllers, <b>shareholders holding 5% or more of the shares and their actual controllers, or other directors and senior management members of the Company;</b></p> <p>(III) their shareholdings in the Company;</p> <p>(IV) whether the candidates have been subject to penalties by the CSRC or other relevant authorities or <b>disciplinary sanctions</b> by any stock exchanges, <b>and whether they are under investigation by judicial authorities for suspected crimes or by the CSRC for suspected violations of laws and regulations, with no clear conclusion yet;</b></p>

Before amendments	After amendments
<p>(V) other requirements by the securities regulatory rules of the place where the company's stock is listed.</p> <p>Except for the election of directors <del>or supervisors</del> by cumulative voting system, a separate proposal shall be submitted for each director <del>or supervisor</del> candidate.</p>	<p><b>(V) whether there are circumstances that disqualify the candidates from being nominated as directors, and whether they meet the qualifications for appointment required by laws, administrative regulations, departmental rules, normative documents, securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association;</b></p> <p><b>(VI) whether the candidates have been listed on the public information platform regarding violations and breaches of integrity in the securities and futures markets by the CSRC or included in the list of dishonest debtors subject to execution by the People's Court;</b></p> <p>(VII) other requirements by the securities regulatory rules of the place where the company's stock is listed.</p> <p>Except for the election of directors by cumulative voting system, a separate proposal shall be submitted for each director candidate.</p>
<p>Article 66 Individual shareholders who attend the meeting in person shall show their own identification cards, or other valid documents or certificates to show their identity <del>and stock account cards</del>. The proxy appointed by a shareholder to attend the meeting shall present his own identification card and a written power of attorney issued by the shareholder.</p> <p>Corporate shareholders shall attend the meeting by its legal representative or the proxy appointed by its legal representative. Where the legal representative attends the meeting, he shall present his identification card and valid proof that can prove his qualification as legal representative; and where <del>he appoints</del> a proxy <del>to</del> attend the meeting, the proxy shall present his own identification card, and the written power of attorney legally issued by the legal representative of the corporate shareholder (except for shareholders that are recognized clearing houses and their proxies).</p>	<p>Article 70 Individual shareholders who attend the meeting in person shall show their own identification cards, or other valid documents or certificates to show their identity. The proxy appointed by a shareholder to attend the meeting shall present his own identification card and a written power of attorney issued by the shareholder.</p> <p>Corporate shareholders shall attend the meeting by its legal representative or the proxy appointed by its legal representative. Where the legal representative attends the meeting, he/she shall present his/her identification card and valid proof that can prove his/her qualification as legal representative; and where a proxy attends the meeting, the proxy shall present his/her own identification card, and the written power of attorney legally issued by the legal representative of the corporate shareholder (except for shareholders that are recognized clearing houses and their proxies).</p>

Before amendments	After amendments
<p>Article 67 The written power of attorney issued by the shareholder appointing his or her proxy to attend the shareholders' meeting shall state:</p> <p>(I) name of the proxy;</p> <p>(II) <del>whether or not the proxy has any voting right;</del></p> <p>(III) instruction to vote for or against or abstain from voting on each and every issue included in the agenda of the shareholders' meeting;</p> <p>(IV) the date of issue and validity period of the power of attorney;</p> <p>(V) the signature (or seal) of the appointer. If the appointer is a corporate shareholder, the power of attorney shall be affixed with the seal of the corporate shareholder, or signed by its director or a duly appointed proxy.</p>	<p>Article 71 The written power of attorney issued by the shareholder appointing his or her proxy to attend the shareholders' meeting shall state:</p> <p>(I) <b>name or title of the appointer, and the class and number of shares of the Company held;</b></p> <p>(II) name of the proxy;</p> <p>(III) <b>specific instructions given by the shareholder, including</b> instruction to vote for or against or abstain from voting on each and every issue included in the agenda of the shareholders' meeting;</p> <p>(IV) the date of issue and validity period of the power of attorney;</p> <p>(V) the signature (or seal) of the appointer. If the appointer is a corporate shareholder, the power of attorney shall be affixed with the seal of the corporate shareholder, or signed by its director or a duly appointed proxy.</p>
<p><del>Article 68 The power of attorney shall indicate whether the proxy can vote in his own discretion if the appointing shareholder makes no specific instructions.</del></p>	<p>/</p>

Before amendments	After amendments
<p>Article 69 Where such form of proxy is signed by a person under a power of attorney on behalf of the appointer, such power of attorney or other authorization document shall be notarized. The notarized power of attorney and other authorization documents, together with the proxy form, shall be lodged at the Company's premises or such other place designated in the notice convening the meeting.</p> <p><del>If the proxy is a corporate shareholder, its legal representative or any representative authorized by its Board of Directors or by other decision-making body may attend the shareholders' meeting of the Company on its behalf.</del></p> <p>If the shareholder is a recognized clearing house (or its agent), such shareholder shall be entitled to authorize one or more persons it thinks fit to act as its proxy at any shareholders' meeting and creditors' meeting. However, if more than one person is appointed as proxies, the power of attorney shall clearly state the number and the class of shares represented by each of the proxies. The power of attorney shall be signed by the person authorized by the recognized clearing house. The proxies so appointed may represent the recognized clearing house (or its agent) in attending the meeting (without being required to present share certificate, certified power of attorney and/or further evidence to prove due authorization) and exercising rights as if that proxy is an individual shareholder of the Company, and shall be entitled to the legal rights equivalent to those of the other shareholders, including the right to speak and vote.</p>	<p>Article 72 Where such form of proxy is signed by a person under a power of attorney on behalf of the appointer, such power of attorney or other authorization document shall be notarized. The notarized power of attorney and other authorization documents, together with the proxy form, shall be lodged at the Company's premises or such other place designated in the notice convening the meeting.</p> <p>If the shareholder is a recognized clearing house (or its agent), such shareholder shall be entitled to authorize one or more persons it thinks fit to act as its proxy at any shareholders' meeting and creditors' meeting. However, if more than one person is appointed as proxies, the power of attorney shall clearly state the number and the class of shares represented by each of the proxies. The power of attorney shall be signed by the person authorized by the recognized clearing house. The proxies so appointed may represent the recognized clearing house (or its agent) in attending the meeting (without being required to present share certificate, certified power of attorney and/or further evidence to prove due authorization) and exercising rights as if that proxy is an individual shareholder of the Company, and shall be entitled to the legal rights equivalent to those of the other shareholders, including the right to speak and vote.</p>
<p>Article 70 The Company shall be responsible for preparing a register of attendees of the meeting. Such register shall record name (or company name), ID Card no., <del>domicile</del>, number of voting shares held or represented, name (or company name) of appointer and other matters of the attendees.</p>	<p>Article 73 The Company shall be responsible for preparing a register of attendees of the meeting. Such register shall record name (or company name), ID Card no., number of voting shares held or represented, name (or company name) of appointer and other matters of the attendees.</p>



Before amendments	After amendments
<p>Article 72 <del>When</del> the shareholders' meeting <del>is convened, all</del> directors, <del>supervisors, and the secretary of the Board of Directors shall be present at the meeting, and the General Manager and other</del> senior management members shall attend the meeting as observers.</p>	<p>Article 75 <b>If</b> the shareholders' meeting <b>requires</b> directors <b>and</b> senior management members <b>to</b> attend the meeting as observers, <b>the directors and senior management members shall attend the meeting and accept shareholders' inquiries.</b></p>
<p>Article 73 The shareholders' meeting shall be presided over by the chairman of the board. If the chairman is unable or fails to perform his duties, the meeting shall be presided over by the co-chairman or vice-chairman elected by a majority of the directors; if the co-chairman and vice-chairman are unable or fail to perform their duties, one director shall be elected by a majority of the directors to preside over the meeting.</p> <p>If the shareholders' meeting is convened by the <del>Board of Supervisors</del>, it shall be presided over by the <del>chairman of the Board of Supervisors</del>. If the <del>chairman of the Board of Supervisors</del> is unable or fails to perform his duties, one <del>supervisor</del> shall be elected by a majority of the <del>supervisors</del> to preside over the meeting.</p> <p>If the shareholders' meeting is convened by the shareholders themselves, a representative <del>shall be</del> elected by the conveners <del>to</del> preside over the meeting.</p> <p>If the presiding officer of the meeting violates the rules of procedure and prevents the meeting from proceeding, upon the agreement of more than half of the shareholders present and entitled to vote, the shareholders' meeting may elect one person to serve as the presiding officer to continue the meeting.</p>	<p>Article 76 The shareholders' meeting shall be presided over by the chairman of the board. If the chairman is unable or fails to perform his duties, the meeting shall be presided over by the co-chairman or vice-chairman elected by a majority of the directors; if the co-chairman and vice-chairman are unable or fail to perform their duties, one director shall be elected by a majority of the directors to preside over the meeting.</p> <p>If the shareholders' meeting is convened by the <b>audit committee</b>, it shall be presided over by the <b>chairperson of the audit committee</b>. If the <b>chairperson of the audit committee</b> is unable or fails to perform his/her duties, one <b>member of the audit committee</b> shall be elected by a majority of <b>members of the audit committee</b> to preside over the meeting.</p> <p>If the shareholders' meeting is convened by the shareholders themselves, <b>the conveners or</b> a representative elected by the conveners <b>shall</b> preside over the meeting.</p> <p>If the presiding officer of the meeting violates the rules of procedure and prevents the meeting from proceeding, upon the agreement of more than half of the shareholders present and entitled to vote, the shareholders' meeting may elect one person to serve as the presiding officer to continue the meeting.</p>

Before amendments	After amendments
<p>Article 74 The company shall establish rules of procedure for the shareholders' meeting, which shall detail the procedures for convening and voting at the shareholders' meeting, including notification, registration, review of proposals, voting, counting of votes, announcement of voting results, formation of resolutions, minutes and signing, and announcement. The rules shall also specify the principles and specific content of the authorization granted by the shareholders' meeting to the Board of Directors. The rules of procedure for the shareholders' meeting shall be an appendix to the company's Articles of Association, drafted by the Board of Directors, and approved by the shareholders' meeting.</p>	<p>Article 77 The company shall establish rules of procedure for the shareholders' meeting, which shall detail the procedures for <b>calling</b>, convening and voting at the shareholders' meeting, including notification, registration, review of proposals, voting, counting of votes, announcement of voting results, formation of resolutions, minutes and signing, and announcement. The rules shall also specify the principles and specific content of the authorization granted by the shareholders' meeting to the Board of Directors. The rules of procedure for the shareholders' meeting shall be an appendix to the company's Articles of Association, drafted by the Board of Directors, and approved by the shareholders' meeting.</p>
<p>Article 78 Minutes of the shareholders' meeting shall be prepared by the Board secretary. The minutes shall record:</p> <p>(I) the time, venue, agenda and form of the meeting, the circulation of the notice on the meeting and other basic information as well as the names of the conveners;</p> <p>(II) the names of the presiding officer and directors, <del>supervisors, General Manager</del> and <b>other</b> senior management members who attend the meeting as <del>voting or</del> non-voting delegates;</p> <p>(III) the number of shareholders and proxies attending the meeting, the total of voting shares held thereby and the proportion of such voting shares in the total of the Company's shares;</p> <p>(IV) deliberation process, speech highlights and voting results of each proposal;</p> <p>(V) inquiries or advices of shareholders and corresponding replies or explanations;</p> <p>(VI) the names of solicitor, tellers and scrutinizers;</p> <p>(VII) other contents which shall be recorded in the minutes in accordance with the Articles of Association.</p>	<p>Article 81 Minutes of the shareholders' meeting shall be prepared by the Board secretary. The minutes shall record:</p> <p>(I) the time, venue, agenda and form of the meeting, the circulation of the notice on the meeting and other basic information as well as the names of the conveners;</p> <p>(II) the names of the presiding officer and directors and senior management members who attend the meeting as non-voting delegates;</p> <p>(III) the number of shareholders and proxies attending the meeting, the total of voting shares held thereby and the proportion of such voting shares in the total of the Company's shares;</p> <p>(IV) deliberation process, speech highlights and voting results of each proposal;</p> <p>(V) inquiries or advices of shareholders and corresponding replies or explanations;</p> <p>(VI) the names of solicitor, tellers and scrutinizers;</p> <p>(VII) other contents which shall be recorded in the minutes in accordance with the Articles of Association.</p>

Before amendments	After amendments
<p>Article 81 The resolutions of the shareholders' meeting are divided into ordinary resolutions and extraordinary resolutions.</p> <p>An ordinary resolution at a shareholders' meeting shall be passed by more than half of the voting rights held by the shareholders present at the shareholders' meeting <b>(including proxies)</b>.</p> <p>An extraordinary resolution at a shareholders' meeting shall be passed by at least two-thirds of the voting rights held by the shareholders present at the shareholders' meeting <b>(including proxies)</b>.</p>	<p>Article 84 The resolutions of the shareholders' meeting are divided into ordinary resolutions and extraordinary resolutions.</p> <p>An ordinary resolution at a shareholders' meeting shall be passed by more than half of the voting rights held by the shareholders present at the shareholders' meeting.</p> <p>An extraordinary resolution at a shareholders' meeting shall be passed by at least two-thirds of the voting rights held by the shareholders present at the shareholders' meeting.</p> <p><b>All references to shareholders in this article shall include those appointing a proxy or proxies to attend the shareholders' meeting.</b></p>
<p>Article 82 The following matters shall be approved by the shareholders' meeting through ordinary resolutions:</p> <p>(I) Work reports of the Board of Directors <b>and the Board of Supervisors</b>;</p> <p>(II) Plans of earnings distribution and recovery of losses schemes drafted by the Board of Directors;</p> <p>(III) Appointment or dismissal of the members of the Board of Directors <b>and the Board of Supervisors</b>, their remunerations and the payment method;</p> <p><b>(IV) Annual report of the Company and summaries of the annual report;</b></p> <p>(V) Other matters other than those approved by extraordinary resolutions stipulated in the laws, administrative regulations, securities regulatory rules of the place where the Company's Shares are listed or the Articles of Association.</p>	<p>Article 85 The following matters shall be approved by the shareholders' meeting through ordinary resolutions:</p> <p>(I) Work reports of the Board of Directors;</p> <p>(II) Plans of earnings distribution and recovery of losses schemes drafted by the Board of Directors;</p> <p>(III) Appointment or dismissal of the members of the Board of Directors, their remunerations and the payment method;</p> <p>(IV) Other matters other than those approved by extraordinary resolutions stipulated in the laws, administrative regulations, <b>departmental rules, normative documents</b>, securities regulatory rules of the place where the Company's Shares are listed or the Articles of Association.</p>

Before amendments	After amendments
<p>Article 83 The following matters shall be approved by extraordinary resolutions at the shareholders' meeting:</p> <p>(I) The increase or reduction of the registered capital of the Company;</p> <p>(II) The division, merger, dissolution and liquidation of the Company;</p> <p>(III) Any amendment to the Articles of Association;</p> <p>(IV) The purchase and sale of material assets or amount of guarantee provided by the Company within one year valued at more than 30% of the audited total assets of the Company as at the most recent period;</p> <p>(V) Share incentive plan;</p> <p>(VI) Other matters as required by the laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed or the Articles of Association, and considered by the shareholders' meeting, by way of an ordinary resolution, to be of a nature which may have a material impact on the Company, shall be passed by an extraordinary resolution.</p>	<p>Article 86 The following matters shall be approved by extraordinary resolutions at the shareholders' meeting:</p> <p>(I) The increase or reduction of the registered capital of the Company;</p> <p>(II) The division, merger, dissolution and liquidation of the Company;</p> <p>(III) Any amendment to the Articles of Association;</p> <p>(IV) The purchase and sale of material assets or amount of guarantee provided <b>to others</b> by the Company within one year valued at more than 30% of the audited total assets of the Company as at the most recent period;</p> <p>(V) Share incentive plan;</p> <p>(VI) Other matters as required by the laws, administrative regulations, <b>departmental rules, normative documents</b>, the securities regulatory rules of the place where the shares of the Company are listed or the Articles of Association, and considered by the shareholders' meeting, by way of an ordinary resolution, to be of a nature which may have a material impact on the Company, shall be passed by an extraordinary resolution.</p>

Before amendments	After amendments
<p>Article 84 Shareholders <del>(including proxies)</del> shall exercise voting rights based on the number of shares with voting rights held by them, and each share shall be entitled to one vote. Where the securities regulatory rules at the place where the shares of the Company are listed provide otherwise, such provisions shall prevail.</p> <p>Where material issues affecting the interests of minority shareholders are considered at the shareholders' meeting, the votes of minority shareholders shall be counted separately. The separate votes counting results shall be disclosed publicly in a timely manner.</p> <p>The Company's own shares held by the Company do not carry voting rights and such shares shall not count towards the total number of shares with voting rights at shareholders' meeting.</p> <p>If a shareholder purchases shares with voting rights of the Company in violation of the provisions of Article 63 (I) and (II) of the "Securities Law," the voting rights of such shares in excess of the prescribed proportion shall not be exercised and shall not be counted towards the total number of shares with voting rights present at the shareholders' meeting for 36 months after the purchase.</p> <p>In accordance with the requirements of relevant laws and regulations and the securities regulatory rules of the place where the Company's shares are listed, if any shareholder is required to abstain from voting on the relevant proposal, or restricts any shareholder from voting only for or against the designated proposal, any vote taken by such shareholder or his representative in violation of the aforesaid provisions or restrictions shall not be counted in the voting results.</p>	<p>Article 87 Shareholders shall exercise voting rights based on the number of shares with voting rights held by them, and each share shall be entitled to one vote. Where the securities regulatory rules at the place where the shares of the Company are listed provide otherwise, such provisions shall prevail.</p> <p>Where material issues affecting the interests of minority shareholders are considered at the shareholders' meeting, the votes of minority shareholders shall be counted separately. The separate votes counting results shall be disclosed publicly in a timely manner.</p> <p>The Company's own shares held by the Company do not carry voting rights and such shares shall not count towards the total number of shares with voting rights at shareholders' meeting.</p> <p>If a shareholder purchases shares with voting rights of the Company in violation of the provisions of Article 63 (I) and (II) of the "Securities Law," the voting rights of such shares in excess of the prescribed proportion shall not be exercised and shall not be counted towards the total number of shares with voting rights present at the shareholders' meeting for 36 months after the purchase.</p> <p>In accordance with the requirements of relevant laws and regulations and the securities regulatory rules of the place where the Company's shares are listed, if any shareholder is required to abstain from voting on the relevant proposal, or restricts any shareholder from voting only for or against the designated proposal, any vote taken by such shareholder or his representative in violation of the aforesaid provisions or restrictions shall not be counted in the voting results.</p>

Before amendments	After amendments
<p>The Board of Directors of a company, independent directors, shareholders holding more than 1% of the voting shares, or investor protection institutions established in accordance with laws and regulations, may act as solicitors, either by themselves or by entrusting securities companies or securities service institutions, to publicly request shareholders to entrust them to attend shareholders' meetings on their behalf and exercise shareholder rights such as the right to propose and vote on their behalf, but shall not publicly solicit shareholder rights in a paid or disguised paid manner. Except for the statutory conditions, the Company shall not impose a minimum shareholding restriction on the solicitation of voting rights.</p>	<p>The Board of Directors of a company, independent directors, shareholders holding more than 1% of the voting shares, or investor protection institutions established in accordance with laws and regulations, may act as solicitors, either by themselves or by entrusting securities companies or securities service institutions, to publicly request shareholders to entrust them to attend shareholders' meetings on their behalf and exercise shareholder rights such as the right to propose and vote on their behalf, but shall not publicly solicit shareholder rights in a paid or disguised paid manner. Except for the statutory conditions, the Company shall not impose a minimum shareholding restriction on the solicitation of voting rights.</p>
<p>The solicitor shall disclose the solicitation announcement and related solicitation documents in accordance with regulations, and disclose the progress and results of the solicitation in accordance with regulations, and the Company shall cooperate. If the solicitor holds the company's shares, it shall promise not to transfer the shares held before the announcement of the resolution of the shareholders' meeting to deliberate the solicitation proposal.</p>	<p>The solicitor shall disclose the solicitation announcement and related solicitation documents in accordance with regulations, and disclose the progress and results of the solicitation in accordance with regulations, and the Company shall cooperate. If the solicitor holds the company's shares, it shall promise not to transfer the shares held before the announcement of the resolution of the shareholders' meeting to deliberate the solicitation proposal.</p>
<p>The solicitor may use electronic means to publicly solicit shareholders' rights to facilitate the entrustment of shareholders, and the company shall cooperate.</p>	<p>The solicitor may use electronic means to publicly solicit shareholders' rights to facilitate the entrustment of shareholders, and the company shall cooperate.</p>
<p>If the solicitor only puts forward voting opinions on some of the proposals at the shareholders' meeting, it shall also solicit the voting opinions of shareholders on other proposals and vote on their behalf according to their opinions.</p>	<p>If the solicitor only puts forward voting opinions on some of the proposals at the shareholders' meeting, it shall also solicit the voting opinions of shareholders on other proposals and vote on their behalf according to their opinions.</p>



Before amendments	After amendments
<p>Article 87 Except under special circumstances such as crisis, the Company shall not enter into any contract with any person other than the directors, <del>General Manager</del> and <del>other</del> senior management members to hand over all the management responsibilities or that of important businesses, unless it is approved through extraordinary resolutions by the shareholders' meeting.</p> <p>The crisis situations mentioned in the preceding paragraph include but are not limited to the situation where the Company's controlling shareholder or actual controller loses control not due to their subjective will, or the Company's actual control is in an uncertain state, or a malicious takeover situation occurs as stipulated in Article <del>205</del> of the Articles of Association.</p>	<p>Article 90 Except under special circumstances such as crisis, the Company shall not enter into any contract with any person other than the directors and senior management members to hand over all the management responsibilities or that of important businesses, unless it is approved through extraordinary resolutions by the shareholders' meeting.</p> <p>The crisis situations mentioned in the preceding paragraph include but are not limited to the situation where the Company's controlling shareholder or actual controller loses control not due to their subjective will, or the Company's actual control is in an uncertain state, or a malicious takeover situation occurs as stipulated in Article <b>212</b> of the Articles of Association.</p>
<p>Article 88 The list of candidates for the directors <del>and supervisors</del> shall be proposed to the shareholders' meeting for voting by way of proposals. The methods and procedures for the nomination of the directors <del>and supervisors</del> are as follows:</p> <p>(I) when a re-election of the Board of Directors or an additional or replacement of director made by the Board of Directors takes place, incumbent Board of Directors and shareholders individually or collectively holding 1% or more of the Company's shares may nominate candidates, without exceeding the number of persons to be elected, for the position of director for the next session of the Board of Directors or additional candidates for the position of director who are not staff representatives; candidates for independent directors may be proposed by the incumbent Board of Directors, <del>the Board of Supervisors</del>, or shareholders who individually or collectively holding 1% or more of the issued shares of the <del>listed</del> company.</p>	<p>Article 91 The list of candidates for the directors shall be proposed to the shareholders' meeting for voting by way of proposals. The methods and procedures for the nomination of the directors are as follows:</p> <p>(I) when a re-election of the Board of Directors or an additional or replacement of director made by the Board of Directors takes place, incumbent Board of Directors and shareholders individually or collectively holding 1% or more of the Company's shares may nominate candidates, without exceeding the number of persons to be elected, for the position of director for the next session of the Board of Directors or additional candidates for the position of director who are not staff representatives; candidates for independent directors may be proposed by the incumbent Board of Directors or shareholders who individually or collectively holding 1% or more of the issued shares of the Company.</p>

Before amendments	After amendments
<p><del>(II) when a re-election of the Board of Supervisors or an additional or replacement of supervisor made by the Board of Supervisors takes place, incumbent Board of Supervisors and shareholders individually or collectively holding 1% or more of the Company's shares may nominate candidates, without exceeding the number of persons to be elected, for the position of supervisor for the next session of the Board of Supervisors or additional candidates for the position of supervisor who are not staff representatives.</del></p> <p>(III) the incumbent Board of Directors <del>and the incumbent Board of Supervisors</del> shall conduct qualification review of the nominated candidates for the directors <del>and supervisors</del> and submit them to the shareholders' meeting for election <del>respectively</del>.</p> <p>(IV) at request of the Company, the candidates for the position of director <del>or supervisor</del> shall undertake to the Company in written form the followings, including but not limited to, agreeing to accept the nomination, undertaking that the information submitted about themselves are true and complete, and warranting that they will duly perform the duties upon successful election.</p> <p><del>When election of two or more directors and supervisors is voted at the shareholders' meeting, the cumulative voting system can be applied.</del></p> <p>The cumulative voting system referred to in the preceding paragraph means each share shall have the same voting right as the number of directors <del>or supervisors</del> to be elected, when election of directors <del>or supervisors</del> is voted at the shareholders' meeting. The voting right held by shareholders may be used collectively. The Board of Directors shall announce the resumes and basic particulars of the candidates for directors <del>and supervisors</del> to the shareholders.</p>	<p>(II) the incumbent Board of Directors shall conduct qualification review of the nominated candidates for the directors and submit them to the shareholders' meeting for election.</p> <p>(III) at request of the Company, the candidates for the position of director shall undertake to the Company in written form the followings, including but not limited to, agreeing to accept the nomination, undertaking that the information submitted about themselves are true and complete, and warranting that they will duly perform the duties upon successful election.</p> <p><b>The Company shall implement a cumulative voting system in the election of directors, except where one director is to be elected. In the election of directors at the shareholders' meeting, votes for independent directors and non-independent directors shall be conducted separately.</b></p> <p>The cumulative voting system referred to in the preceding paragraph means each share shall have the same voting right as the number of directors to be elected, when election of directors is voted at the shareholders' meeting. The voting right held by shareholders may be used collectively. The Board of Directors shall announce the resumes and basic particulars of the candidates for directors to the shareholders.</p>

Before amendments	After amendments
<p>Article 90 No amendment shall be made to a proposal when it is considered at a shareholders' meeting, <del>otherwise such amendments</del> shall be deemed as a new proposal and shall not be voted at the current meeting.</p>	<p>Article 93 No amendment shall be made to a proposal when it is considered at a shareholders' meeting, <b>if an amendment is made, it</b> shall be deemed as a new proposal and shall not be voted at the current meeting.</p>
<p>Article 91 The same voting right can only be exercised in only one form: onsite, <del>or</del> over the network. Where the same voting right is exercised more than once, the voting result of the first time shall prevail.</p>	<p>Article 94 The same voting right can only be exercised in only one form: onsite, over the network <b>or other</b> means. Where the same voting right is exercised more than once, the voting result of the first time shall prevail.</p>
<p>Article 93 Before the relevant proposed resolution is voted on at the shareholders' meeting, at least two representatives of shareholders <del>and one representative of supervisors</del> shall be elected to take part in counting the votes and scrutinizing the conduct of the poll. Any shareholder who is connected with the matter under consideration and such shareholder and his/her proxy shall not take part in counting the votes or scrutinizing the conduct of the poll.</p> <p>When votes are cast on proposals at the shareholders' meeting, the lawyers, shareholder representatives <del>and supervisor representatives</del> shall be jointly responsible for counting and scrutinizing votes and shall announce the voting results at the meeting. The voting result shall be recorded in the meeting minutes.</p> <p>Shareholders of the Company or their proxies, who have cast their votes by online voting, shall have the right to check the voting results in the way in which they have cast their votes.</p>	<p>Article 96 Before the relevant proposed resolution is voted on at the shareholders' meeting, at least two representatives of shareholders shall be elected to take part in counting the votes and scrutinizing the conduct of the poll. Any shareholder who is connected with the matter under consideration and such shareholder and his/her proxy shall not take part in counting the votes or scrutinizing the conduct of the poll.</p> <p>When votes are cast on proposals at the shareholders' meeting, the lawyers and shareholder representatives shall be jointly responsible for counting and scrutinizing votes and shall announce the voting results at the meeting. The voting result shall be recorded in the meeting minutes.</p> <p>Shareholders of the Company or their proxies, who have cast their votes by online voting <b>or by other means</b>, shall have the right to check the voting results in the way in which they have cast their votes.</p>

Before amendments	After amendments
<p>Article 94 An on-site shareholders' meeting shall not end before that held on-line, and the chairperson of the meeting shall announce the voting status and results of each proposal and announce whether the proposal is adopted or not based on the voting results.</p> <p>Prior to the formal announcement of voting results, the relevant parties involved in relation to the on-site <del>or</del> on-line voting at the shareholders' meeting, including the Company, the persons responsible for counting votes and scrutinizing the voting, the substantial shareholders, and the internet service provider, shall be obliged to keep the voting status confidential.</p>	<p>Article 97 An on-site shareholders' meeting shall not end before that held on-line <b>or by other means</b>, and the chairperson of the meeting shall announce the voting status and results of each proposal and announce whether the proposal is adopted or not based on the voting results.</p> <p>Prior to the formal announcement of voting results, the relevant parties involved in relation to the on-site, on-line <b>and other</b> voting at the shareholders' meeting, including the Company, the persons responsible for counting votes and scrutinizing the voting, the shareholders, and the internet service provider, shall be obliged to keep the voting status confidential.</p>
CHAPTER 5 BOARD OF DIRECTORS	CHAPTER 5 <b>DIRECTORS AND BOARD OF DIRECTORS</b>
Section 1 Directors	Section 1 <b>General Provisions for Directors</b>
<p>Article 101 Directors of the Company shall be individuals, and a person may not serve as a director of the Company in case of any of the following circumstances:</p> <p>(I) the person without civil conduct capacity or with limited civil conduct capacity;</p> <p>(II) the person who has committed an offense of corruption, bribery, conversion of property, misappropriation of property or sabotaging the market economic order of socialism and has been punished therefor; or who has been deprived of his/her political rights, in each case where less than 5 years have elapsed since the date of the completion of implementation of such punishment or deprivation; in the case of a suspended sentence, for a period not exceeding 2 years from the date of expiry of the probationary period;</p>	<p>Article 104 Directors of the Company shall be individuals, and a person may not serve as a director of the Company in case of any of the following circumstances:</p> <p>(I) the person without civil conduct capacity or with limited civil conduct capacity;</p> <p>(II) the person who has committed an offense of corruption, bribery, conversion of property, misappropriation of property or sabotaging the market economic order of socialism and has been punished therefor; or who has been deprived of his/her political rights, in each case where less than 5 years have elapsed since the date of the completion of implementation of such punishment or deprivation; in the case of a suspended sentence, for a period not exceeding 2 years from the date of expiry of the probationary period;</p>

Before amendments	After amendments
<p>(III) the person who is a former director, factory director or General Manager (President) of a company or enterprise which is insolvent and under liquidation and he/she is personally liable for the insolvency of such company or enterprise, where less than 3 years have elapsed since the date of the completion of such insolvency and liquidation of the company or enterprise;</p> <p>(IV) the person who is a former legal representative of a company or enterprise which had its business license revoked and was ordered to shut down due to a violation of the law and who incurred personal liability, where less than 3 years have elapsed since the date of such revocation of the business license;</p> <p>(V) the person listed as a judgment defaulter by the court of the PRC because the amount of debt he/she bears is relatively large and the debt is not paid off when it is due;</p> <p>(VI) the person has been banned by the CSRC from access to the securities market, and the term of prohibition has not expired;</p> <p>(VII) other contents stipulated by laws, administrative regulations, departmental rules or the securities regulatory rules of the place where the Company's shares are listed.</p> <p>Where a director is elected in violation of this Article, the election shall be invalid. If a director falls under the provisions above during his or her tenure, the Company shall dismiss him or her from office.</p>	<p>(III) the person who is a former director, factory director or General Manager (President) of a company or enterprise which is insolvent and under liquidation and he/she is personally liable for the insolvency of such company or enterprise, where less than 3 years have elapsed since the date of the completion of such insolvency and liquidation of the company or enterprise;</p> <p>(IV) the person who is a former legal representative of a company or enterprise which had its business license revoked and was ordered to shut down due to a violation of the law and who incurred personal liability, where less than 3 years have elapsed since the date of such revocation of the business license;</p> <p>(V) the person listed as a judgment defaulter by the court of the PRC because the amount of debt he/she bears is relatively large and the debt is not paid off when it is due;</p> <p>(VI) the person has been banned by the CSRC from access to the securities market, and the term of prohibition has not expired;</p> <p><b>(VII) the person who has been disqualified as a director or senior management member of a listed company recognized by the stock exchange and the period has not expired;</b></p> <p>(VIII) other contents stipulated by laws, administrative regulations, departmental rules, <b>normative documents</b> or the securities regulatory rules of the place where the Company's shares are listed.</p> <p>Where a director is elected in violation of this Article, the election shall be invalid. If a director falls under the provisions above during his or her tenure, the Company shall dismiss him or her from office <b>and terminate his or her duties.</b></p>

Before amendments	After amendments
<p>Article 102 Directors are elected or replaced by the shareholders' meeting and may be removed from office by the shareholders' meeting before the expiration of their term. The term of office for directors is three years, and they may be re-elected for consecutive terms. If the securities regulatory rules of the place where the Company's shares are listed have other provisions regarding the re-election of directors, such provisions shall apply.</p> <p>The term of office for directors begins on the date of their appointment and ends when the current Board of Directors' term expires. If the term of office for directors expires and a timely re-election has not taken place, the outgoing directors shall continue to perform their duties in accordance with laws, administrative regulations, departmental rules, and the Articles of Association until the newly elected directors take office.</p> <p>Subject to the securities regulatory rules of the place where the Company's shares are listed, if the Board of Directors appoints new directors to fill a temporary vacancy or to increase the number of directors, the term of the appointed director shall only extend to the first annual shareholders' meeting following their appointment, at which time they shall be eligible for re-election.</p>	<p>Article 105 Directors <b>not appointed by employee representatives</b> are elected or replaced by the shareholders' meeting and may be removed from office by the shareholders' meeting before the expiration of their term. The term of office for directors is three years, and they may be re-elected for consecutive terms. If the securities regulatory rules of the place where the Company's shares are listed have other provisions regarding the re-election of directors, such provisions shall apply.</p> <p><b>Employee representative director shall be elected and removed by the Company's employee congress, employee assembly or other democratic forms, and do not require consideration at the shareholders' meeting.</b></p> <p>The term of office for directors begins on the date of their appointment and ends when the current Board of Directors' term expires. If the term of office for directors expires and a timely re-election has not taken place, the outgoing directors shall continue to perform their duties in accordance with laws, administrative regulations, departmental rules, <b>normative documents, securities regulatory rules of the place where the Company's shares are listed</b> and the Articles of Association until the newly elected directors take office.</p>



Before amendments	After amendments
<p>The Company shall not replace more than half of the total number of directors within any continuous twenty-four-month period; however, this limitation does not apply if a director resigns or is removed from office for violating laws, administrative regulations, or the Articles of Association, resulting in the number of directors falling below the number stipulated in the Articles of Association.</p> <p>Directors who are re-elected for consecutive terms are not considered to be replaced or newly elected under this provision. Directors may concurrently hold the <del>position of General Manager or other</del> senior management members' positions, but the total number of directors who concurrently hold the position of <del>General Manager or other</del> senior management members' positions shall not exceed half of the total number of directors of the Company.</p>	<p>Subject to the securities regulatory rules of the place where the Company's shares are listed, if the Board of Directors appoints new directors to fill a temporary vacancy or to increase the number of directors, the term of the appointed director shall only extend to the first annual shareholders' meeting following their appointment, at which time they shall be eligible for re-election.</p> <p>The Company shall not replace more than half of the total number of directors within any continuous twenty-four-month period; however, this limitation does not apply if a director resigns or is removed from office for violating laws, administrative regulations, or the Articles of Association, resulting in the number of directors falling below the number stipulated in the Articles of Association.</p> <p>Directors who are re-elected for consecutive terms are not considered to be replaced or newly elected under this provision. Directors may concurrently hold the senior management members' positions, but the total number of directors who concurrently hold the position of senior management members' positions <b>and are appointed by employee representatives</b>, shall not exceed half of the total number of directors of the Company.</p>

Before amendments	After amendments
<p>Article 103 Directors shall comply with the laws, administrative regulations, and the Articles of Association <del>and</del> owe the <b>following</b> duties of fiduciary to the Company:</p> <p>(I) not to abuse their powers to accept bribes or other illegal income <del>or misappropriate the Company's properties</del>;</p> <p>(II) not to misappropriate the Company's capital;</p> <p>(III) not to deposit the Company's <del>assets or</del> capital into accounts under his/her own name or the name of other individuals;</p> <p><del>(IV) not to lend funds of the Company to any other person or use the property of the Company to provide guarantee for any other person without the consent of the shareholders' meeting or the Board of Directors in contravention of the provisions of the Articles of Association;</del></p> <p><del>(V) not to enter into contracts or transactions with the Company in contravention of the provisions of the Articles of Association or without the consent of the shareholders' meeting;</del></p>	<p>Article 106 Directors shall comply with the <b>provisions of</b> laws, administrative regulations, and the Articles of Association, owe the duties of fiduciary to the Company, <b>take measures to avoid conflicts between their own interests and the Company's interests, and must not abuse their authority to seek improper benefits.</b></p> <p><b>The Directors shall fulfill the following obligations of loyalty to the Company:</b></p> <p>(I) not to abuse their powers to accept bribes or other illegal income;</p> <p>(II) not to misappropriate <b>the Company's properties and</b> the Company's capital;</p> <p>(III) not to deposit the Company's capital into accounts under his/her own name or the name of other individuals;</p> <p><b>(IV) not to enter into any contract or conduct any transaction, directly or indirectly, with the Company without reporting to the board of directors or the shareholders' meeting and obtaining approval through resolutions by the board of directors or the shareholders' meeting as stipulated in the Articles of Association;</b></p> <p><b>(V) not to take advantage of their positions to seek any business opportunities that belong to the Company for themselves or others, unless such business opportunities are not available to the Company upon reporting to the Board of Directors or the shareholders' meeting and obtaining approval through resolutions by the shareholders' meeting or as required in laws, administrative regulations or the Articles of Association;</b></p>

Before amendments	After amendments
<p><del>(VI) not to, without the consent of the shareholders' meeting, take advantage of his/her position to seek any business opportunity that shall otherwise belong to the Company for himself/herself or any other person, or operate a business similar to that of the Company for himself/herself or any other person;</del></p> <p>(VII) not to accept and possess commissions paid by a third party for transactions conducted with the Company;</p> <p>(VIII) not to disclose confidential information of the Company without permission;</p> <p>(IX) not to use their connected relationship to damage the legitimate interests of the Company;</p> <p>(X) other fiduciary obligations as required by the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.</p> <p>Any income derived by a director in violation of the provisions of this Article shall belong to the Company. The director shall be liable for indemnifying the Company against any loss incurred.</p>	<p>(VI) not to conduct any businesses similar to those of the Company for themselves or others without reporting to the board of directors or the shareholders' meeting and obtaining approval through resolutions by the shareholders' meeting;</p> <p>(VII) not to accept and possess commissions paid by a third party for transactions conducted with the Company;</p> <p>(VIII) not to disclose confidential information of the Company without permission;</p> <p>(IX) not to use their connected relationship to damage the legitimate interests of the Company;</p> <p>(X) other fiduciary obligations as required by the laws, administrative regulations, departmental rules, <b>normative documents</b>, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.</p> <p>Any income derived by a director in violation of the provisions of this Article shall belong to the Company. The director shall be liable for indemnifying the Company against any loss incurred.</p> <p><b>The provisions of the item (IV) of the second paragraph of this Article shall apply to the conclusion of contracts or engagement in transactions with the Company by close relatives of the directors and senior management or enterprises directly or indirectly controlled by the directors and senior management or their close relatives, as well as persons who are otherwise related to the directors and senior management.</b></p>

Before amendments	After amendments
<p>Article 104 Directors shall comply with laws, administrative regulations, and the Articles of Association and owe the following duties of diligence to the Company:</p> <p>(I) to exercise the rights granted to them by the Company with prudence, diligence, and care to ensure that the Company's business activities comply with national laws, administrative regulations, and all national economic policies, and that business operations do not exceed the scope of business specified in the business license;</p> <p>(II) to treat all shareholders fairly;</p> <p>(III) to promptly understand the status of the Company's business operations and management;</p> <p>(IV) to sign a written confirmation on the Company's regular reports to ensure that the information disclosed by the Company is true, accurate, and complete;</p> <p>(V) to provide relevant information and materials to <del>the Board of Supervisors</del> truthfully and not to obstruct <del>the Board of Supervisors or supervisors</del> from exercising their powers;</p> <p>(VI) not to provide any form of convenience or assistance that is detrimental to the legitimate rights and interests of the Company or shareholders to any organization or individual and their acquisition actions that are intended to or are implementing a hostile takeover of the Company;</p> <p>(VII) other duties of diligence as stipulated by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.</p>	<p>Article 107 Directors shall comply with <b>the provisions of</b> laws, administrative regulations, and the Articles of Association <b>to perform their duties of diligence to the Company. They shall fulfill their obligations with reasonable care generally due to managers in the best interests of the Company.</b></p> <p><b>Directors</b> owe the following duties of diligence to the Company:</p> <p>(I) to exercise the rights granted to them by the Company with prudence, diligence, and care to ensure that the Company's business activities comply with national laws, administrative regulations, and all national economic policies, and that business operations do not exceed the scope of business specified in the business license;</p> <p>(II) to treat all shareholders fairly;</p> <p>(III) to promptly understand the status of the Company's business operations and management;</p> <p>(IV) to sign a written confirmation on the Company's regular reports to ensure that the information disclosed by the Company is true, accurate, and complete;</p> <p>(V) to provide relevant information and materials to <b>the audit committee</b> truthfully and not to obstruct <b>the audit committee</b> from exercising their powers;</p> <p>(VI) not to provide any form of convenience or assistance that is detrimental to the legitimate rights and interests of the Company or shareholders to any organization or individual and their acquisition actions that are intended to or are implementing a hostile takeover of the Company;</p> <p>(VII) other duties of diligence as stipulated by laws, administrative regulations, departmental rules, <b>normative documents</b>, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.</p>

Before amendments	After amendments
<p>Article 106 Directors may resign before the expiration of their term. Resignation of a director shall be submitted <del>to the Board of Directors</del> in writing. <del>The Board of Directors</del> shall disclose the relevant circumstances within two days.</p> <p>If the resignation of a director causes the number of directors on the board to fall below the statutory minimum, the outgoing director shall continue to perform his/her duties in accordance with laws, administrative regulations, departmental rules, and the Articles of Association until the newly elected director takes office.</p> <p><del>Except for the circumstances mentioned in the preceding paragraph, the resignation of a director shall take effect upon the delivery of the resignation letter to the Board of Directors.</del></p>	<p>Article 109 Directors may resign before the expiration of their term. Resignation of a director shall be submitted <b>to the Company</b> in writing. <b>The resignation will take effect on the day when the Company receives the resignation report, and the Company</b> shall disclose the relevant circumstances within two <b>trading</b> days.</p> <p>If the resignation of a director causes the number of directors on the board to fall below the statutory minimum, the outgoing director shall continue to perform his/her duties in accordance with laws, administrative regulations, departmental rules, <b>normative documents, the securities regulatory rules of the place where the Company's shares are listed,</b> and the Articles of Association until the newly elected director takes office.</p>
<p>Article 107 When a director's resignation takes effect or his/her term of office expires, the director shall complete all handover procedures with the Board of Directors, and his/her fiduciary duties to the Company and shareholders shall not be discharged after the termination of office, <del>but shall remain in force for a reasonable period of time as stipulated in the Articles of Association.</del></p>	<p>Article 110 <b>The Company has a system in place to manage the departure of directors, which specifies safeguards for pursuing and recovering liability for unfulfilled public commitments and other outstanding matters.</b> When a director's resignation takes effect or his/her term of office expires, the director shall complete all handover procedures with the Board of Directors, and his/her fiduciary duties to the Company and shareholders shall not be discharged after the termination of office, <b>and shall, after the termination of office, continue to be bound by the obligation to keep confidential the trade secrets of the Company until the relevant trade secrets have been made public. The term for which other obligations shall continue shall be decided upon in accordance with the principle of fairness, depending on the time lapse between the occurrence of the matter and the departure as well as the circumstances and conditions under which the relationship with the Company terminates. The liability that a director bears during his/her term of office arising from the performance of duties shall not be exempted or terminated due to his/her departure from office.</b></p>

Before amendments	After amendments
/	<p><b>Article 111 The shareholders' meeting may remove any director by a resolution, which shall come into effect from the date on which such resolution is made.</b></p> <p><b>Where a director is removed from office prior to expiration of his/her term of office without justifiable cause, the director may demand compensation from the Company.</b></p>
<p>Article 109 If directors of the Company violate the laws, administrative regulations, departmental rules and the Articles of Association when conducting their duties, causing damage to the Company, they shall be liable for compensation.</p>	<p><b>Article 113 If a director causes damage to others in the course of performing his/her duties for the Company, the Company shall be liable for compensation; the director shall also be liable for compensation if there is intentionality or gross negligence on his/her part.</b></p> <p>If directors of the Company violate the laws, administrative regulations, departmental rules and the Articles of Association when conducting their duties, causing damage to the Company, they shall be liable for compensation.</p>
<p>Article 111 The Company has established a Board of Directors <del>which shall be accountable to the shareholders' meetings</del>.</p> <p>Article 112 The Board of Directors shall consist of 9 directors, including 3 independent directors.</p> <p>Directors of the Company may include executive directors, non-executive directors and independent directors. Non-executive director refers to the director who does not hold any operational management position in the Company.</p>	<p><b>Article 115 The Company has established a Board of Directors. The Board of Directors shall consist of 9 directors, including 3 independent directors and 1 employee representative director.</b></p> <p>Directors of the Company may include executive directors, non-executive directors and independent directors. Non-executive director refers to the director who does not hold any operational management position in the Company.</p>



Before amendments	After amendments
<p>Article 113 The Board shall exercise the following duties and powers:</p> <p>(I) to convene shareholders' meetings and report its work to the shareholders' meetings;</p> <p>(II) to implement the resolutions of the shareholders' meetings;</p> <p>(III) to resolve business operation plans and investment plans of the Company;</p> <p>(IV) to formulate the profit distribution plans and plans for recovery of losses of the Company;</p> <p>(V) to formulate plans of the Company regarding increase or reduction of the registered capital, issuance of bonds or other securities and listing;</p> <p>(VI) to draft plans for significant acquisitions of the Company, the purchase of Shares of the Company, merger, division, dissolution or change of the form of the Company;</p> <p>(VII) to determine, to the extent authorized by the shareholders' meeting, on such matters as the external investments, purchase or sale of assets, assets mortgage, external guarantee, entrusted wealth management, connected transactions of the Company;</p> <p>(VIII) to determine the internal management structure of the Company;</p> <p>(IX) to determine the appointment or dismissal of the General Manager of the Company, the Board secretary; and based on the nomination of the General Manager, to determine the appointment or dismissal of the senior management members including Deputy General Managers and chief financial officer of the Company and determine their remuneration, rewards and penalties;</p>	<p>Article 116 The Board shall exercise the following duties and powers:</p> <p>(I) to convene shareholders' meetings and report its work to the shareholders' meetings;</p> <p>(II) to implement the resolutions of the shareholders' meetings;</p> <p>(III) to resolve business operation plans and investment plans of the Company;</p> <p>(IV) to formulate the profit distribution plans and plans for recovery of losses of the Company;</p> <p>(V) to formulate plans of the Company regarding increase or reduction of the registered capital, issuance of bonds or other securities and listing;</p> <p>(VI) to draft plans for significant acquisitions of the Company, the purchase of Shares of the Company, merger, division, dissolution or change of the form of the Company;</p> <p>(VII) to determine, to the extent authorized by the shareholders' meeting, on such matters as the external investments, purchase or sale of assets, assets mortgage, external guarantee, entrusted wealth management, connected transactions of the Company;</p> <p>(VIII) to determine the internal management structure of the Company;</p> <p>(IX) to determine the appointment or dismissal of the General Manager of the Company, the Board secretary <b>and other senior management, and to determine matters relating to their remuneration and the grant or imposition of any awards or penalties</b>; and based on the nomination of the General Manager, to determine the appointment or dismissal of the senior management members including Deputy General Managers and chief financial officer of the Company and determine their remuneration, rewards and penalties;</p>

Before amendments	After amendments
<p>(X) to formulate the basic management system of the Company;</p> <p>(XI) to formulate proposals for any amendment of the Articles of Association;</p> <p>(XII) to manage the information disclosure of the Company;</p> <p>(XIII) to propose to the shareholders' meeting for appointment or replacement of the accounting firms which provide audit services to the Company;</p> <p>(XIV) to listen to work reports of the General Manager of the Company and review his/her work;</p> <p>(XV) to take timely and effective measures to maintain the stability of the company and the interests of the shareholders thereof in case of any crisis in the company provided that mandatory provisions of laws and regulations are not violated;</p> <p>(XVI) other duties as stipulated in laws, administrative regulations, departmental rules, securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association.</p> <p>Matters beyond the scope of such authorization shall be submitted to the shareholders' meeting for consideration.</p> <p><del>The Board of Directors shall establish special committees such as audit committee, strategy committee, nomination committee, remuneration and appraisal committee, etc. The special committees shall be accountable to the Board of Directors, perform duties pursuant to the Articles of Association and the authorization of the Board of Directors, and submit motions to the Board of Directors for deliberation and decision. All members of the special committees shall be directors, among which the audit committee, the nomination committee and the remuneration and appraisal committee shall be chaired by independent directors, while the audit committee shall be chaired by an accounting professional.</del></p>	<p>(X) to formulate the basic management system of the Company;</p> <p>(XI) to formulate proposals for any amendment of the Articles of Association;</p> <p>(XII) to manage the information disclosure of the Company;</p> <p>(XIII) to propose to the shareholders' meeting for appointment or replacement of the accounting firms which provide audit services to the Company;</p> <p>(XIV) to listen to work reports of the General Manager of the Company and review his/her work;</p> <p>(XV) to take timely and effective measures to maintain the stability of the company and the interests of the shareholders thereof in case of any crisis in the company provided that mandatory provisions of laws and regulations are not violated;</p> <p>(XVI) other duties as stipulated in laws, administrative regulations, departmental rules, <b>normative documents</b>, securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association.</p> <p>Matters beyond the scope of such authorization shall be submitted to the shareholders' meeting for consideration.</p>

Before amendments	After amendments
<p>Article 111 The Board of Directors shall determine the scope of authority of external investments, acquisition and sales of assets, asset mortgages, external guarantees, entrusted wealth management, related party transactions and external donations, and establish strict review and decision-making procedures; arrange relevant experts and professionals to review major investment projects and submit them to the shareholders' meeting for approval. If the approval authority and review procedures are violated, the Company will hold the main responsible persons accountable in accordance with the law. If losses are caused to the Company, the relevant responsible parties shall be liable for compensation, and the Company will impose corresponding sanctions on the relevant responsible persons according to the economic losses suffered by the Company and the severity of the circumstances.</p> <p>(I) <del>unless otherwise provided in the securities regulatory rules of the places where the shares of the Company are listed,</del> the following transactions shall be considered and approved by the Board of Directors:</p> <p>1. if the total assets involved in the transaction account for more than 10% of the Company's latest audited total assets; if the total assets involved in the transaction have both book value and appraised value, the higher one shall prevail;</p>	<p>Article 119 The Board of Directors shall determine the scope of authority of external investments, acquisition and sales of assets, asset mortgages, external guarantees, entrusted wealth management, related party transactions and external donations, and establish strict review and decision-making procedures; arrange relevant experts and professionals to review major investment projects and submit them to the shareholders' meeting for approval. If the approval authority and review procedures are violated, the Company will hold the main responsible persons accountable in accordance with the law. If losses are caused to the Company, the relevant responsible parties shall be liable for compensation, and the Company will impose corresponding sanctions on the relevant responsible persons according to the economic losses suffered by the Company and the severity of the circumstances.</p> <p>(I) <b>according to the Rules Governing the Listing of Shares on the ChiNext of the Shenzhen Stock Exchange,</b> unless otherwise provided in the securities regulatory rules of the places where the shares of the Company are listed <b>or the corporate governance system,</b> the following transactions shall be considered and approved by the Board of Directors:</p> <p>1. if the total assets involved in the transaction account for more than 10% of the Company's latest audited total assets; if the total assets involved in the transaction have both book value and appraised value, the higher one shall prevail;</p>

Before amendments	After amendments
<p>2. if the relevant operating income of the subject matter of the transaction (e.g. equity) in the latest accounting year accounts for more than 10% of the audited operating income of the Company in the latest accounting year, and the absolute amount exceeds RMB10 million;</p> <p>3. if the relevant net profit of the subject matter of the transaction (e.g. equity) in the latest accounting year accounts for more than 10% of the audited net profit of the Company in the latest accounting year, and the absolute amount exceeds RMB1 million;</p> <p>4. if the transaction amount (including assumed debts and expenses) of the transaction accounts for more than 10% of the Company's net assets as audited in the latest period, and the absolute amount exceeds RMB10 million;</p> <p>5. if the profits arising from the transaction account for more than 10% of the audited net profit of the Company in the latest accounting year, and the absolute amount exceeds RMB1 million.</p> <p>If a number involved in the above indicators is negative, its absolute value shall be taken for the purpose of calculation. The <del>meaning of the</del> above transaction is the same as the "transaction" referred to in Article 42 of the Articles of Association.</p>	<p>2. if the relevant operating income of the subject matter of the transaction (e.g. equity) in the latest accounting year accounts for more than 10% of the audited operating income of the Company in the latest accounting year, and the absolute amount exceeds RMB10 million;</p> <p>3. if the relevant net profit of the subject matter of the transaction (e.g. equity) in the latest accounting year accounts for more than 10% of the audited net profit of the Company in the latest accounting year, and the absolute amount exceeds RMB1 million;</p> <p>4. if the transaction amount (including assumed debts and expenses) of the transaction accounts for more than 10% of the Company's net assets as audited in the latest period, and the absolute amount exceeds RMB10 million;</p> <p>5. if the profits arising from the transaction account for more than 10% of the audited net profit of the Company in the latest accounting year, and the absolute amount exceeds RMB1 million.</p> <p>If a number involved in the above indicators is negative, its absolute value shall be taken for the purpose of calculation. The above transaction is the same as the "transaction" referred to in Article 47 of the Articles of Association.</p> <p><b>According to the Hong Kong Listing Rules, save as otherwise required by the securities regulatory rules of the place where the Company's shares are listed or its corporate governance system, the following transactions of the Company shall be considered and approved by the Board of Directors:</b></p>

Before amendments	After amendments
<p>(II) external guarantees other than those provided for in Article 44 of the Articles of Association shall be considered and approved by the Board of Directors and does not need to be submitted to the shareholders' meeting of the Company for consideration and approval.</p>	<ol style="list-style-type: none"> <li><b>1. If the total assets involved in the transaction account for 5% or more of the total assets of the Company as stated in its latest audited accounts or latest interim report (whichever is the more recent, and adjusted for any dividend amount proposed in the relevant accounts and any dividend declared after the publication of the relevant accounts or interim report);</b></li> <li><b>2. If the profits attributable to the assets involved in the transaction account for 5% or more of the audited profits of the Company for the latest financial year;</b></li> <li><b>3. If the revenue attributable to the assets involved in the transaction account for 5% or more of the audited revenue of the Company for the latest financial year;</b></li> <li><b>4. If the consideration accounts for 5% or more of the average closing price of the Company's securities as stated in the daily quotation sheets of the Stock Exchange of Hong Kong for the five business days immediately preceding the date of the relevant transaction;</b></li> <li><b>5. If the number of shares issued by the Company as consideration accounts for 5% or more of the total number of issued shares of the Company immediately before the relevant transaction.</b></li> </ol> <p>(II) external guarantees other than those provided for in Article 49 of the Articles of Association shall be considered and approved by the Board of Directors and does not need to be submitted to the shareholders' meeting of the Company for consideration and approval.</p>

Before amendments	After amendments
<p>(III) unless otherwise provided in the securities regulatory rules of the places where the shares of the Company are listed, the provision of financial assistance shall be approved and resolved by more than two-thirds of the directors attending the board meeting, and the Board of Directors shall perform its information disclosure obligations in a timely manner. Subject to the compliance of the securities regulatory rules of the places where the shares of the Company are listed, the target of financial assistance is a controlling subsidiary included in the consolidated financial statements of the Company and owned as to over 50% by the Company and the shareholders of such controlling subsidiary are not the controlling shareholders or the actual controller and its connected parties of the Company, thereby such financial assistance shall be exempted from the provisions mentioned above.</p>	<p>(III) unless otherwise provided in the securities regulatory rules of the places where the shares of the Company are listed, the provision of financial assistance shall be approved and resolved by more than two-thirds of the directors attending the board meeting, and the Board of Directors shall perform its information disclosure obligations in a timely manner. Subject to the compliance of the securities regulatory rules of the places where the shares of the Company are listed, the target of financial assistance is a controlling subsidiary included in the consolidated financial statements of the Company and owned as to over 50% by the Company and the shareholders of such controlling subsidiary are not the controlling shareholders or the actual controller and its connected parties of the Company, thereby such financial assistance shall be exempted from the provisions mentioned above.</p>
<p>(IV) unless otherwise provided in the securities regulatory rules of the places where the shares of the Company are listed, the Company's related transaction (other than provision of guarantees and financial assistance) with related natural persons with the transaction amount exceeding RMB300,000 and related transaction with related legal persons with the transaction amount exceeding RMB3 million and accounting for more than 0.5% of the absolute value of the Company's net assets as audited in the latest period shall be submitted to the Board of Directors for consideration.</p>	<p>(IV) unless otherwise provided in the securities regulatory rules of the places where the shares of the Company are listed, the Company's related transaction (other than provision of guarantees and financial assistance) with related natural persons with the transaction amount exceeding RMB300,000 and related transaction with related legal persons with the transaction amount exceeding RMB3 million and accounting for more than 0.5% of the absolute value of the Company's net assets as audited in the latest period shall be submitted to the Board of Directors for consideration.</p>



Before amendments	After amendments
<p>(V) unless otherwise provided in the securities regulatory rules of the places where the shares of the Company are listed, a single external donation or cumulative external donations (including cash donations and donations of non-cash assets (the value of which is calculated on the basis of net book value)) with the absolute amount accounting for more than 1% of the audited net profit of the Company in the latest accounting year shall be implemented with the approval of the Board of Directors. Donations made by the same entity or for the same matter shall be deemed as single donations and calculated cumulatively within twelve consecutive months. If the cumulative external donations made within the same accounting year have been subject to the relevant review procedures in accordance with the aforementioned provisions, they are no longer included in the relevant cumulative calculation scope.</p> <p>Matters that need to be considered by the shareholders' meeting shall be submitted to the shareholders' meeting for consideration and approval after being considered by the Board of Directors. Unless otherwise provided in the securities regulatory rules of the places where the shares of the Company are listed, for items (I) to (V) above, those failing to meet any of the above standards shall be approved by the General Manager.</p>	<p>(V) unless otherwise provided in the securities regulatory rules of the places where the shares of the Company are listed, a single external donation or cumulative external donations (including cash donations and donations of non-cash assets (the value of which is calculated on the basis of net book value)) with the absolute amount accounting for more than 1% of the audited net profit of the Company in the latest accounting year shall be implemented with the approval of the Board of Directors. Donations made by the same entity or for the same matter shall be deemed as single donations and calculated cumulatively within twelve consecutive months. If the cumulative external donations made within the same accounting year have been subject to the relevant review procedures in accordance with the aforementioned provisions, they are no longer included in the relevant cumulative calculation scope.</p> <p>Matters that need to be considered by the shareholders' meeting shall be submitted to the shareholders' meeting for consideration and approval after being considered by the Board of Directors. Unless otherwise provided in the securities regulatory rules of the places where the shares of the Company are listed, for items (I) to (V) above, those failing to meet any of the above standards shall be approved by the General Manager.</p>
<p>Article 121 Shareholders representing more than one-tenth of the voting rights, more than one-third of the directors, or the <b>Board of Supervisors</b> may propose to convene an extraordinary meeting of the Board of Directors. The Chairman shall convene and preside over the Board of Directors meeting within 10 days after receiving the proposal.</p>	<p>Article 124 Shareholders representing more than one-tenth of the voting rights, more than one-third of the directors, or the <b>audit committee</b> may propose to convene an extraordinary meeting of the Board of Directors. The Chairman shall convene and preside over the Board of Directors meeting within 10 days after receiving the proposal.</p>

Before amendments	After amendments
<p>Article 125 If a director has an associated relationship with the <del>subject-matter</del> of a resolution of the Board of Directors, such director shall not exercise the voting right on such resolution, nor shall such director act on behalf of other directors in exercising the voting right. A meeting of the Board of Directors may be held if more than half of the directors without associated relationships are present, and resolutions made at the meeting of the Board of Directors must be passed by a majority of the directors without associated relationships. If the number of directors without associated relationships attending the Board of Directors is less than three, the matter shall be submitted to the shareholders' meeting for review. If laws, regulations, or the securities regulatory rules of the place where the company's stock is listed impose additional restrictions on directors' participation in Board of Directors meetings and voting, such provisions shall prevail.</p> <p>When the Board of Directors reviews matters related to associated transactions, directors (including authorized agents) who have an associated relationship with such matters may attend the Board of Directors meeting and may explain their views to the attending directors in accordance with the meeting procedures, but they must abstain from voting.</p>	<p>Article 128 If a director has an associated relationship with the <b>enterprises or individual</b> of a resolution of the Board of Directors, such director <b>shall report to the Board of Directors in writing promptly. Any director having affiliated relationship</b> shall not exercise the voting right on such resolution, nor shall such director act on behalf of other directors in exercising the voting right. A meeting of the Board of Directors may be held if more than half of the directors without associated relationships are present, and resolutions made at the meeting of the Board of Directors must be passed by a majority of the directors without associated relationships. If the number of directors without associated relationships attending <b>the meeting of</b> the Board of Directors is less than three, the matter shall be submitted to the shareholders' meeting for review. If laws, regulations, or the securities regulatory rules of the place where the company's stock is listed impose additional restrictions on directors' participation in Board of Directors meetings and voting, such provisions shall prevail.</p> <p>When the Board of Directors reviews matters related to associated transactions, directors (including authorized agents) who have an associated relationship with such matters may attend the Board of Directors meeting and may explain their views to the attending directors in accordance with the meeting procedures, but they must abstain from voting.</p>
<p>Article 126 Voting at meetings of the Board of Directors shall be conducted by show of hands, ballot, facsimile, email, etc.</p> <p>Subject to the thorough expression of opinions by all directors, the <del>extraordinary</del> meeting of the Board of Directors may be convened and passed by video, telephone, facsimile or email, and all directors attending the meeting shall sign on such resolutions.</p>	<p>Article 129 Subject to the thorough expression of opinions by all directors, the meeting of the Board of Directors may be convened and passed by video, telephone, facsimile or email, and all directors attending the meeting shall sign on such resolutions.</p> <p>Voting at meetings of the Board of Directors shall be conducted by show of hands, ballot, facsimile, email, etc.</p>

Before amendments	After amendments
/	<p><b>Section 3 Independent Directors</b></p> <p><b>Article 133</b> Independent Directors shall, in accordance with the requirements of laws, administrative regulations, departmental rules, normative documents, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association, diligently perform their duties, play a role in decision-making, supervision and balancing, and provision of professional advice within the Board, safeguard the overall interests of the Company, and protect the lawful rights and interests of minority shareholders.</p> <p><b>Article 134</b> Independent directors shall maintain their independence. None of the following persons shall serve as an independent director:</p> <p>(I) any person who holds a position in the Company or its subsidiaries, and his or her spouse, parents, children, or main social relationships;</p> <p>(II) any natural person shareholder who directly or indirectly holds 1% or more of the issued shares of the Company, or ranks among the top ten shareholders of the Company, and his or her spouse, parents or children;</p> <p>(III) any person who holds a position in a shareholder directly or indirectly holding 5% or more of the issued shares of the Company, or in a shareholder ranking among the top five shareholders of the Company, and his or her spouse, parents or children;</p> <p>(IV) any person who holds a position in a subsidiary of the controlling shareholder or the de facto controller of the Company, and his or her spouse, parents or children;</p>

Before amendments	After amendments
	<p>(V) any person who has significant business dealings with the Company, its controlling shareholder, de facto controller or any of their respective subsidiaries, or who holds a position in an entity and its controlling shareholder or de facto controller that has significant business dealings with the Company;</p> <p>(VI) any person who provides financial, legal, advisory, sponsorship or other services to the Company, its controlling shareholder, de facto controller or any of their respective subsidiaries, including but not limited to all project team members, review personnel at all levels, signatories of reports, partners, directors, senior management members or principal persons-in-charge of the intermediary institutions providing such services;</p> <p>(VII) any person who has fallen within any of the circumstances set out in items (I) to (VI) above within the latest twelve months;</p> <p>(VIII) any other person who is not independent under laws, administrative regulations, departmental rules, normative documents, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association.</p> <p>For the purposes of items (IV) to (VI) above, the subsidiaries of the Company's controlling shareholder or de facto controller shall not include enterprises which are under the control of the same state-owned assets management authority as the Company and which, in accordance with the relevant provisions, do not constitute related relationship with the Company.</p>

Before amendments	After amendments
	<p><b>Independent directors shall conduct an annual self-assessment of their independence and submit such assessment to the Board of Directors. The Board of Directors shall evaluate the independence of the incumbent independent directors annually and issue a special opinion thereon, which shall be disclosed together with the annual report.</b></p> <p><b>Article 135 A person serving as an independent director of the Company shall satisfy the following conditions:</b></p> <p><b>(I) to be qualified to serve as a director of a listed company in accordance with the laws, administrative regulations and other relevant provisions;</b></p> <p><b>(II) to meet the independence requirements as stipulated in the Articles of Association;</b></p> <p><b>(III) to possess fundamental knowledge of the operations of listed companies and be familiar with the relevant laws, regulations and rules;</b></p> <p><b>(IV) to have not less than five years of work experience in law, accounting, economics or other fields necessary for the performance of the duties of an independent director;</b></p> <p><b>(V) to demonstrate good personal character with no record of serious dishonesty or other misconduct;</b></p> <p><b>(VI) to satisfy other conditions as prescribed by laws, administrative regulations, departmental rules, normative documents, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.</b></p>

Before amendments	After amendments
	<p><b>Article 136 Independent directors, as members of the Board of Directors, owe duty of loyalty and duty of diligence to the Company and all shareholders, and shall prudently perform the following functions:</b></p> <p><b>(I) to engage in decision-making of the Board of Directors and express clear opinions on matters under discussion;</b></p> <p><b>(II) to supervise potential material conflicts of interest between the Company and its controlling shareholder, de facto controller, directors and senior management, safeguarding the lawful rights and interests of minority shareholders;</b></p> <p><b>(III) to provide professional and objective advice on the Company's business development to enhance the decision-making quality of the Board of Directors;</b></p> <p><b>(IV) to perform other duties as prescribed by laws, administrative regulations, departmental rules, normative documents, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.</b></p> <p><b>Article 137 Independent directors shall exercise the following special functions and powers:</b></p> <p><b>(I) to independently engage intermediaries to conduct audits, provide consultancy or perform verifications on specific matters of the Company;</b></p> <p><b>(II) to propose to the Board of Directors the convening of an extraordinary shareholders' meeting;</b></p> <p><b>(III) to propose to convene a Board meeting;</b></p>



Before amendments	After amendments
	<p>(IV) to solicit shareholder rights publicly from shareholders in accordance with laws;</p> <p>(V) to issue independent opinions on matters that may prejudice the interests of the Company or the minority shareholders;</p> <p>(VI) to exercise other functions and powers as prescribed by laws, administrative regulations, departmental rules, normative documents, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.</p> <p>The exercise by independent directors of the functions and powers listed in items (I) to (III) of the preceding paragraph shall be subject to the consent of more than half of all the independent directors.</p> <p>The Company shall promptly disclose any exercise of the functions and powers listed in the first paragraph by independent directors. If such functions and powers cannot be properly exercised, the Company shall disclose the specific circumstances and reasons thereof.</p> <p><b>Article 138</b> The following matters shall be submitted to the Board of Directors for consideration only after being approved by more than half of all the independent directors of the Company:</p> <p>(I) related party transactions that should be disclosed;</p> <p>(II) proposals to amend or waive commitments made by the Company and related parties;</p> <p>(III) decisions made or measures adopted by the board of an acquired listed company in response to such acquisition;</p>

Before amendments	After amendments
	<p data-bbox="810 187 1469 410">(IV) other matters as prescribed by laws, administrative regulations, departmental rules, normative documents, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.</p> <p data-bbox="810 449 1469 710"><b>Article 139</b> The Company shall establish a mechanism for special meetings which will be attended by independent directors only. Matters such as related party transactions to be reviewed by the Board of Directors shall be approved in advance by the special meeting of the independent directors.</p> <p data-bbox="810 749 1469 1010">The Company shall convene special meetings of the independent directors on a regular or ad hoc basis. Matters specified in items (I) to (III) of the first paragraph of Article 137 and Article 138 of the Articles of Association shall be considered by the special meeting of the independent directors.</p> <p data-bbox="810 1049 1469 1161">The special meeting of the independent directors may consider and discuss other matters of the Company when necessary.</p> <p data-bbox="810 1200 1469 1500">The special meeting of the independent directors shall be convened and chaired by an independent director jointly elected by more than half of the independent directors. If the convener fails to or cannot perform his or her duties, two or more independent directors may convene a meeting and elect a representative to chair the meeting.</p> <p data-bbox="810 1538 1469 1761">Minutes shall be prepared in accordance with regulations for the special meeting of the independent directors, and shall record the opinions of the independent directors. The independent directors shall sign and confirm the minutes of meetings.</p> <p data-bbox="810 1800 1469 1913">The Company shall facilitate and support the convening of the special meeting of the independent directors.</p>

Before amendments	After amendments
/	<p><b>Section 4 Special Committees of the Board of Directors</b></p> <p><b>Article 140</b> The Company shall establish an audit committee under the Board of Directors, which shall exercise the functions and powers of the Board of Supervisors as provided under the Company Law.</p> <p><b>Article 141</b> The audit committee shall consist of three members, all of whom shall be directors not serving as senior management of the Company. All three members shall be independent directors, and the chairperson of the audit committee shall be an independent director with accounting expertise.</p> <p><b>Article 142</b> The audit committee shall be responsible for reviewing the Company's financial information and its disclosure, and supervising and evaluating internal and external audit work and internal control. The following matters shall be submitted to the Board of Directors for consideration after being approved by more than half of all members of the audit committee:</p> <p>(I) disclosure of financial information in financial accounting reports and periodic reports, and internal control evaluation reports;</p> <p>(II) engagement or dismissal of accounting firms that conduct an audit business for the Company;</p> <p>(III) appointment or dismissal of the Company's Chief Financial Officer;</p> <p>(IV) changes to accounting policies, accounting estimates or corrections of significant accounting errors for reasons other than changes in accounting standards;</p> <p>(V) other matters as stipulated by laws, administrative regulations, departmental rules, normative documents, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.</p>

Before amendments	After amendments
	<p><b>Article 143</b> The audit committee shall hold at least one meeting every quarter. An extraordinary meeting may be convened if proposed by two or more members, or if the chairperson of the audit committee deems it necessary. A meeting of the audit committee shall be held only if two-thirds or more of its members are present.</p> <p>Resolutions of the audit committee shall be adopted by a majority vote of the members of the audit committee.</p> <p>Voting on resolutions of the audit committee shall be conducted on a one-person, one-vote basis.</p> <p>Resolutions of the audit committee shall be recorded in minutes of the meeting as required, and members of the audit committee attending the meeting shall sign the minutes of the meeting.</p> <p>The rules of procedure of the audit committee shall be formulated by the Board of Directors.</p> <p><b>Article 144</b> The Board of Directors of the Company shall establish special committees such as strategy committee, nomination committee, remuneration and appraisal committee, which shall perform their respective duties in accordance with the Articles of Association and the authorisation of the Board of Directors. Proposals made by the special committees shall be submitted to the Board of Directors for consideration and decision. The rules of procedure of the special committees shall be formulated by the Board of Directors.</p>

Before amendments	After amendments
CHAPTER 6 <del>GENERAL MANAGER AND OTHER</del> SENIOR MANAGEMENT MEMBERS	CHAPTER 6 SENIOR MANAGEMENT MEMBERS
<p>Article 130 The Company shall have one General Manager, which shall be appointed or dismissed by the Board of Directors.</p> <p>The Company shall have several Deputy General Managers, which shall be appointed or dismissed by the Board of Directors.</p> <p>The Company shall have one Secretary to the Board of Directors, which shall be appointed or dismissed by the Board of Directors.</p> <p>The General Manager, Deputy General Managers, Chief Financial Officer, Secretary to the Board of Directors, and other senior management members confirmed by the Board of Directors of the Company are considered senior management members of the Company.</p>	<p>Article 145 The Company shall have one General Manager, which shall be appointed or dismissed by the Board of Directors.</p> <p>The Company shall have several Deputy General Managers, which shall be appointed or dismissed by the Board of Directors.</p> <p>The Company shall have one Secretary to the Board of Directors, which shall be appointed or dismissed by the Board of Directors.</p> <p>The General Manager, Deputy General Managers, Chief Financial Officer, Secretary to the Board of Directors, and other senior management members confirmed by the Board of Directors of the Company are considered senior management members of the Company.</p>
<p>Article 131 The circumstances of disqualification for Directors prescribed in <del>Article 101 of</del> the Articles of Association shall be applicable to senior management members.</p> <p>The provisions in <del>Article 103 and Article 104 (IV) to (VI) of</del> the Articles of Association regarding the fiduciary duties and duties of care of Directors shall also apply to senior management members.</p>	<p>Article 146 The circumstances of disqualification for Directors <b>and the management policies for resignation</b> prescribed in the Articles of Association shall be applicable to senior management members.</p> <p>The provisions in the Articles of Association regarding the fiduciary duties and duties of care of Directors shall also apply to senior management members.</p>
<p>Article 137 The General Manager may resign before the expiration of his/her term. The specific procedures and measures regarding the resignation of the General Manager shall be governed by the <del>engagement</del> contract between the General Manager and the Company.</p>	<p>Article 152 The General Manager may resign before the expiration of his/her term. The specific procedures and measures regarding the resignation of the General Manager shall be governed by the <b>labour</b> contract between the General Manager and the Company.</p>

Before amendments	After amendments
<p>Article 140 A senior management member who contravenes any law, administrative regulation, departmental rule or the Articles of Association in the performance of his/her duties resulting in any loss to the Company shall be personally liable for the damages to the Company.</p>	<p><b>Article 155 If a senior management member causes damage to others in the performance of his/her duties, the Company shall be liable for damages; provided that if such senior management member has acted with willful misconduct or gross negligence, he/she shall also be personally liable for such damages.</b> A senior management member who contravenes any law, administrative regulation, departmental rule or the Articles of Association in the performance of his/her duties resulting in any loss to the Company shall be personally liable for the damages to the Company.</p>
<p><b><del>CHAPTER 7 BOARD OF SUPERVISORS</del></b></p> <p><b><del>Section 1 Supervisors</del></b></p> <p><b><del>Article 142 The circumstances of disqualification for Directors prescribed in Article 101 of the Articles of Association shall be applicable to the Supervisors.</del></b></p> <p><b><del>Directors, the General Manager and other senior management members shall not concurrently serve as Supervisors.</del></b></p> <p><b><del>Article 143 The Supervisors shall abide by the laws, administrative regulations and the Articles of Association and shall own fiduciary and due diligence duties to the Company and shall not abuse their authority by accepting bribes or other illegal income and shall not embezzle the property of the Company.</del></b></p> <p><b><del>Article 144 A Supervisor shall have a term of three years and may serve consecutive terms if re-appointed upon expiry of a term.</del></b></p>	<p>/</p>



Before amendments	After amendments
<p><del>Article 145 Where a re-election fails to be carried out in a timely manner upon the expiry of the term of office of a Supervisor, or in the event that the resignation of the Supervisor during his/her term of office results in the number of members of the Board of Supervisors falling below the statutory minimum requirement, such Supervisor shall continue to perform his/her duties as a Supervisor in accordance with the laws, administrative regulations, departmental rules and the Articles of Association until the newly elected Supervisor assumes the office.</del></p> <p><del>Article 146 Supervisors shall ensure that the information disclosed by the Company is true, accurate and complete, and shall sign written statements confirming the regular reports of the Company.</del></p> <p><del>Article 147 Supervisors may attend the board meetings and make enquiries or suggestions in respect of resolutions of the board meetings.</del></p> <p><del>Article 148 Supervisors shall not use their affiliated relationships to damage the interests of the Company, and shall be liable for compensation if they cause losses to the Company.</del></p> <p><del>Article 149 If Supervisors of the Company violate the laws, administrative regulations, departmental rules and the Articles of Association when conducting their duties, causing damage to the Company, they shall be liable for compensation.</del></p>	

Before amendments	After amendments
<p><b>Section 2 Board of Supervisors</b></p> <p><del>Article 150 The Company shall have a Board of Supervisors. The Board of Supervisors comprises 3 Supervisors including one Supervisor who is the representative of employees. The Board of Supervisors comprises with 1 chairman. The chairman of the Board of Supervisors shall be elected by more than half of all the Supervisors.</del></p> <p><del>The chairman of the Board of Supervisors shall convene and preside over Board of Supervisors meetings. Where the chairman of the Board of Supervisors is unable or fails to perform his/her duties, the Board of Supervisors meetings shall be convened and presided over by a Supervisor jointly elected by more than half of the Supervisors.</del></p> <p><del>The Board of Supervisors shall include representatives of shareholders and a proper proportion of employee representatives of the Company. The proportion of employee representatives shall be no less than one third of the Supervisors appointed.</del></p> <p><del>The employee representatives of the Board of Supervisors shall be elected by the Company's employees through the employee representatives meeting, employee meeting or otherwise democratically.</del></p> <p><del>Article 151 The Board of Supervisors shall exercise the following duties and powers:</del></p> <p><del>(i) to review the periodic reports of the Company prepared by the Board of Directors and express its written opinion;</del></p>	

Before amendments	After amendments
<p><del>(II) — to check the financial condition of the Company;</del></p> <p><del>(III) — to supervise the performance of Directors and senior management members in the performance of their duties, and propose the removal of Directors and senior management members who violate laws, administrative regulations, the Articles of Association or the resolutions of the shareholders' meetings;</del></p> <p><del>(IV) — to require Directors and the senior management members to make corrections if their conduct has damaged the interests of the Company, reporting to the shareholders' meeting or relevant competent governmental authorities if necessary;</del></p> <p><del>(V) — to propose the convening of extraordinary shareholders' meetings and, in the event that the Board of Directors fails to perform the obligations to convene and preside over the shareholders' meetings in accordance with the Company Law, to convene and preside over the shareholders' meetings;</del></p> <p><del>(VI) — to propose proposals to the shareholders' meetings;</del></p> <p><del>(VII) to proposal to hold extraordinary Board meetings;</del></p> <p><del>(VIII) to file lawsuit against Directors and senior management members in accordance with Article 189 of the Company Law;</del></p> <p><del>(IX) — in case of any irregularity identified in the operations of the Company, investigations may be conducted, and if necessary, professional institutions such as accounting firms and law firms may be engaged to assist in their work at the expense of the Company;</del></p>	

Before amendments	After amendments
<p><del>(X) — other functions and powers granted by laws, administrative regulations, departmental rules, the Articles of Association or the shareholders' meetings.</del></p> <p><del>Article 152 — The Board of Supervisors shall convene at least one regular meeting every six months. Supervisors may propose to convene an extraordinary Board of Supervisors meeting.</del></p> <p><del>Resolutions of the Board of Supervisors shall be passed by more than half of the Supervisors.</del></p> <p><del>Article 153 — The Board of Supervisors shall formulate the Rules of Procedure for the Board of Supervisors and specify the methods of discussion and procedures of voting so as to ensure that the Board of Supervisors operates effectively and makes decisions rationally.</del></p> <p><del>Article 154 — The Board of Supervisors shall keep the minutes of its decisions on the matters discussed at the meeting, and all Supervisors attending the meeting shall sign on the minutes.</del></p> <p><del>Supervisors have the right to request inclusion of explanations in the minutes regarding the views they have expressed at the meeting. Minutes of Board of Supervisors meetings shall be kept as the files of the Company for a period of at least 10 years.</del></p> <p><del>Article 155 — A notice of the meeting of the Board of Supervisors shall include the followings:</del></p> <p><del>(I) — the date, venue and duration of the meeting;</del></p> <p><del>(II) — the reasons and matters for discussion;</del></p> <p><del>(III) — the date of the notice.</del></p>	

Before amendments	After amendments
<p>Article 163 The Company's financial accounting reports are prepared, submitted, and disclosed in accordance with the relevant provisions of laws, administrative regulations, departmental rules, and the securities regulatory rules of the place where the Company's shares are listed. The Company shall prepare and submit the annual report to the CSRC and the stock exchange where the Company's shares are listed within four months after the end of each fiscal year; submit and disclose the interim report to the CSRC's dispatched institutions and the stock exchange where the Company's shares are listed within two months after the end of the first half of each fiscal year; and submit the quarterly reports to the CSRC's dispatched institutions and the stock exchange where the Company's shares are listed within one month after the end of the first three months and the first nine months of each fiscal year.</p> <p>The aforementioned annual reports, interim reports, and quarterly reports are prepared in accordance with the relevant provisions of laws, administrative regulations, departmental rules, and the securities regulatory rules of the place where the Company's shares are listed.</p>	<p>Article 164 The Company's financial accounting reports are prepared, submitted, and disclosed in accordance with the relevant provisions of laws, administrative regulations, departmental rules, <b>normative documents</b>, and the securities regulatory rules of the place where the Company's shares are listed. The Company shall prepare and submit the annual report to the CSRC's <b>dispatched institutions</b> and the stock exchange where the Company's shares are listed within four months after the end of each fiscal year; submit and disclose the interim report to the CSRC's dispatched institutions and the stock exchange where the Company's shares are listed within two months after the end of the first half of each fiscal year; and submit the quarterly reports to the CSRC's dispatched institutions and the stock exchange where the Company's shares are listed within one month after the end of the first three months and the first nine months of each fiscal year.</p> <p>The aforementioned annual reports, interim reports, and quarterly reports are prepared in accordance with the relevant provisions of laws, administrative regulations, departmental rules, <b>normative documents</b>, and the securities regulatory rules of the place where the Company's shares are listed.</p>
<p>Article 164 The Company shall not establish the statutory account books accounts other than those provided by law. Any <del>assets</del> of the Company shall not be kept under any account opened in the name of any individual.</p>	<p>Article 165 The Company shall not establish the statutory account books accounts other than those provided by law. Any <b>funds</b> of the Company shall not be kept under any account opened in the name of any individual.</p>

Before amendments	After amendments
<p>Article 165 When distributing after-tax profits of the year, the Company shall allocate 10% of its after-tax profits for the Company's statutory reserve fund. When the aggregate balance in the statutory reserve fund has reached 50% or more of the Company's registered capital, the Company needs not to make any further allocations to that fund.</p> <p>Where the Company's statutory reserve fund is not enough to make up losses of the Company for the preceding year, the current year's profits shall be applied firstly to make up the losses before being allocated to the statutory reserve in accordance with the preceding provision.</p> <p>After the Company has extracted the statutory surplus reserve from the post-tax profit, it may, upon resolution of the shareholders' meeting, extract a discretionary surplus reserve from the post-tax profit.</p> <p>The remaining post-tax profit after the Company has made up for losses and extracted surplus reserves shall be distributed in proportion to the shares held by the shareholders.</p> <p>If the shareholders' meeting violates the <del>provisions of the preceding paragraph</del> and distributes profits to the shareholders <del>before the Company has made up for losses and extracted the statutory surplus reserve</del>, the shareholders <del>must</del> return the profits distributed in violation of the regulations to the Company.</p>	<p>Article 166 When distributing after-tax profits of the year, the Company shall allocate 10% of its after-tax profits for the Company's statutory reserve fund. When the aggregate balance in the statutory reserve fund has reached 50% or more of the Company's registered capital, the Company needs not to make any further allocations to that fund.</p> <p>Where the Company's statutory reserve fund is not enough to make up losses of the Company for the preceding year, the current year's profits shall be applied firstly to make up the losses before being allocated to the statutory reserve in accordance with the preceding provision.</p> <p>After the Company has extracted the statutory surplus reserve from the post-tax profit, it may, upon resolution of the shareholders' meeting, extract a discretionary surplus reserve from the post-tax profit.</p> <p>The remaining post-tax profit after the Company has made up for losses and extracted surplus reserves shall be distributed in proportion to the shares held by the shareholders.</p> <p>If the shareholders' meeting violates the <b>Company Law</b> and distributes profits to the shareholders, the shareholders <b>shall</b> return the profits distributed in violation of the regulations to the Company; <b>and, if any loss is caused to the Company as a result, the shareholders, and the responsible Directors and senior management members shall be liable for damages.</b></p>



Before amendments	After amendments
<p>Shares held by the Company itself do not participate in the profit distribution.</p> <p>The Company must appoint one or more collection agents in Hong Kong for the H-shareholders. The collection agent shall collect and hold on behalf of the relevant H-shareholders the dividends and other payments distributed by the Company in respect of the H-shares, pending payment to such H-shareholders. The collection agent appointed by the Company shall meet the requirements of laws and regulations and the securities regulatory rules of the place where the Company's shares are listed.</p>	<p>Shares held by the Company itself do not participate in the profit distribution.</p> <p>The Company must appoint one or more collection agents in Hong Kong for the H-shareholders. The collection agent shall collect and hold on behalf of the relevant H-shareholders the dividends and other payments distributed by the Company in respect of the H-shares, pending payment to such H-shareholders. The collection agent appointed by the Company shall meet the requirements of laws and regulations and the securities regulatory rules of the place where the Company's shares are listed.</p>
<p>Article 166 The Company's surplus reserves are used to make up for the Company's losses, to expand the Company's production and operations, or to increase the Company's registered capital.</p> <p>When using surplus reserves to make up for losses, the discretionary surplus reserve and the statutory surplus reserve shall be used first; if they are still insufficient to make up for the losses, the capital surplus reserve may be used in accordance with the regulations; if there are still losses, the registered capital may be reduced to make up for the losses.</p> <p>When reducing the registered capital to make up for losses, the Company shall not distribute profits to the shareholders, nor shall it exempt the shareholders from the obligation to pay contributions or share payments. When reducing registered capital in accordance with the provisions of the preceding paragraph, the Company shall announce in the designated publications or the National Enterprise Credit Information Publicity System (國家企業信用信息公示系統) within thirty days from the date the shareholders' meeting makes a resolution to reduce the registered capital.</p>	<p>Article 167 The Company's surplus reserves are used to make up for the Company's losses, to expand the Company's production and operations, or to increase the Company's registered capital.</p> <p>When using surplus reserves to make up for losses, the discretionary surplus reserve and the statutory surplus reserve shall be used first; if they are still insufficient to make up for the losses, the capital surplus reserve may be used in accordance with the regulations; if there are still losses, the registered capital may be reduced to make up for the losses. When reducing the registered capital to make up for losses, the Company shall not distribute profits to the shareholders, nor shall it exempt the shareholders from the obligation to pay contributions or share payments.</p> <p>When reducing registered capital in accordance with the provisions of the preceding paragraph, <b>the provisions of Article 194, paragraph 2 of these Articles of Association shall not be applicable, but</b> the Company shall announce in the designated publications or the National Enterprise Credit Information Publicity System (國家企業信用信息公示系統) within thirty days from the date the shareholders' meeting makes a resolution to reduce the registered capital.</p>

Before amendments	After amendments
<p>After the Company reduces its registered capital in accordance with the provisions of the preceding two paragraphs, it shall not distribute profits before the cumulative amount of the statutory surplus reserve and the discretionary surplus reserve reaches fifty percent of the Company's registered capital.</p> <p>When the statutory surplus reserve is converted into capital, the amount of such surplus reserve retained shall not be less than twenty-five percent of the Company's registered capital before the increase.</p>	<p>After the Company reduces its registered capital in accordance with the provisions of the preceding two paragraphs, it shall not distribute profits before the cumulative amount of the statutory surplus reserve and the discretionary surplus reserve reaches fifty percent of the Company's registered capital.</p> <p>When the statutory surplus reserve is converted into the increased <b>registered</b> capital, the amount of such surplus reserve retained shall not be less than twenty-five percent of the Company's registered capital before the increase.</p>
<p>Article 169 The Company implements an internal audit system <del>which is equipped with dedicated audit personnel to conduct internal audits for supervision of financial income and expenditure and economic activities of the Company.</del></p> <p>Article 170 The internal audit system of the Company <del>and the duties of audit personnel</del> shall be implemented upon approval by the Board of Directors. <del>The head of audit shall be accountable and report to the Board of Directors.</del></p>	<p>Article 170 The Company implements an internal audit system, <b>specifying leadership system, duties and limit of authority, staffing, budget assurance, application of audit findings and accountability etc. for internal audit work.</b></p> <p>The internal audit system of the Company shall be implemented upon approval by the Board of Directors <b>and disclosed to external parties.</b></p>
/	<p><b>Article 171 The internal audit body of the Company shall supervise and inspect the Company's business activities, risk management, internal control, financial information etc.</b></p> <p><b>Article 172 The internal audit body shall be responsible to the board of directors.</b></p>

Before amendments	After amendments
	<p><b>The internal audit body shall, in the course of supervision and inspection of the Company's business activities, risk management, internal control, financial information, accept supervision and guidance of the audit committee. Upon discovery of the relevant significant issues or clues, the internal audit body shall forthwith report directly to the audit committee.</b></p> <p><b>Article 173 The internal audit body shall be responsible for organizing implementation of the Company's internal control appraisal. The Company shall issue an annual internal control appraisal report based on the appraisal report issued by the internal audit body and deliberated by the audit committee and the relevant materials.</b></p> <p><b>Article 174 When the audit committee communicates with the external audit organizations such as accounting firms and State audit organizations etc., the internal audit body shall cooperate actively and provide the requisite support and cooperation.</b></p> <p><b>Article 175 The audit committee shall participate in appraisal of head of internal audit.</b></p>
<p>Article 172 The appointment of accounting firm by the Company shall be subject to the approval of shareholders' meetings. The Board of Directors shall not appoint accounting firm before the approval of the shareholders' meeting.</p>	<p>Article 177 The appointment, <b>termination of its appointment or non-renewal of appointment</b> of accounting firm by the Company shall be subject to the approval of shareholders' meetings. The Board of Directors shall not appoint accounting firm before the approval of the shareholders' meeting.</p>
<p>Article 178 The notice of convening the shareholders' meeting of the Company shall be delivered by announcement <del>or other means approved by the stock exchange.</del></p>	<p>Article 183 The notice of convening the shareholders' meeting of the Company shall be delivered by announcement.</p>
<p>Article 179 The notice of convening the Board meeting of the Company shall be delivered in accordance with <del>Article 176</del> of the Articles of Association.</p>	<p>Article 184 The notice of convening the Board meeting of the Company shall be delivered in accordance with <b>section II of Chapter V</b> of the Articles of Association.</p>
<p><del>Article 180 The notice of convening the meeting of the Board of Supervisors of the Company shall be delivered in accordance with Article 176 of the Articles of Association.</del></p>	<p>/</p>

Before amendments	After amendments
/	<p><b>Article 189</b> Where the consideration paid for the merger does not exceed 10% of the Company's net assets, a resolution of a shareholders' meeting may be waived, unless otherwise stipulated in the Articles of Association.</p> <p><b>Where a shareholders' meeting is not required for a merger pursuant to the provisions of the preceding paragraph, a resolution of a board of directors shall be passed.</b></p>
<p>Article 185 If the Company is involved in a merger, the parties to the merger shall enter into a merger agreement, and shall prepare a balance sheet and a property list. The Company shall notify its creditors within 10 days as of the date of the resolution for the merger and shall publish an announcement on the designated press or the National Enterprise Credit Information Publicity System (國家企業信用信息公示系統) within 30 days as of the date of such resolution. A creditor may within 30 days as of the receipt of the notice or, in case where he/she fails to receive such notice within 45 days of the date of the announcement, to demand the Company to repay its debts or provide guarantees for such debts. Where the securities regulatory rules at the place where the shares of the Company are listed have separate provisions, such provisions shall also be complied with simultaneously.</p>	<p>Article 190 If the Company is involved in a merger, the parties to the merger shall enter into a merger agreement, and shall prepare a balance sheet and a property list. The Company shall notify its creditors within 10 days as of the date of the resolution for the merger and shall publish an announcement on the designated press or the National Enterprise Credit Information Publicity System (國家企業信用信息公示系統) within 30 days as of the date of such resolution. A creditor may within 30 days as of the receipt of the notice or, in case where he/she fails to receive such notice within 45 days of the date of the announcement, to demand the Company to repay its debts or provide guarantees for such debts. Where the securities regulatory rules at the place where the shares of the Company are listed have separate provisions, such provisions shall also be complied with simultaneously.</p>
<p>Article 186 When the Company is merged, the claims and debts of each party to the merger shall be succeeded to by the company surviving the merger or the new company established subsequent to the merger.</p>	<p>Article 191 When the Company is merged, the claims and debts of each party to the merger shall be succeeded to by the company surviving the merger or the new company established subsequent to the merger.</p>

Before amendments	After amendments
<p>Article 187 Where there is a division of the Company, its assets shall be divided accordingly.</p> <p>Where there is a division of the Company, a balance sheet and property list shall be prepared. The Company shall notify its creditors within 10 days as of the date of the resolution for the division and shall publish an announcement on the designated press or the National Enterprise Credit Information Publicity System (國家企業信用信息公示系統) within 30 days as of the date of such resolution.</p>	<p>Article 192 Where there is a division of the Company, its assets shall be divided accordingly.</p> <p>Where there is a division of the Company, a balance sheet and property list shall be prepared. The Company shall notify its creditors within 10 days as of the date of the resolution for the division and shall publish an announcement on the designated press or the National Enterprise Credit Information Publicity System (國家企業信用信息公示系統) within 30 days as of the date of such resolution.</p>
<p>Article 189 Where the Company <del>needs to</del> reduce its registered capital, it shall prepare a balance sheet and property list.</p> <p>The Company shall notify its creditors within 10 days as of the date of the resolution for the reduction of its registered capital and shall publish an announcement on the designated press or the National Enterprise Credit Information Publicity System (國家企業信用信息公示系統) within 30 days as of the date of such resolution. A creditor may within 30 days as of the receipt of the notice or, in case where he/she fails to receive such notice within 45 days of the date of the announcement, to demand the Company to repay its debts or provide guarantees for such debts.</p> <p><del>The registered capital of the Company after the reduction shall not be less than the statutory minimum amount.</del></p>	<p>Article 194 Where the Company reduce its registered capital, it shall prepare a balance sheet and property list.</p> <p>The Company shall notify its creditors within 10 days as of the date of the resolution for the reduction of its registered capital <b>by the shareholders' meeting</b> and shall publish an announcement on the designated press or the National Enterprise Credit Information Publicity System (國家企業信用信息公示系統) within 30 days as of the date of such resolution. A creditor may within 30 days as of the receipt of the notice or, in case where he/she fails to receive such notice within 45 days of the date of the announcement, to demand the Company to repay its debts or provide guarantees for such debts.</p> <p><b>Where the Company proposes to reduce its registered capital, it shall reduce the capital contribution amount or shares correspondingly in accordance with the shareholding percentage of the shareholders, unless otherwise stipulated by the laws or in the Articles of Association.</b></p>

Before amendments	After amendments
/	<b>Article 195</b> Where the registered capital is reduced in violation of the Company Law and other relevant provisions, shareholders shall refund the capital received thereby; where the shareholders' capital contributions are exempted or reduced, the original status shall be restored; where the Company suffers any loss, the shareholders and the responsible directors and senior management personnel shall bear the liability for compensation.
/	<b>Article 196</b> When the Company issues new shares to increase its registered capital, its shareholders do not enjoy the pre-emptive right, unless otherwise specified in the Articles of Association or decided by the resolution of a shareholders' meeting that the shareholders enjoy the pre-emptive right.
<p>Article 191 The Company shall be dissolved upon the occurrence of the following events:</p> <p>(I) expiry of the term of business provided in the Articles of Association or other cause of dissolution as specified therein;</p> <p>(II) a resolution on dissolution is passed by a shareholders' meeting;</p> <p>(III) dissolution is required due to the merger or division of the Company;</p> <p>(IV) the business license of the Company is revoked or the Company is ordered to close down or dissolved in accordance with the laws;</p> <p>(V) the Company suffers significant hardships in operation and management, and its continued existence would cause significant losses to Shareholders' interests, and such issues cannot be resolved through other means, Shareholders representing 10% or above of the <del>total</del> voting rights of the Company may plead the court to dissolve the Company.</p>	<p>Article 198 The Company shall be dissolved upon the occurrence of the following events:</p> <p>(I) expiry of the term of business provided in the Articles of Association or other cause of dissolution as specified therein;</p> <p>(II) a resolution on dissolution is passed by a shareholders' meeting;</p> <p>(III) dissolution is required due to the merger or division of the Company;</p> <p>(IV) the business license of the Company is revoked or the Company is ordered to close down or dissolved in accordance with the laws;</p> <p>(V) the Company suffers significant hardships in operation and management, and its continued existence would cause significant losses to Shareholders' interests, and such issues cannot be resolved through other means, Shareholders representing 10% or above of the voting rights of the Company may plead the court to dissolve the Company.</p> <p><b>If any of the aforementioned dissolution matters occurs, the Company shall announce to the general public through the National Enterprise Credit Information Publicity System within ten days.</b></p>



Before amendments	After amendments
<p>Article 192 If the Company is in the situation as described in Item (I) of Article <del>191</del> and has not yet distributed its properties to shareholders, it can continue to exist by amending the Articles of Association or through a resolution of the shareholders' meeting.</p> <p>The amendment of the Articles of Association or the resolution of the shareholders' meeting as per the preceding paragraph must be passed by more than two-thirds of the voting rights held by the shareholders attending the shareholders' meeting.</p>	<p>Article 199 If the Company is in the situation as described in Item (I) <b>and Item (II)</b> of Article <b>198</b> and has not yet distributed its properties to shareholders, it can continue to exist by amending the Articles of Association or through a resolution of the shareholders' meeting.</p> <p>The amendment of the Articles of Association or the resolution of the shareholders' meeting as per the preceding paragraph must be passed by more than two-thirds of the voting rights held by the shareholders attending the shareholders' meeting.</p>
<p>Article 193 If the company is dissolved due to the provisions mentioned in items (I), (II), (IV), and (V) of Article <del>191</del>, a liquidation shall be conducted. The directors shall be the obligors for the company's liquidation and must form a liquidation group within fifteen days from the date the cause for dissolution arises to carry out the liquidation.</p> <p>The liquidation group shall be composed of directors <del>or persons determined by the shareholders' meeting. If the liquidation group is not established within the prescribed period to conduct the liquidation, or if the liquidation group is established but fails to conduct the liquidation, interested parties may apply to the People's Court to appoint relevant personnel to form a liquidation group to conduct the liquidation.</del></p> <p>The liquidation obligors shall be liable for compensation if they fail to fulfill their obligations of liquidation in a timely manner, and thus any loss is caused to the company or the creditors.</p>	<p>Article 200 If the company is dissolved due to the provisions mentioned in items (I), (II), (IV), and (V) of Article <b>198</b>, a liquidation shall be conducted. The directors shall be the obligors for the company's liquidation and must form a liquidation group within fifteen days from the date the cause for dissolution arises to carry out the liquidation.</p> <p>The liquidation group shall be composed of directors, <b>except as otherwise provided in the Articles of Association, or as otherwise selected by a resolution of the shareholders' meeting.</b></p> <p>The liquidation obligors shall be liable for compensation if they fail to fulfill their obligations of liquidation in a timely manner, and thus any loss is caused to the company or the creditors.</p>

Before amendments	After amendments
<p>Article 194 The liquidation group shall exercise the following functions and powers during the liquidation period:</p> <p>(I) to dispose of the Company's assets, and respectively prepare a balance sheet and an inventory of the assets;</p> <p>(II) to notify creditors by notice or public announcement;</p> <p>(III) to deal with the outstanding business of the company involved in the liquidation;</p> <p>(IV) to pay all outstanding taxes and taxes arising in the course of liquidation;</p> <p>(V) to liquidate claims and debts;</p> <p>(VI) to <del>deal with</del> the remaining property of the company after paying off debts;</p> <p>(VII) to participate in civil litigation on behalf of the company.</p>	<p>Article 201 The liquidation group shall exercise the following functions and powers during the liquidation period:</p> <p>(I) to dispose of the Company's assets, and respectively prepare a balance sheet and an inventory of the assets;</p> <p>(II) to notify creditors by notice or public announcement;</p> <p>(III) to deal with the outstanding business of the company involved in the liquidation;</p> <p>(IV) to pay all outstanding taxes and taxes arising in the course of liquidation;</p> <p>(V) to liquidate claims and debts;</p> <p>(VI) to <b>distribute</b> the remaining property of the company after paying off debts;</p> <p>(VII) to participate in civil litigation on behalf of the company.</p>
<p>Article 195 The liquidation group shall notify the Company's creditors within ten days as of its formation and shall make a public announcement on designated publications or on the National Enterprise Credit Information Publicity System (國家企業信用信息公示系統) within 60 days. The creditors shall file their proofs of claim with the liquidation group within 30 days as of the receipt of the notice or within 45 days as of the issuance of the public announcement in the case of failing to receive such notice.</p> <p>When declaring claims, creditors shall specify the relevant matters of the claims and provide supporting documents. The liquidation group shall register the claims.</p> <p>During the period for declaring claims, the liquidation group shall not make repayments to the creditors.</p>	<p>Article 202 The liquidation group shall notify the Company's creditors within ten days as of its formation and shall make a public announcement on designated publications or on the National Enterprise Credit Information Publicity System (國家企業信用信息公示系統) within 60 days. The creditors shall file their proofs of claim with the liquidation group within 30 days as of the receipt of the notice or within 45 days as of the issuance of the public announcement in the case of failing to receive such notice.</p> <p>When declaring claims, creditors shall specify the relevant matters of the claims and provide supporting documents. The liquidation group shall register the claims.</p> <p>During the period for declaring claims, the liquidation group shall not make repayments to the creditors.</p>

Before amendments	After amendments
<p>Article 196 After the liquidation group has sorted out the company's assets, prepared the balance sheet and inventory of assets, it shall formulate a liquidation plan and submit it to the shareholders' meeting or the court for confirmation.</p> <p>The Company's assets shall be used to pay the liquidation expenses, employees' wages, social insurance fees, and statutory compensation, to pay the taxes owed, and to repay the company's debts. The remaining assets shall be distributed among the shareholders in proportion to their shareholdings.</p> <p>During the liquidation period, the Company shall continue to exist but shall not engage in any business activities unrelated to the liquidation. The Company's assets shall not be distributed to the shareholders before the aforementioned provisions have been complied with.</p>	<p>Article 203 After the liquidation group has sorted out the company's assets, prepared the balance sheet and inventory of assets, it shall formulate a liquidation plan and submit it to the shareholders' meeting or the court for confirmation.</p> <p>The Company's assets shall be used to pay the liquidation expenses, employees' wages, social insurance fees, and statutory compensation, to pay the taxes owed, and to repay the company's debts. The remaining assets shall be distributed among the shareholders in proportion to their shareholdings.</p> <p>During the liquidation period, the Company shall continue to exist but shall not engage in any business activities unrelated to the liquidation. The Company's assets shall not be distributed to the shareholders before the aforementioned provisions have been complied with.</p>
<p>Article 198 Upon the completion of the company's liquidation, the liquidation group shall prepare a liquidation report, submit it to the shareholders' meeting or the court for confirmation, and file it with the company registration authority to apply for the cancellation of the company registration <b>and announce the termination of the company.</b></p>	<p>Article 205 Upon the completion of the company's liquidation, the liquidation group shall prepare a liquidation report, submit it to the shareholders' meeting or the court for confirmation, and file it with the company registration authority to apply for the cancellation of the company registration.</p>

Before amendments	After amendments
<p>Article 206 <del>Members of the liquidation committee are required to discharge their duties in good faith and perform their obligation in compliance with laws.</del></p> <p><del>Members of the liquidation committee shall be prohibited from abusing their authority in accepting bribes or other unlawful income and from misappropriating the Company's properties.</del></p> <p><del>Members of the liquidation committee</del> are liable to indemnify the Company and its creditors in respect of any loss arising from their willful or gross negligence.</p>	<p>Article 206 Members of the liquidation committee shall perform <b>liquidation duties</b>, and have duties of loyalty and diligence.</p> <p><b>If the liquidation group members are negligent in performing their liquidation duties, thereby causing losses to the Company, they shall be liable to compensate. They are liable to indemnify the Company and its creditors in respect of any loss arising from their willful or gross negligence.</b></p>
<p>Article 201 The Company shall amend the Articles of Association in any of the following circumstances:</p> <p>(I) after amendments are made to the Company Law or other relevant laws, administrative regulations and regulatory rules at the place where the shares of the Company are listed, the matters stipulated in the Articles of Association are in conflict with the provisions of the revised laws, administrative regulations and regulatory rules at the place where the shares of the Company are listed;</p> <p>(II) if certain changes of the Company occur resulting in the inconsistency with certain terms specified in the Articles of Association;</p> <p>(III) the shareholders' meeting has resolved to amend the Articles of Association.</p>	<p>Article 208 The Company shall amend the Articles of Association in any of the following circumstances:</p> <p>(I) after amendments are made to the Company Law or other relevant laws, administrative regulations, <b>departmental rules, normative documents</b> and regulatory rules at the place where the shares of the Company are listed, the matters stipulated in the Articles of Association are in conflict with the provisions of the revised laws, administrative regulations, <b>departmental rules, normative documents</b> and regulatory rules at the place where the shares of the Company are listed;</p> <p>(II) if certain changes of the Company occur resulting in the inconsistency with certain terms specified in the Articles of Association;</p> <p>(III) the shareholders' meeting has resolved to amend the Articles of Association.</p>

Before amendments	After amendments
<p>Article 205 Definitions</p> <p>(I) the “controlling shareholder” refers to a shareholder holding shares representing <del>more than</del> 50% of the total share capital of the Company; a shareholder holding <del>less than</del> 50% of shares in the Company, but the voting rights vested by the shares held by him/her have a material effect on any resolutions made at a shareholders’ meeting, or controlling shareholder as defined in the securities regulations and rules of the places where the Company’s shares are listed.</p> <p>(II) the “actual controller” refers to the person who <del>is not a shareholder of the Company but</del> is able to actually dominate the conduct of the Company through investment relations, agreements or other arrangements.</p> <p>(III) the “affiliated relationship” refers to relationship between a controlling shareholder, actual controller, Director, <del>Supervisor</del> or senior management member of the Company and the enterprise directly or indirectly controlled by the same, or any other relationship that may give rise to a transfer of interests of the Company. However, there should be no related party relationship between state-controlled enterprises solely because they are under the common control of the State.</p> <p>(IV) the “hostile takeover” refers to a takeover conducted by the acquirer for the purpose of gaining control of a company or significant influence over a company’s decision – making without notifying the company’s board of directors and obtaining the approval of the board of directors.</p> <p>(V) In the Articles of Association, the meaning of “accounting firm” is consistent with the meaning of “auditor” in the Hong Kong Listing Rules, the meaning of “independent director” is consistent with the meaning of “independent non-executive director” in the Hong Kong Listing Rules.</p>	<p>Article 212 Definitions</p> <p>(I) the “controlling shareholder” refers to a shareholder holding shares representing <b>over</b> 50% of the total share capital of the Company; a shareholder holding <b>no more than</b> 50% of shares in the Company, but the voting rights vested by the shares held by him/her have a material effect on any resolutions made at a shareholders’ meeting, or controlling shareholder as defined in the securities regulations and rules of the places where the Company’s shares are listed.</p> <p>(II) the “actual controller” refers to the <b>natural person, legal person or other organization</b> who is able to actually dominate the conduct of the Company through investment relations, agreements or other arrangements.</p> <p>(III) the “affiliated relationship” refers to relationship between a controlling shareholder, actual controller, Director, Supervisor or senior management member of the Company and the enterprise directly or indirectly controlled by the same, or any other relationship that may give rise to a transfer of interests of the Company. However, there should be no related party relationship between state-controlled enterprises solely because they are under the common control of the State.</p> <p>(IV) the “hostile takeover” refers to a takeover conducted by the acquirer for the purpose of gaining control of a company or significant influence over a company’s decision – making without notifying the company’s board of directors and obtaining the approval of the board of directors.</p> <p>(V) In the Articles of Association, the meaning of “accounting firm” is consistent with the meaning of “auditor” in the Hong Kong Listing Rules, the meaning of “independent director” is consistent with the meaning of “independent non-executive director” in the Hong Kong Listing Rules.</p>

Before amendments	After amendments
Article 208 Unless otherwise specified, the expressions of “above”; “within” <b>and</b> <b>“below”</b> —used in the Articles of Association shall include the original number, while the expressions of <b>“not exceeding”</b> , “beyond”, “less than”, “more than”, “not enough” shall not include the original number.	Article 215 Unless otherwise specified, the expressions of “above” <b>and</b> “within” used in the Articles of Association shall include the original number, while the expressions of <b>“over”</b> , “beyond”, “less than”, “more than” <b>and</b> “not enough” shall not include the original number.
Article 212 The appendices to the Articles of Association include the rules of procedure of the General Meeting; the rules of procedure for the Board of Directors <b>and the rules of procedure for the Board of Supervisors.</b>	Article 219 The appendices to the Articles of Association include the rules of procedure of the General Meeting <b>and</b> the rules of procedure for the Board of Directors.
Article 213 <b>Subject to the consideration and approval at the shareholders’ meeting of the Company,</b> the Articles of Association shall take effect upon the <b>listing of the H Shares in the initial public offering on the Hong Kong Stock Exchange.</b>	Article 220 The Articles of Association shall take effect <b>from the date of consideration and approval by the general meeting of the Company.</b>

*Note:* The remaining amendments involve the deletion of references to “supervisors” and “board of supervisors”, the replacement of “or (或)” with “or (或者)”, and the citation of clauses, etc., which do not constitute substantive revisions and are therefore not listed.



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

Before amendments	After amendments
<p>Article 1 These Rules are formulated in accordance with the Company Law of the PRC (the “Company Law”), the Securities Law of the PRC (the “Securities Law”), the Rules Governing the Listing of Shares on the ChiNext of the Shenzhen Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant laws, regulations, and normative documents, as well as the Articles of Association of Contemporary Amperex Technology Co., Limited (the “Articles of Association”), to safeguard the legitimate rights and interests of Contemporary Amperex Technology Co., Limited (the “Company”) and all its shareholders, to define the responsibilities and powers of the shareholders’ meeting, to ensure the lawful and standardized convening of the shareholders’ meeting of the Company, to improve the efficiency of the shareholders’ meeting in proceedings, to ensure the lawful exercise of powers by the shareholders’ meeting of the Company, and to guarantee the democratic and scientific decision-making of the Company.</p>	<p>Article 1 These Rules are formulated in accordance with the Company Law of the PRC (the “Company Law”), the Securities Law of the PRC (the “Securities Law”), the Rules Governing the Listing of Shares on the ChiNext of the Shenzhen Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant laws, <b>administrative regulations, departmental rules, normative documents, and the securities regulatory rules of the place where the Company’s shares are listed</b>, as well as the Articles of Association of Contemporary Amperex Technology Co., Limited (the “Articles of Association”), to safeguard the legitimate rights and interests of Contemporary Amperex Technology Co., Limited (the “Company”) and all its shareholders, to define the responsibilities and powers of the shareholders’ meeting, to ensure the lawful and standardized convening of the shareholders’ meeting of the Company, to improve the efficiency of the shareholders’ meeting in proceedings, to ensure the lawful exercise of powers by the shareholders’ meeting of the Company, and to guarantee the democratic and scientific decision-making of the Company.</p>

Before amendments	After amendments
<p>Article 2 The shareholders' meeting is the organ of authority of the Company, which exercises the following functions and powers in accordance with the law:</p> <p>(I) To elect and replace Directors <b>and Supervisors</b>—and to decide on matters relating to the remuneration of Directors <b>and Supervisors</b>;</p> <p>(II) To examine and approve the reports of the Board of Directors;</p> <p><del>(III) To examine and approve the reports of the Board of Supervisors;</del></p> <p>(IV) To examine and approve the Company's proposals for profit distribution plans and loss recovery plans;</p> <p>(V) To decide on the increase or decrease of the Company's registered capital;</p> <p>(VI) To decide on the issue of corporate bonds by the Company;</p> <p>(VII) To decide on matters such as merger, division, dissolution and liquidation or change of corporate form of the Company;</p> <p>(VIII) To amend the Articles of Association;</p> <p>(IX) Resolution on appointment and dismissal of an accounting firm by the Company;</p>	<p>Article 2 The shareholders' meeting <b>of the Company is composed of all shareholders. The shareholders' meeting</b> is the organ of authority of the Company, which exercises the following functions and powers in accordance with the law:</p> <p>(I) To elect and replace Directors and to decide on matters relating to the remuneration of Directors;</p> <p>(II) To examine and approve the reports of the Board of Directors;</p> <p>(III) To examine and approve the Company's proposals for profit distribution plans and loss recovery plans;</p> <p>(IV) To decide on the increase or decrease of the Company's registered capital;</p> <p>(V) To decide on the issue of corporate bonds by the Company;</p> <p>(VI) To decide on matters such as merger, division, dissolution and liquidation or change of corporate form of the Company;</p> <p>(VII) To amend the Articles of Association;</p> <p>(VIII) Resolution on appointment and dismissal of an accounting firm <b>conducting audit services for the Company</b> by the Company;</p> <p>(IX) To examine and approve the guarantees stipulated in Article 5 hereof that need to be examined and approved by the shareholders' meeting;</p>

Before amendments	After amendments
<p>(X) To examine and approve the guarantees stipulated in Article 5 hereof that need to be examined and approved by the shareholders' meeting;</p> <p>(XI) To examine matters relating to the purchases and sales of the Company's material assets within one year, which exceed 30% of the Company's latest audited total assets (excluding the purchase of raw materials, fuel and power, and the sale of products, commodities and other assets relevant to daily operation, but including the purchase and sale of such assets involved in asset replacement);</p> <p>(XII) To examine and approve matters relating to changes in the use of proceeds;</p> <p>(XIII) To examine and approve the equity incentive plans and employee stock ownership plans;</p> <p>(XIV) To examine other matters as required by the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association of the Company, which shall be decided by the shareholders' meeting.</p> <p>The shareholders' meeting may authorize the Board of Directors to make resolutions on issuance of bonds by the Company. <b>Except for the above, the aforesaid powers of the shareholders' meeting shall not be exercised by the Board of Directors or any other institution or individual on its behalf upon authorization.</b></p>	<p>(X) To examine matters relating to the purchases and sales of the Company's material assets within one year, which exceed 30% of the Company's latest audited total assets (excluding the purchase of raw materials, fuel and power, and the sale of products, commodities and other assets relevant to daily operation, but including the purchase and sale of such assets involved in asset replacement);</p> <p>(XI) To examine and approve matters relating to changes in the use of proceeds;</p> <p>(XII) To examine and approve the equity incentive plans and employee stock ownership plans;</p> <p>(XIII) To examine other matters as required by the laws, administrative regulations, departmental rules, <b>normative documents</b>, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association of the Company, which shall be decided by the shareholders' meeting.</p> <p>The shareholders' meeting may authorize the Board of Directors to make resolutions on issuance of bonds by the Company.</p>

Before amendments	After amendments
<p>Article 3 <del>The following transactions (excluding provision of external guarantees, provision of financial assistance and external donations)</del> of the Company shall be submitted to the shareholders' meeting for deliberation and approval:</p> <p>(I) If the total assets involved in the transaction account for more than 50% of the Company's latest audited total assets, and the total assets involved in the transaction have both book value and appraised value, the higher one will be used in calculation (but of which, the purchase or disposal of material assets exceeding 30% of the Company's latest audited total assets shall be governed by the provisions of item (XI) under Article 2 hereof);</p> <p>(II) If the relevant operating income of the subject matter of the transaction (e.g. equity) in the latest accounting year accounts for more than 50% of the audited operating income of the Company in the latest accounting year, and the absolute amount exceeds RMB50 million;</p> <p>(III) If the relevant net profit of the subject matter of the transaction (e.g. equity) in the latest accounting year accounts for more than 50% of the audited net profit of the Company in the latest accounting year, and the absolute amount exceeds RMB5 million;</p> <p>(IV) If the transaction amount (including assumed debts and expenses) of the transaction accounts for more than 50% of the Company's net assets as audited in the latest period, and the absolute amount exceeds RMB50 million;</p>	<p>Article 3 <b>According to the Rules Governing the Listing of Shares on the ChiNext of the Shenzhen Stock Exchange, save as otherwise required by the securities regulatory rules of the place where the Company's shares are listed or its corporate governance system,</b> the following transactions of the Company shall be submitted to the shareholders' meeting for deliberation and approval:</p> <p>(I) If the total assets involved in the transaction account for more than 50% of the Company's latest audited total assets, and the total assets involved in the transaction have both book value and appraised value, the higher one will be used in calculation (but of which, the purchase or disposal of material assets exceeding 30% of the Company's latest audited total assets shall be governed by the provisions of item (XI) under Article 2 hereof);</p> <p>(II) If the relevant operating income of the subject matter of the transaction (e.g. equity) in the latest accounting year accounts for more than 50% of the audited operating income of the Company in the latest accounting year, and the absolute amount exceeds RMB50 million;</p> <p>(III) If the relevant net profit of the subject matter of the transaction (e.g. equity) in the latest accounting year accounts for more than 50% of the audited net profit of the Company in the latest accounting year, and the absolute amount exceeds RMB5 million;</p> <p>(IV) If the transaction amount (including assumed debts and expenses) of the transaction accounts for more than 50% of the Company's net assets as audited in the latest period, and the absolute amount exceeds RMB50 million;</p>

Before amendments	After amendments
<p>(V) If the profits arising from the transaction account for more than 50% of the audited net profit of the Company in the latest accounting year, and the absolute amount exceeds RMB5 million;</p> <p>(VI) other transactions that shall be decided by the shareholders' meeting according to the relevant laws and regulations or the securities regulatory rules of the place where the Company's shares are listed.</p> <p>If the data involved in the indicator calculation in the item (I) to (V) above are negative, the absolute value shall be taken for the purpose of calculation.</p> <p>Except for matters otherwise stipulated for in the Company system such as provision of guarantees and entrusted wealth management and the securities regulatory rules of the place where the Company's shares are listed, when the Company conducts transactions of the same category and related to the subject for 12 consecutive months, it shall apply the principle of cumulative calculation, applicable to paragraph 1 under this Article. Obligations that have been performed in accordance with paragraph 1 under this Article shall no longer be included in the relevant cumulative calculation.</p>	<p>(V) If the profits arising from the transaction account for more than 50% of the audited net profit of the Company in the latest accounting year, and the absolute amount exceeds RMB5 million;</p> <p>(VI) other transactions that shall be decided by the shareholders' meeting according to the relevant laws and regulations or the securities regulatory rules of the place where the Company's shares are listed.</p> <p>If the data involved in the indicator calculation in the item (I) to (V) above are negative, the absolute value shall be taken for the purpose of calculation.</p> <p>Except for matters otherwise stipulated for in the Company system such as provision of guarantees and entrusted wealth management and the securities regulatory rules of the place where the Company's shares are listed, when the Company conducts transactions of the same category and related to the subject for 12 consecutive months, it shall apply the principle of cumulative calculation, applicable to paragraph 1 under this Article. Obligations that have been performed in accordance with paragraph 1 under this Article shall no longer be included in the relevant cumulative calculation.</p>

Before amendments	After amendments
<p>If the subject matter of the transaction is the equity of the Company, and meets the standards for consideration by the shareholders' meeting as stipulated in this Article, the Company shall disclose the audit report and/or valuation report of the subject matter of the transaction in accordance with the securities regulatory rules of the place where the shares of the Company are listed; the aforementioned audit report and valuation report shall be issued by securities service institutions that comply with the provisions of the "Securities Law"; even if the transaction does not meet the standards for consideration by the shareholders' meeting, but the stock exchange of the place where the shares of the Company are listed deems it necessary, the Company shall disclose the audit report and/or valuation report.</p> <p>"Transactions" as mentioned in this article include:</p> <p>(I) Purchase or disposal of assets;</p> <p>(II) External investment (including entrusted wealth management, investment in subsidiaries, etc., and excluding establishment or capital increase of wholly-owned subsidiaries);</p> <p>(III) Provision of financial assistance (including entrusted loans);</p> <p>(IV) Provision of guarantees (refers to provision of guarantee by the Company to other parties, including guarantee provided for controlling subsidiaries);</p> <p>(V) Lease-in or lease-out of assets;</p>	<p>If the subject matter of the transaction is the equity of the Company, and meets the standards for consideration by the shareholders' meeting as stipulated in this Article, the Company shall disclose the audit report and/or valuation report of the subject matter of the transaction in accordance with the securities regulatory rules of the place where the shares of the Company are listed; the aforementioned audit report and valuation report shall be issued by securities service institutions that comply with the provisions of the "Securities Law"; even if the transaction does not meet the standards for consideration by the shareholders' meeting, but the stock exchange of the place where the shares of the Company are listed deems it necessary, the Company shall disclose the audit report and/or valuation report.</p> <p><b>According to the Hong Kong Listing Rules, save as otherwise required by the securities regulatory rules of the place where the Company's shares are listed or its corporate governance system, the following transactions of the Company shall be submitted to the shareholders' meeting for deliberation and approval:</b></p> <p><b>(I) If the total assets involved in the transaction account for 25% or more of the total assets of the Company as stated in its latest audited accounts or latest interim report (whichever is the more recent, and adjusted for any dividend amount proposed in the relevant accounts and any dividend declared after the publication of the relevant accounts or interim report);</b></p> <p><b>(II) If the profits attributable to the assets involved in the transaction account for 25% or more of the audited profits of the Company for the latest financial year;</b></p>



Before amendments	After amendments
<p>(VI) Signing management contract (including entrusted or trusted operations, etc.);</p> <p>(VII) Donating or receiving assets;</p> <p>(VIII) Credit and debt reorganization;</p> <p>(IX) Transfer of research and development projects;</p> <p>(X) Conclusion of franchise agreements;</p> <p>(XI) Waiver of rights (including waiver of pre-emptive right, priority for invited capital contribution, etc.);</p> <p>(XII) Transactions identified by other laws, regulations, normative documents, securities regulatory rules of the place where the Company's shares are listed, the Articles of Association or the Shareholders' Meeting of the Company.</p> <p>Unless otherwise provided by the regulatory rules of securities of the place where the shares of the Company are listed, the following activities of the Company shall not fall within the matters stipulated in the foregoing paragraph:</p> <p>(I) Purchase of raw materials, fuel and power related to daily operations (excluding asset purchase or disposal involved in asset replacement);</p> <p>(II) Sale of products and goods relating to daily business operations (excluding asset purchase or disposal involved in asset replacement);</p> <p>(III) Transactions specified in the preceding paragraph but are part of the Company's main business activities.</p> <p>Provided that the Company's transactions comply with the relevant regulations of the stock exchange of the place where the Company's shares are listed, the Company may apply to the stock exchange for exemption from submitting the relevant transactions to the Shareholders' Meeting for consideration.</p>	<p><b>(III) If the revenue attributable to the assets involved in the transaction account for 25% or more of the audited revenue of the Company for the latest financial year;</b></p> <p><b>(IV) If the consideration accounts for 25% or more of the average closing price of the Company's securities as stated in the daily quotation sheets of the Stock Exchange of Hong Kong for the five business days immediately preceding the date of the relevant transaction;</b></p> <p><b>(V) If the number of shares issued by the Company as consideration accounts for 25% or more of the total number of issued shares of the Company immediately before the relevant transaction;</b></p> <p><b>(VI) other transactions that shall be decided by the shareholders' meeting according to the relevant laws and regulations or the securities regulatory rules of the place where the Company's shares are listed.</b></p> <p>"Transactions" as mentioned in this article include:</p> <p>(I) Purchase or disposal of assets;</p> <p>(II) External investment (including entrusted wealth management, investment in subsidiaries, etc., and excluding establishment or capital increase of wholly-owned subsidiaries);</p> <p>(III) Provision of financial assistance (including entrusted loans);</p> <p>(IV) Provision of guarantees (refers to provision of guarantee by the Company to other parties, including guarantee provided for controlling subsidiaries);</p> <p>(V) Lease-in or lease-out of assets;</p> <p>(VI) Signing management contract (including entrusted or trusted operations, etc.);</p>

Before amendments	After amendments
	<p>(VII) Donating or receiving assets;</p> <p>(VIII) Credit and debt reorganization;</p> <p>(IX) Transfer of research and development projects;</p> <p>(X) Conclusion of franchise agreements;</p> <p>(XI) Waiver of rights (including waiver of pre-emptive right, priority for invited capital contribution, etc.);</p> <p>(XII) Transactions identified by other laws, <b>administrative regulations, departmental rules</b>, normative documents, securities regulatory rules of the place where the Company's shares are listed, the Articles of Association or the Shareholders' Meeting of the Company.</p> <p>Unless otherwise provided by the regulatory rules of securities of the place where the shares of the Company are listed, the following activities of the Company shall not fall within the matters stipulated in the foregoing paragraph:</p> <p>(I) Purchase of raw materials, fuel and power related to daily operations (excluding asset purchase or disposal involved in asset replacement);</p> <p>(II) Sale of products and goods relating to daily business operations (excluding asset purchase or disposal involved in asset replacement);</p> <p>(III) Transactions specified in the preceding paragraph but are part of the Company's main business activities.</p> <p>Provided that the Company's transactions comply with the relevant regulations of the stock exchange of the place where the Company's shares are listed, the Company may apply to the stock exchange for exemption from submitting the relevant transactions to the Shareholders' Meeting for consideration.</p>

Before amendments	After amendments
<p>Article 5 The following acts of external guarantee of the Company shall be submitted to the shareholders' meeting of the Company for deliberation and approval:</p> <p>(I) A single guarantee for an amount of more than 10% of the Company's net assets audited in the latest period;</p> <p>(II) Any guarantee to be provided after the total amount of external guarantees provided by the Company and its controlling subsidiaries has exceeded 50% of the Company's net assets as audited in the latest period;</p> <p>(III) Any guarantee to be provided after the total amount of external guarantees provided by the Company has exceeded 30% of the Company's total assets audited in the latest period;</p> <p>(IV) Any guarantee to be provided to a party whose ratio of liabilities to assets exceeds 70%;</p> <p>(V) Basis of the cumulative guarantee amount within twelve consecutive months, the total amount of external guarantees provided by the Company has exceeded 30% of the Company's total assets audited in the latest period;</p> <p>(VI) The total amount of guarantee provided by a company exceeds 50% of the latest audited net assets of the company within twelve consecutive months and the absolute amount exceeds RMB50 million;</p> <p>(VII) The guarantee to be provided to a shareholder, or to an de facto controller or related party thereof;</p> <p>(VIII) Other guarantees required by the laws, administrative regulations, departmental rules, normative documents, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.</p>	<p>Article 5 The following acts of external guarantee of the Company shall be submitted to the shareholders' meeting of the Company for deliberation and approval:</p> <p>(I) A single guarantee for an amount of more than 10% of the Company's net assets audited in the latest period;</p> <p>(II) Any guarantee to be provided after the total amount of external guarantees provided by the Company and its controlling subsidiaries has exceeded 50% of the Company's net assets as audited in the latest period;</p> <p>(III) Any guarantee to be provided after the total amount of external guarantees provided by the Company <b>and its controlled subsidiaries</b> has exceeded 30% of the Company's total assets audited in the latest period;</p> <p>(IV) Any guarantee to be provided to a party whose ratio of liabilities to assets exceeds 70%;</p> <p>(V) Basis of the cumulative guarantee amount within twelve consecutive months, the total amount of external guarantees provided by the Company has exceeded 30% of the Company's total assets audited in the latest period;</p> <p>(VI) The total amount of guarantee provided by a company exceeds 50% of the latest audited net assets of the company within twelve consecutive months and the absolute amount exceeds RMB50 million;</p> <p>(VII) The guarantee to be provided to a shareholder, or to an de facto controller or related party thereof;</p> <p>(VIII) Other guarantees required by the laws, <b>administrative</b> regulations, <b>departmental</b> rules, normative documents, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.</p>

Before amendments	After amendments
<p>Matters concerning external guarantees reviewed by the Company's shareholders' meeting must first be reviewed and approved by the Company's Board of Directors before they can be submitted for review by the shareholders' meeting. When the Board of Directors reviews the guarantee matters, approval must be obtained from more than two-thirds of the Directors present at the Board meeting. When the shareholders' meeting reviews the guarantee matters mentioned in item (V) of the preceding paragraph, approval must be obtained from more than two-thirds of the voting rights held by the shareholders present at the meeting.</p> <p>When the shareholders' meeting of the Company reviews proposals for guarantees provided to shareholders, de facto controller, and their affiliates, the shareholder in question or the shareholder under the control of the de facto controller shall not participate in the voting on such proposals. The voting on such proposals shall be passed by a majority of the voting rights held by the other shareholders present at the shareholders' meeting of the Company.</p> <p>The Company may provide guarantees for wholly-owned subsidiaries, or for controlled subsidiaries where other shareholders of the controlled subsidiary provide guarantees in proportion to their equity interests, and in compliance with the regulatory rules for securities trading of the place where the Company's shares are listed, such guarantees may be exempted from the provision of submission for review by the shareholders' meeting if they fall under items (I), (II), (IV), or (VI) of the first paragraph of this article.</p>	<p>Matters concerning external guarantees reviewed by the Company's shareholders' meeting must first be reviewed and approved by the Company's Board of Directors before they can be submitted for review by the shareholders' meeting. When the Board of Directors reviews the guarantee matters, approval must be obtained from more than two-thirds of the Directors present at the Board meeting. When the shareholders' meeting reviews the guarantee matters mentioned in item (V) of the preceding paragraph, approval must be obtained from more than two-thirds of the voting rights held by the shareholders present at the meeting.</p> <p>When the shareholders' meeting of the Company reviews proposals for guarantees provided to shareholders, de facto controller, and their affiliates, the shareholder in question or the shareholder under the control of the de facto controller shall not participate in the voting on such proposals. The voting on such proposals shall be passed by a majority of the voting rights held by the other shareholders present at the shareholders' meeting of the Company.</p> <p>The Company may provide guarantees for wholly-owned subsidiaries, or for controlled subsidiaries where other shareholders of the controlled subsidiary provide guarantees in proportion to their equity interests, and in compliance with the regulatory rules for securities trading of the place where the Company's shares are listed, such guarantees may be exempted from the provision of submission for review by the shareholders' meeting if they fall under items (I), (II), (IV), or (VI) of the first paragraph of this article.</p>

Before amendments	After amendments
<p>Article 7 Unless otherwise provided in the securities regulatory rules of the place where the Company's shares are listed, for connected transactions (save for provision of external guarantee) between the Company and a related party in amount of more than RMB30 million and representing more than 5% of the absolute value of the Company's net assets as audited in the latest period, they shall be submitted for review by the shareholders' meeting and the evaluation or audit report shall also be disclosed <del>in accordance with</del> the provisions <del>of Article 3 of these Rules</del>. Where otherwise provided by laws, regulations, normative documents, the Articles of Association, or relevant management systems of the Company, such provisions shall prevail.</p> <p>Where the Company provides a guarantee for a connected party, such matter, regardless of the amount involved, shall be submitted to the shareholders' meeting for consideration after approval by the Board of Directors.</p> <p>Where the Company provides a guarantee for the controlling shareholder, the de facto controller and their related parties, the controlling shareholder, the de facto controller and their connected parties shall provide a counter-guarantee.</p>	<p>Article 7 Unless otherwise provided in the securities regulatory rules of the place where the Company's shares are listed, for connected transactions (save for provision of external guarantee) between the Company and a related party in amount of more than RMB30 million and representing more than 5% of the absolute value of the Company's net assets as audited in the latest period, they shall be submitted for review by the shareholders' meeting and the evaluation or audit report shall also be disclosed <b>according to</b> the provisions. Where otherwise provided by laws, regulations, normative documents, the Articles of Association, or relevant management systems of the Company, such provisions shall prevail.</p> <p>Where the Company provides a guarantee for a connected party, such matter, regardless of the amount involved, shall be submitted to the shareholders' meeting for consideration after approval by the Board of Directors.</p> <p>Where the Company provides a guarantee for the controlling shareholder, the de facto controller and their related parties, the controlling shareholder, the de facto controller and their connected parties shall provide a counter-guarantee.</p>

Before amendments	After amendments
<p>Unless otherwise provided in the securities regulatory rules of the place where the Company's shares are listed, the following transactions entered between the Company and related parties may be exempted from the provision of submission to the shareholders' meeting for consideration according to the first paragraph of this Article:</p> <p>(I) The Company's participation in public tenders and public auctions for unspecified targets (excluding restricted methods such as invitations to bid);</p> <p>(II) The Company unilaterally benefits from the transaction, including receiving cash assets as gift, being granted debt reduction or relief, accepting guarantee and assistance, etc.;</p> <p>(III) The connected transaction price is determined in accordance with the requirements of the state;</p> <p>(IV) The connected party provides funds to the Company at an interest rate not higher than the prevailing benchmark lending rate published by the People's Bank of China;</p> <p>(V) The Company provides products and services to director(s), <del>supervisor(s)</del> or senior management member(s) on the same terms as those of transactions between the Company and non-related parties.</p>	<p>Unless otherwise provided in the securities regulatory rules of the place where the Company's shares are listed, the following transactions entered between the Company and related parties may be exempted from the provision of submission to the shareholders' meeting for consideration according to the first paragraph of this Article:</p> <p>(I) The Company's participation in public tenders and public auctions for unspecified targets (excluding restricted methods such as invitations to bid);</p> <p>(II) The Company unilaterally benefits from the transaction, including receiving cash assets as gift, being granted debt reduction or relief, accepting guarantee and assistance, etc.;</p> <p>(III) The connected transaction price is determined in accordance with the requirements of the state;</p> <p>(IV) The connected party provides funds to the Company at an interest rate not higher than the prevailing benchmark lending rate published by the People's Bank of China, <b>and no corresponding guarantees are provided by the Company;</b></p> <p>(V) The Company provides products and services to director(s) or senior management member(s) on the same terms as those of transactions between the Company and non-related parties.</p>



Before amendments	After amendments
<p>Article 9 The shareholders' meetings are divided into annual shareholders' meetings and extraordinary shareholders' meetings.</p> <p>The annual shareholders' meeting shall be convened once a year and be held within six months after the end of the previous fiscal year.</p> <p>The extraordinary shareholders' meeting shall be convened from time to time. The Company shall convene an extraordinary shareholders' meeting within two months from the date of the occurrence of any of the following circumstances:</p> <p>(I) The number of Directors is less than the number provided for in the Company Law or less than two-thirds of the number prescribed in the Articles of Association;</p> <p>(II) The uncovered losses of our Company reach one-third of its total paid-in share capital;</p> <p>(III) A request from shareholders who separately or jointly hold 10% or more shares in the Company;</p> <p>(IV) The Board of Directors considers it necessary;</p> <p>(V) The <del>Board of Supervisors</del> proposes that such a meeting shall be held;</p> <p>(VI) Other circumstances conferred by the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.</p>	<p>Article 9 The shareholders' meetings are divided into annual shareholders' meetings and extraordinary shareholders' meetings.</p> <p>The annual shareholders' meeting shall be convened once a year and be held within six months after the end of the previous fiscal year.</p> <p>The extraordinary shareholders' meeting shall be convened from time to time. The Company shall convene an extraordinary shareholders' meeting within two months from the date of the occurrence of any of the following circumstances:</p> <p>(I) The number of Directors is less than the number provided for in the Company Law or less than two-thirds of the number prescribed in the Articles of Association;</p> <p>(II) The uncovered losses of our Company reach one-third of its total paid-in share capital;</p> <p>(III) A request from shareholders who separately or jointly hold 10% or more shares in the Company;</p> <p>(IV) The Board of Directors considers it necessary;</p> <p>(V) The <b>audit committee</b> proposes that such a meeting shall be held;</p> <p>(VI) Other circumstances conferred by the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.</p>

Before amendments	After amendments
<p>The calculation of shareholding percentage stipulated in above item (III) shall take the date when the shareholders request in writing as the calculation base date.</p> <p>If the Board of Directors fails to convene an extraordinary shareholders' meeting within the prescribed period under the circumstances specified in items (I) and (II) above, the <b>Board of Supervisors</b> or shareholders may, in accordance with the conditions and procedures stipulated by laws, regulations, the Articles of Association and these Rules, convene such an extraordinary shareholders' meeting on their own.</p> <p>If the Company is unable to convene the shareholders' meeting within the aforesaid period, it shall report to the local office of the China Securities Regulatory Commission ("CSRC") and the Shenzhen Stock Exchange, explain the reasons therefor, and make an announcement accordingly.</p>	<p>The calculation of shareholding percentage stipulated in above item (III) shall take the date when the shareholders request in writing as the calculation base date.</p> <p>If the Board of Directors fails to convene an extraordinary shareholders' meeting within the prescribed period under the circumstances specified in items (I) and (II) above, the <b>audit committee</b> or shareholders may, in accordance with the conditions and procedures stipulated by laws, regulations, the Articles of Association and these Rules, convene such an extraordinary shareholders' meeting on their own.</p> <p>If the Company is unable to convene the shareholders' meeting within the aforesaid period, it shall report to the local office of the China Securities Regulatory Commission ("CSRC") and the Shenzhen Stock Exchange, explain the reasons therefor, and make an announcement accordingly.</p>
<p>Article 10 The venue of shareholders' meetings of the Company shall be the place specified in the notice of the shareholders' meetings.</p> <p>The shareholders' meetings shall set up a venue <del>and be convened by means of a combination of physical meeting and online voting. Shareholders attending the shareholders' meetings by the aforesaid means shall be deemed as present.</del> The time and venue selected for the physical meeting shall be convenient for shareholders' participation. The shareholders' meeting shall allow reasonable time for discussion of each proposal.</p>	<p>Article 10 The venue of shareholders' meetings of the Company shall be the place specified in the notice of the shareholders' meetings.</p> <p>The shareholders' meetings shall set up a venue <b>and be convened by means of physical meeting, and may also be convened by means of electronic communication at the same time. The Company shall also provide the means of online voting to provide convenience for shareholders attending the shareholders' meetings.</b> The time and venue selected for the physical meeting shall be convenient for shareholders' participation. The shareholders' meeting shall allow reasonable time for discussion of each proposal.</p>

Before amendments	After amendments
<p>Article 12 The <del>shareholders' meeting shall be convened by the</del> Board of Directors; <del>which</del> shall convene the shareholders' meeting within the time limit specified <del>in the Articles of Association. If the Board of Directors is unable or fails to perform its duty to convene the shareholders' meeting, the Board of Supervisors shall promptly convene and preside over it. If the Board of Supervisors does not convene and preside over the meeting, shareholders who individually or collectively hold more than 10% of the company's shares for a continuous period of 90 days or more may convene and preside over the meeting on their own.</del></p>	<p>Article 12 The Board of Directors shall convene the shareholders' meeting within the time limit specified.</p>
<p>Article 14 The <del>Board of Supervisors has the right to</del> propose to the Board of Directors to convene an extraordinary shareholders' meeting and shall submit such proposal in writing to the Board of Directors. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations, and the Articles of Association, provide a written response within ten days of receipt, indicating whether it agrees or disagrees to convene an extraordinary shareholders' meeting.</p> <p>If the Board of Directors agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of the shareholders' meeting within five days after making the board resolution. Any changes to the original proposal in the notice shall be subject to the consent of the <del>Board of Supervisors</del>.</p> <p>If the Board of Directors disagrees to convene an extraordinary shareholders' meeting, or fails to provide feedback in writing within ten days of receipt, it shall be deemed that the Board of Directors is unable or fails to perform its duty to convene the shareholders' meeting. In such cases, the <del>Board of Supervisors</del> may convene and preside over the meeting on its own.</p>	<p>Article 14 The <b>audit committee</b> proposes to the Board of Directors to convene an extraordinary shareholders' meeting and shall submit such proposal in writing to the Board of Directors. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations, and the Articles of Association, provide a written response within ten days of receipt, indicating whether it agrees or disagrees to convene an extraordinary shareholders' meeting.</p> <p>If the Board of Directors agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of the shareholders' meeting within five days after making the board resolution. Any changes to the original proposal in the notice shall be subject to the consent of the <b>audit committee</b>.</p> <p>If the Board of Directors disagrees to convene an extraordinary shareholders' meeting, or fails to provide feedback in writing within ten days of receipt, it shall be deemed that the Board of Directors is unable or fails to perform its duty to convene the shareholders' meeting. In such cases, the <b>audit committee</b> may convene and preside over the meeting on its own.</p>

Before amendments	After amendments
<p>Article 15 Shareholders who individually or collectively hold more than 10% of the Company's shares <del>have the right to</del> request the Board of Directors to convene an extraordinary shareholders' meeting <b>and</b> shall submit in writing proposals that include the meeting agenda and complete content to the Board of Directors. The proposing shareholders shall ensure that the content of the proposals complies with the provisions of laws, administrative regulations, and the Articles of Association. For written proposals from proposing shareholders requesting the convening of a shareholders' meeting, the Board of Directors shall, in accordance with the provisions of laws, administrative regulations, and the Articles of Association, provide a written response within ten days of receipt, indicating whether it agrees or disagrees to convene an extraordinary shareholders' meeting.</p> <p>If the Board of Directors agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of the shareholders' meeting within five days after making the board resolution. Any changes to the original request in the notice shall be subject to the consent of the relevant shareholders.</p>	<p>Article 15 <b>If</b> shareholders who individually or collectively hold more than 10% of the Company's shares request the Board of Directors to convene an extraordinary general meeting, <b>they</b> shall submit in writing proposals that include the meeting agenda and complete content to the Board of Directors. The proposing shareholders shall ensure that the content of the proposals complies with the provisions of laws, administrative regulations, and the Articles of Association. For written proposals from proposing shareholders requesting the convening of a shareholders' meeting, the Board of Directors shall, in accordance with the provisions of laws, administrative regulations, and the Articles of Association, provide a written response within ten days of receipt, indicating whether it agrees or disagrees to convene an extraordinary general meeting.</p> <p>If the Board of Directors agrees to convene an extraordinary general meeting, it shall issue a notice of the shareholders' meeting within five days after making the board resolution. Any changes to the original request in the notice shall be subject to the consent of the relevant shareholders.</p>

Before amendments	After amendments
<p>Where the Board of Directors considers that the proposal submitted by the proposing shareholders violates the provisions of laws, administrative regulations or the Articles of Association, it shall resolve not to convene the extraordinary shareholders' meeting and shall notify the proposing shareholders of its feedback. If the Board of Directors disagrees to convene an extraordinary shareholders' meeting or fails to provide feedback within ten days of receipt, shareholders who individually or collectively hold more than 10% of the company's shares have the right to propose to the <del>Board of Supervisors</del> to convene an extraordinary shareholders' meeting and shall submit such request in writing to the <del>Board of Supervisors</del>.</p> <p>If the <del>Board of Supervisors</del> agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of the shareholders' meeting within five days after receiving the request. Any changes to the original <b>proposal</b> in the notice shall be subject to the consent of the relevant shareholders.</p> <p>If the <del>Board of Supervisors</del> fails to issue a notice of the shareholders' meeting within the prescribed period, it shall be deemed that the <del>Board of Supervisors</del> does not convene and preside over the shareholders' meeting. In such cases, shareholders who individually or collectively hold more than 10% of the company's shares for a continuous period of 90 days or more may convene and preside over the meeting on their own.</p>	<p>Where the Board of Directors considers that the proposal submitted by the proposing shareholders violates the provisions of laws, administrative regulations or the Articles of Association, it shall resolve not to convene the extraordinary shareholders' meeting and shall notify the proposing shareholders of its feedback. If the Board of Directors disagrees to convene an extraordinary shareholders' meeting or fails to provide feedback within ten days of receipt, shareholders who individually or collectively hold more than 10% of the company's shares have the right to propose to the <b>audit committee</b> to convene an extraordinary shareholders' meeting and shall submit such request in writing to the <b>audit committee</b>.</p> <p>If the <b>audit committee</b> agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of the shareholders' meeting within five days after receiving the request. Any changes to the original <b>request</b> in the notice shall be subject to the consent of the relevant shareholders.</p> <p>If the <b>audit committee</b> fails to issue a notice of the shareholders' meeting within the prescribed period, it shall be deemed that the <b>audit committee</b> does not convene and preside over the shareholders' meeting. In such cases, shareholders who individually or collectively hold more than 10% of the company's shares for a continuous period of 90 days or more may convene and preside over the meeting on their own.</p>

Before amendments	After amendments
<p>Article 16 Where the <del>Board of Supervisors</del> or shareholders decide to convene a shareholders' meeting on their own initiatives, they shall notify the Board of Directors in writing and file the records with the Shenzhen Stock Exchange at the same time.</p> <p><del>Where shareholders convene a shareholders' meeting on their own initiatives,</del> prior to the announcement of the shareholders' meeting resolution, the shareholding of the convening shareholders shall not be less than 10%.</p> <p><del>The Board of Supervisors and</del> the convening shareholders shall submit the relevant supporting materials to the Shenzhen Stock Exchange when issuing the notice of the shareholders' meeting and the notice of the resolution of the shareholders' meeting.</p>	<p>Article 16 Where the <b>audit committee</b> or shareholders decide to convene a shareholders' meeting on their own initiatives, they shall notify the Board of Directors in writing and file the records with the Shenzhen Stock Exchange at the same time.</p> <p><b>The audit committee</b> or the convening shareholders shall submit the relevant supporting materials to the Shenzhen Stock Exchange when issuing the notice of the shareholders' meeting and the notice of the resolution of the shareholders' meeting.</p> <p>Prior to the announcement of the shareholders' meeting resolution, the shareholding of the convening shareholders shall not be less than 10%.</p>
<p>Article 17 For the shareholders' meetings convened by the <del>Board of Supervisors</del> or shareholders on their own initiatives, the Board of Directors and the Secretary of the Board shall cooperate with the Board of Supervisors or the shareholders, provide necessary support, and fulfill their information disclosure obligations in a timely manner. The Board of Directors shall provide the register of members as at the shareholding registration date. If the Board of Directors fails to provide the register of members, the convener may, by presenting the relevant announcement of the notice of the shareholders' meeting, apply to the securities registration and clearing institution for access to the register of members. The register of members so obtained by the convener shall not be used for any purpose other than the convening of the shareholders' meeting.</p> <p>The expenses necessary for the shareholders' meeting convened by the <del>Board of Supervisors</del> or the shareholders on their own initiatives shall be borne by the Company.</p>	<p>Article 17 For the shareholders' meetings convened by the <b>audit committee</b> or shareholders on their own initiatives, the Board of Directors and the Secretary of the Board shall cooperate with the Board of Supervisors or the shareholders, provide necessary support, and fulfill their information disclosure obligations in a timely manner. The Board of Directors shall provide the register of members as at the shareholding registration date. If the Board of Directors fails to provide the register of members, the convener may, by presenting the relevant announcement of the notice of the shareholders' meeting, apply to the securities registration and clearing institution for access to the register of members. The register of members so obtained by the convener shall not be used for any purpose other than the convening of the shareholders' meeting.</p> <p>The expenses necessary for the shareholders' meeting convened by the <b>audit committee</b> or the shareholders on their own initiatives shall be borne by the Company.</p>



Before amendments	After amendments
<p>Article 19 A notice of a shareholders' meeting shall include, but is not limited to, the following:</p> <p>(I) the time, venue and duration of the meeting;</p> <p>(II) matters and proposals submitted to the meeting for consideration;</p> <p>(III) a prominent written statement that all ordinary Shareholders are entitled to attend shareholders' meeting and are entitled to appoint in writing a proxy to attend and vote at the meeting and that such proxy need not be a shareholder of the Company;</p> <p>(IV) the record date of registration of Shareholders entitled to attend the shareholders' meeting;</p> <p>(V) the name and telephone number of the regular contact person for the meeting;</p> <p>(VI) the time and procedure for voting online or through other means;</p> <p>(VII) Other requirements.</p> <p>The notice and supplemental notice of the shareholders' meeting shall fully and completely disclose all specific contents of the proposals. <del>Where the matters to be discussed require opinions from the independent directors, the opinions of the independent directors and the reasons therefor shall be disclosed simultaneously when the notice or supplemental notice of the shareholders' meeting is published.</del></p>	<p>Article 19 A notice of a shareholders' meeting shall include, but is not limited to, the following:</p> <p>(I) the time, venue and duration of the meeting;</p> <p>(II) matters and proposals submitted to the meeting for consideration;</p> <p>(III) a prominent written statement that all ordinary Shareholders are entitled to attend shareholders' meeting and are entitled to appoint in writing a proxy to attend and vote at the meeting and that such proxy need not be a shareholder of the Company;</p> <p>(IV) the record date of registration of Shareholders entitled to attend the shareholders' meeting;</p> <p>(V) the name and telephone number of the regular contact person for the meeting;</p> <p>(VI) the time and procedure for voting online or through other means;</p> <p>(VII) Other requirements.</p> <p>The notice and supplemental notice of the shareholders' meeting shall fully and completely disclose all specific contents of the proposals, <b>and all information or explanations necessary for shareholders to make a reasonable judgment on the matters to be discussed.</b></p>

Before amendments	After amendments
<p>Where the shareholders' meeting of the Company is held by means of online voting, the notice of the shareholders' meeting shall specify the time and procedures for voting by such means. The time for online voting through the trading system of the Shenzhen Stock Exchange shall be within the trading hours of the Shenzhen Stock Exchange on the date of the shareholders' meeting. The time for online voting through the online voting system shall commence at 9:15 a.m. on the day of the shareholders' meeting and conclude at 3:00 p.m. on the day when the on-site meeting ends.</p> <p>The interval between the shareholding registration date of the Company and the date of the shareholders' meeting shall not exceed seven business days and shall be at least two trading days prior to the commencement date of online voting. Once the shareholding registration date has been confirmed, it shall not be altered.</p>	<p>Where the shareholders' meeting of the Company is held by means of online voting, the notice of the shareholders' meeting shall specify the time and procedures for voting by such means. The time for online voting through the trading system of the Shenzhen Stock Exchange shall be within the trading hours of the Shenzhen Stock Exchange on the date of the shareholders' meeting. The time for online voting through the online voting system shall commence at 9:15 a.m. on the day of the shareholders' meeting and conclude at 3:00 p.m. on the day when the on-site meeting ends.</p> <p>The interval between the shareholding registration date of the Company and the date of the shareholders' meeting shall not exceed seven business days and shall be at least two trading days prior to the commencement date of online voting. Once the shareholding registration date has been confirmed, it shall not be altered.</p>
<p>Article 20 If the proposal for the election of directors <del>and supervisors are</del> submitted to the shareholders' meeting, the notice of such shareholders' meeting shall fully disclose the details of the candidates for directors <del>and supervisors</del>, and shall at least include the following particulars:</p> <p>(I) <del>personal information, such as</del> educational background, working experience and part – time jobs;</p>	<p>Article 20 If the proposal for the election of directors <b>is</b> submitted to the shareholders' meeting, the notice of such shareholders' meeting shall fully disclose the details of the candidates for directors, and shall at least include the following particulars:</p> <p>(I) educational background, working experience and part-time jobs <b>and other information, working experience in entities such as shareholders holding 5% or more of the Company's shares, actual controllers, and positions as directors, supervisors, or senior management members in other institutions in the past five years;</b></p>

Before amendments	After amendments
<p>(II) whether the candidates are related with the Company or its controlling shareholders or actual controllers;</p> <p>(III) their shareholdings in the Company;</p> <p>(IV) whether the candidates have been subject to penalties by the CSRC or other relevant authorities or <del>sanctions</del> by any stock exchanges;</p> <p>(V) other requirements by the securities regulatory rules of the place where the company's stock is listed.</p> <p>Except for the election of directors <del>or supervisors</del> by cumulative voting system, a separate proposal shall be submitted for each director <del>or supervisor</del> candidate.</p>	<p>(II) whether the candidates are related with the Company or its controlling shareholders or de facto controllers, <b>shareholders holding 5% or more of the shares and their actual controllers, or other directors and senior management members of the Company;</b></p> <p>(III) their shareholdings in the Company;</p> <p>(IV) whether the candidates have been subject to penalties by the CSRC or other relevant authorities or <b>disciplinary sanctions</b> by any stock exchanges, <b>and whether they are under investigation by judicial authorities for suspected crimes or by the CSRC for suspected violations of laws and regulations, with no clear conclusion yet;</b></p> <p>(V) <b>whether there are circumstances that disqualify the candidates from being nominated as directors, and whether they meet the qualifications for appointment required by laws, administrative regulations, departmental rules, normative documents, securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association;</b></p> <p>(VI) <b>whether the candidates have been listed on the public information platform regarding violations and breaches of integrity in the securities and futures markets by the CSRC or included in the list of dishonest debtors subject to execution by the People's Court;</b></p> <p>(VII) other requirements by the securities regulatory rules of the place where the company's stock is listed.</p> <p>Except for the election of directors by cumulative voting system, a separate proposal shall be submitted for each director candidate.</p>

Before amendments	After amendments
<p>Article 23 The Board of Directors, <del>the Board of Supervisors</del>, and any shareholder individually or jointly holding 1% or more of the shares of the Company shall be entitled to submit proposals to the Company.</p> <p>Shareholders individually or jointly holding 1% or more of the shares of the Company may submit temporary proposals in writing to the convener no later than ten (10) days prior to the date of the shareholders' meeting.</p> <p>Shareholders submitting temporary proposals to the shareholders' meeting shall not fall under any of the following circumstances:</p> <p>(I) The proposing shareholder does not meet requirements on the qualification of subject such as shareholding ratio;</p> <p>(II) The specified time limit for making the proposal is exceeded;</p> <p>(III) The proposal does not fall within the terms of reference of the shareholders' meeting;</p> <p>(IV) The proposal does not carry specific subjects or matters to be resolved;</p> <p>(V) The proposal is in violation of the laws and regulations and the relevant provisions of the securities regulatory rules of the place where the Company's shares are listed;</p> <p>(VI) The content of the proposal does not comply with the provisions of the Articles of Association.</p>	<p>Article 23 The Board of Directors and any shareholder individually or jointly holding 1% or more of the shares of the Company shall be entitled to submit proposals to the Company.</p> <p>Shareholders individually or jointly holding 1% or more of the shares of the Company may submit temporary proposals in writing to the convener no later than ten (10) days prior to the date of the shareholders' meeting. <b>The Company shall not increase the shareholding ratio of shareholders who submit temporary proposals.</b></p> <p>Shareholders submitting temporary proposals to the shareholders' meeting shall not fall under any of the following circumstances:</p> <p>(I) The proposing shareholder does not meet requirements on the qualification of subject such as shareholding ratio;</p> <p>(II) The specified time limit for making the proposal is exceeded;</p> <p>(III) The proposal does not fall within the terms of reference of the shareholders' meeting;</p> <p>(IV) The proposal does not carry specific subjects or matters to be resolved;</p> <p>(V) The proposal is in violation of the laws and regulations and the relevant provisions of the securities regulatory rules of the place where the Company's shares are listed;</p> <p>(VI) The content of the proposal does not comply with the provisions of the Articles of Association.</p>

Before amendments	After amendments
<p>Shareholders submitting temporary proposals shall provide a proof of shareholding evidencing that they hold 1% or more of the shares of the Company. If shareholders propose a joint proposal by proxies, the shareholders shall issue a written power of attorney to the proxies.</p>	<p>Shareholders submitting temporary proposals shall provide a proof of shareholding evidencing that they hold 1% or more of the shares of the Company. If shareholders propose a joint proposal by proxies, the shareholders shall issue a written power of attorney to the proxies.</p>
<p>Shareholders submitting temporary proposals or their authorized representatives shall deliver to the convener, within the prescribed time limit, the proposal letter, power of attorney, valid identification documents evidencing shareholder identity, and other relevant documents.</p>	<p>Shareholders submitting temporary proposals or their authorized representatives shall deliver to the convener, within the prescribed time limit, the proposal letter, power of attorney, valid identification documents evidencing shareholder identity, and other relevant documents.</p>
<p>The content of the proposal letter for a temporary proposal shall include: the title of the proposal, detailed contents of the proposal, a statement of the proposer that the proposal complies with the Rules of the Shareholders' meetings of Listed Companies, the Self-regulatory Guidelines for Companies Listed on the Shenzhen Stock Exchange No. 2 – Standardized Operation of ChiNext Listed Companies and the relevant rules of the Shenzhen Stock Exchange, as well as a declaration by the proposer guaranteeing the authenticity of the shareholding proof and power of attorney provided.</p>	<p>The content of the proposal letter for a temporary proposal shall include: the title of the proposal, detailed contents of the proposal, a statement of the proposer that the proposal complies with the Rules of the Shareholders' meetings of Listed Companies, the Self-regulatory Guidelines for Companies Listed on the Shenzhen Stock Exchange No. 2 – Standardized Operation of ChiNext Listed Companies and the relevant rules of the Shenzhen Stock Exchange, as well as a declaration by the proposer guaranteeing the authenticity of the shareholding proof and power of attorney provided.</p>

Before amendments	After amendments
<p>The convener shall act in the best interests of the Company and its shareholders, and examine the proposal in accordance with Article 22 of these Rules. Where the temporary proposal does not fall under any of the circumstances specified in the third paragraph of this Article, the convener shall not refuse to submit such proposal to the shareholders' meeting for consideration. If the convener decides to include the proposal in the meeting agenda, it shall issue a supplemental notice of shareholders' meeting within two (2) days upon receipt of the proposal, <b>announcing</b> the contents of the temporary proposal (where, in accordance with the securities regulatory rules of the place where the Company's shares are listed, the shareholders' meeting shall be postponed due to the issuance of a supplemental notice, the convening of the shareholders' meeting shall be postponed in accordance with the securities regulatory rules of the place where the Company's shares are listed). If the convener decides not to include the proposal in the meeting agenda, it shall provide explanations and clarifications therefor at the shareholders' meeting.</p> <p>Except as provided in the preceding paragraph, the convener shall not amend any proposals already included in the notice of shareholders' meeting or add new proposals after the notice has been issued.</p> <p>Where the convener determines that a temporary proposal falls under any of the circumstances specified in the third paragraph of this Article, and therefore concludes that the shareholders' meeting shall not vote or pass a resolution on such temporary proposal, the convener shall, within two (2) days of receipt of the proposal, announce the contents of the temporary proposal submitted by the relevant shareholder(s), explain the basis and compliance of such determination, and engage a law firm to issue a legal opinion on the reasons and compliance thereof, which shall be announced simultaneously.</p>	<p>The convener shall act in the best interests of the Company and its shareholders, and examine the proposal in accordance with Article 22 of these Rules. Where the temporary proposal does not fall under any of the circumstances specified in the third paragraph of this Article, the convener shall not refuse to submit such proposal to the shareholders' meeting for consideration. If the convener decides to include the proposal in the meeting agenda, it shall issue a supplemental notice of shareholders' meeting within two (2) days upon receipt of the proposal, <b>disclosing the name of the shareholder submitting the temporary proposal, shareholding ratio and</b> the contents of the temporary proposal (where, in accordance with the securities regulatory rules of the place where the Company's shares are listed, the shareholders' meeting shall be postponed due to the issuance of a supplemental notice, the convening of the shareholders' meeting shall be postponed in accordance with the securities regulatory rules of the place where the Company's shares are listed). If the convener decides not to include the proposal in the meeting agenda, it shall provide explanations and clarifications therefor at the shareholders' meeting.</p> <p>Except as provided in the preceding paragraph, the convener shall not amend any proposals already included in the notice of shareholders' meeting or add new proposals after the notice has been issued.</p> <p>Where the convener determines that a temporary proposal falls under any of the circumstances specified in the third paragraph of this Article, and therefore concludes that the shareholders' meeting shall not vote or pass a resolution on such temporary proposal, the convener shall, within two (2) days of receipt of the proposal, announce the contents of the temporary proposal submitted by the relevant shareholder(s), explain the basis and compliance of such determination, and engage a law firm to issue a legal opinion on the reasons and compliance thereof, which shall be announced simultaneously.</p>



Before amendments	After amendments
<p>The shareholders' meeting shall not vote on or adopt any proposal that is not listed in the notice or supplemental notice of the shareholders' meeting, or that does not comply with Article 22 of these Rules.</p>	<p>The shareholders' meeting shall not vote on or adopt any proposal that is not listed in the notice or supplemental notice of the shareholders' meeting, or that does not comply with Article 22 of these Rules.</p>
<p>Article 24 The list of candidates for the directors <del>and supervisors</del> shall be proposed to the shareholders' meeting for voting by way of proposals. The methods and procedures for the nomination of the directors <del>and supervisors</del> are as follows:</p> <p>(I) when a re-election of the Board of Directors or an additional or replacement of director made by the Board of Directors takes place, incumbent Board of Directors and shareholders individually or collectively holding 1% or more of the Company's shares may nominate candidates, without exceeding the number of persons to be elected, for the position of director for the next session of the Board of Directors or additional candidates for the position of director who are not staff representatives; candidates for independent directors may be proposed by the incumbent Board of Directors, <del>the Board of Supervisors</del>, or shareholders who individually or collectively holding 1% or more of the issued shares of the <del>listed</del> company.</p> <p><del>(II) — when a re-election of the Board of Supervisors or an additional or replacement of supervisor made by the Board of Supervisors takes place, incumbent Board of Supervisors and shareholders individually or collectively holding 1% or more of the Company's shares may nominate candidates, without exceeding the number of persons to be elected, for the position of supervisor for the next session of the Board of Supervisors or additional candidates for the position of supervisor who are not staff representatives.</del></p>	<p>Article 24 The list of candidates for the directors shall be proposed to the shareholders' meeting for voting by way of proposals. The methods and procedures for the nomination of the directors are as follows:</p> <p>(I) when a re-election of the Board of Directors or an additional or replacement of director made by the Board of Directors takes place, incumbent Board of Directors and shareholders individually or collectively holding 1% or more of the Company's shares may nominate candidates, without exceeding the number of persons to be elected, for the position of director for the next session of the Board of Directors or additional candidates for the position of director who are not staff representatives; candidates for independent directors may be proposed by the incumbent Board of Directors or shareholders who individually or collectively holding 1% or more of the issued shares of the Company.</p> <p>(II) the incumbent Board of Directors shall conduct qualification review of the nominated candidates for the directors and submit them to the shareholders' meeting for election.</p>

Before amendments	After amendments
<p>(III) <del>the incumbent Board of Directors and the incumbent Board of Supervisors</del> shall conduct qualification review of the nominated candidates for the directors <del>and supervisors</del> and submit them to the shareholders' meeting for election <del>respectively</del>.</p> <p>(IV) at request of the Company, the candidates for the position of director <del>or supervisor</del> shall, prior to the announcement of the notice of the shareholders' meeting, undertake to the Company in written form the followings, including but not limited to, agreeing to accept the nomination, undertaking that the information submitted about themselves are true, accurate and complete, and warranting that they will duly perform the duties upon successful election.</p> <p><del>When election of two or more directors and supervisors is voted at the shareholders' meeting, the</del> cumulative voting system can be applied.</p> <p>The cumulative voting system referred to in the preceding paragraph means each share shall have the same voting right as the number of directors <del>or supervisors</del> to be elected, when election of directors <del>or supervisors</del> is voted at the shareholders' meeting. The voting right held by shareholders may be used collectively. The Board of Directors shall announce the resumes and basic particulars of the candidates for directors <del>and supervisors</del> to the shareholders.</p> <p>In the election of directors at the shareholders' meeting, votes for independent directors and non-independent directors shall be conducted separately.</p>	<p>(III) at request of the Company, the candidates for the position of director shall, prior to the announcement of the notice of the shareholders' meeting, undertake to the Company in written form the followings, including but not limited to, agreeing to accept the nomination, undertaking that the information submitted about themselves are true, accurate and complete, and warranting that they will duly perform the duties upon successful election.</p> <p><b>A cumulative voting system can be applied by the Company in the election of directors, except where one director is to be elected. In the election of directors at the shareholders' meeting, votes for independent directors and non-independent directors shall be conducted separately.</b></p> <p>The cumulative voting system referred to in the preceding paragraph means each share shall have the same voting right as the number of directors to be elected, when election of directors is voted at the shareholders' meeting. The voting right held by shareholders may be used collectively. The Board of Directors shall announce the resumes and basic particulars of the candidates for directors to the shareholders.</p> <p>In the election of directors at the shareholders' meeting, votes for independent directors and non-independent directors shall be conducted separately.</p>

Before amendments	After amendments
<p>Article 27 Shareholders attending a shareholders' meeting shall register in accordance with the time and manner specified in the notice of the meeting. Shareholders registering for the meeting shall provide the following documents:</p> <p>(I) Natural person shareholders who attend the meeting in person shall show their own identification cards, or other valid documents or certificates to show their identity <del>and stock account cards</del>. The proxy appointed by a shareholder to attend the meeting shall present his own identification card and a written power of attorney issued by the shareholder.</p> <p>(II) Corporate shareholders shall attend the meeting by its legal representative or the proxy appointed by its legal representative. Where the legal representative attends the meeting, he/she shall present his/her identification card, or other valid documents or certificates that can prove his/her qualification as legal representative; and where <del>he appoints</del> a proxy <del>to</del> attend the meeting, the proxy shall present his own identification card, and the written power of attorney legally issued by the legal representative of the corporate shareholder (except for shareholder that is a recognized clearing house (the "Recognized Clearing House") as defined under the relevant ordinances of the Hong Kong laws in force from time to time and its agent). Representatives or proxies of other institutional shareholders attending the meeting shall comply with the requirements applicable to corporate entities.</p>	<p>Article 27 Shareholders attending a shareholders' meeting shall register in accordance with the time and manner specified in the notice of the meeting. Shareholders registering for the meeting shall provide the following documents:</p> <p>(I) Natural person shareholders who attend the meeting in person shall show their own identification cards, or other valid documents or certificates to show their identity. The proxy appointed by a shareholder to attend the meeting shall present his own identification card and a written power of attorney issued by the shareholder.</p> <p>(II) Corporate shareholders shall attend the meeting by its legal representative or the proxy appointed by its legal representative. Where the legal representative attends the meeting, he/she shall present his/her identification card, or other valid documents or certificates that can prove his/her qualification as legal representative; and where a proxy attends the meeting, the proxy shall present his own identification card, and the written power of attorney legally issued by the legal representative of the corporate shareholder (except for shareholder that is a recognized clearing house (the "Recognized Clearing House") as defined under the relevant ordinances of the Hong Kong laws in force from time to time and its agent). Representatives or proxies of other institutional shareholders attending the meeting shall comply with the requirements applicable to corporate entities.</p>

Before amendments	After amendments
<p>Article 28 The written power of attorney issued by the shareholder appointing his or her proxy to attend the shareholders' meeting shall state:</p> <p><del>(I) — name of the proxy;</del></p> <p><del>(II) — whether or not the proxy has any voting right;</del></p> <p><del>(III) — instruction to vote for or against or abstain from voting on each and every issue included in the agenda of the shareholders' meeting;</del></p> <p>(IV) the date of issue and validity period of the power of attorney;</p> <p>(V) the signature (or seal) of the appointer. If the appointer is a corporate shareholder, the power of attorney shall be affixed with the seal of the corporate shareholder, or signed by its director or a duly appointed proxy.</p> <p><del>The power of attorney shall indicate whether the proxy can vote in his own discretion if the appointing shareholder makes no specific instructions.</del></p>	<p>Article 28 The written power of attorney issued by the shareholder appointing his or her proxy to attend the shareholders' meeting shall state:</p> <p><b>(I) name or title of the principal, and the class and number of shares of the Company held;</b></p> <p>(II) name of the proxy;</p> <p><b>(III) specific instructions given by the shareholder, including</b> instruction to vote for or against or abstain from voting on each and every issue included in the agenda of the shareholders' meeting;</p> <p>(IV) the date of issue and validity period of the power of attorney;</p> <p>(V) the signature (or seal) of the appointer. If the appointer is a corporate shareholder, the power of attorney shall be affixed with the seal of the corporate shareholder, or signed by its director or a duly appointed proxy.</p>

Before amendments	After amendments
<p>Article 29 Where such form of proxy is signed by a person under a power of attorney on behalf of the appointer, such power of attorney or other authorization document shall be notarized. The notarized power of attorney and other authorization documents, together with the proxy form, shall be lodged at the Company's premises or such other place designated in the notice convening the meeting.</p> <p><del>If the proxy is a corporate shareholder, its legal representative or any representative authorized by its Board of Directors or by other decision-making body may attend the shareholders' meeting of the Company on its behalf.</del></p> <p>If the shareholder is a recognized clearing house (or its agent), such shareholder shall be entitled to authorize one or more persons it thinks fit to act as its proxy at any shareholders' meeting and creditors' meeting. However, if more than one person is appointed as proxies, the power of attorney shall clearly state the number and the class of shares represented by each of the proxies. The power of attorney shall be signed by the person authorized by the recognized clearing house. The proxies so appointed may represent the recognized clearing house (or its agent) in attending the meeting (without being required to present share certificate, certified power of attorney and/or further evidence to prove due authorization) and exercising rights as if that proxy is an individual shareholder of the Company, and shall be entitled to the legal rights equivalent to those of the other shareholders, including the right to speak and vote.</p>	<p>Article 29 Where such form of proxy is signed by a person under a power of attorney on behalf of the appointer, such power of attorney or other authorization document shall be notarized. The notarized power of attorney and other authorization documents, together with the proxy form, shall be lodged at the Company's premises or such other place designated in the notice convening the meeting.</p> <p>If the shareholder is a recognized clearing house (or its agent), such shareholder shall be entitled to authorize one or more persons it thinks fit to act as its proxy at any shareholders' meeting and creditors' meeting. However, if more than one person is appointed as proxies, the power of attorney shall clearly state the number and the class of shares represented by each of the proxies. The power of attorney shall be signed by the person authorized by the recognized clearing house. The proxies so appointed may represent the recognized clearing house (or its agent) in attending the meeting (without being required to present share certificate, certified power of attorney and/or further evidence to prove due authorization) and exercising rights as if that proxy is an individual shareholder of the Company, and shall be entitled to the legal rights equivalent to those of the other shareholders, including the right to speak and vote.</p>
<p>Article 30 The Company shall be responsible for preparing a register of attendees of the meeting. Such register shall record name (or company name), ID Card no., <del>domicile</del>, number of voting shares held or represented, name (or company name) of appointer and other matters of the attendees.</p>	<p>Article 30 The Company shall be responsible for preparing a register of attendees of the meeting. Such register shall record name (or company name), ID Card no., number of voting shares held or represented, name (or company name) of appointer and other matters of the attendees.</p>

Before amendments	After amendments
<p>Article 33 <del>When</del> the shareholders' meeting <del>is convened, all</del> directors, <del>supervisors, and the secretary of the Board of Directors shall be present at the meeting, and the General Manager and other</del> senior management members shall attend the meeting as observers.</p>	<p>Article 33 <b>If</b> the shareholders' meeting <b>requires</b> directors <b>and</b> senior management members <b>to</b> attend the meeting as observers, <b>the directors and senior management members shall attend the meeting and accept shareholders' inquiries.</b></p>
<p>Article 34 The shareholders' meeting shall be presided over by the chairman of the board. If the chairman is unable or fails to perform his duties, the meeting shall be presided over by the co-chairman or vice-chairman elected by a majority of the directors; if the co-chairman and vice-chairman are unable or fail to perform their duties, one director shall be elected by a majority of the directors to preside over the meeting.</p> <p>If the shareholders' meeting is convened by the <del>Board of Supervisors</del>, it shall be presided over by the <del>chairman of the Board of Supervisors</del>. If the <del>chairman of the Board of Supervisors</del> is unable or fails to perform his duties, one <del>supervisor</del> shall be elected by a majority of the <del>supervisors</del> to preside over the meeting.</p> <p>If the shareholders' meeting is convened by the shareholders themselves, a representative shall be elected by the conveners to preside over the meeting.</p> <p>If the presiding officer of the meeting violates the rules of procedure and prevents the meeting from proceeding, upon the agreement of more than half of the shareholders present and entitled to vote, the shareholders' meeting may elect one person to serve as the presiding officer to continue the meeting.</p>	<p>Article 34 The shareholders' meeting shall be presided over by the chairman of the board. If the chairman is unable or fails to perform his duties, the meeting shall be presided over by the co-chairman or vice-chairman elected by a majority of the directors; if the co-chairman and vice-chairman are unable or fail to perform their duties, one director shall be elected by a majority of the directors to preside over the meeting.</p> <p>If the shareholders' meeting is convened by the <b>audit committee</b>, it shall be presided over by the <b>chairperson of the audit committee</b>. If the <b>chairperson of the audit committee</b> is unable or fails to perform his duties, one <b>member of the audit committee</b> shall be elected by a majority of <b>members of the audit committee</b> to preside over the meeting.</p> <p>If the shareholders' meeting is convened by the shareholders themselves, the conveners or a representative elected by <b>the conveners shall</b> preside over the meeting.</p> <p>If the presiding officer of the meeting violates the rules of procedure and prevents the meeting from proceeding, upon the agreement of more than half of the shareholders present and entitled to vote, the shareholders' meeting may elect one person to serve as the presiding officer to continue the meeting.</p>



Before amendments	After amendments
<p>Article 39 Shareholders <del>(including proxies)</del> shall exercise voting rights based on the number of shares with voting rights held by them, and each share shall be entitled to one vote. Where the securities regulatory rules at the place where the shares of the Company are listed provide otherwise, such provisions shall prevail.</p> <p>Where material issues affecting the interests of minority shareholders are considered at the shareholders' meeting, the votes of minority shareholders shall be counted separately. The separate votes counting results shall be disclosed publicly in a timely manner.</p> <p>The Company's own shares held by the Company do not carry voting rights and such shares shall not count towards the total number of shares with voting rights at shareholders' meeting.</p> <p>If a shareholder purchases shares with voting rights of the Company in violation of the provisions of Article 63 (I) and (II) of the Securities Law, the voting rights of such shares in excess of the prescribed proportion shall not be exercised and shall not be counted towards the total number of shares with voting rights present at the shareholders' meeting for 36 months after the purchase. The Company shall, in accordance with the provisions of the <i>Securities Law</i>, exclude the aforementioned shares from the total number of shares with voting rights present at the shareholders' meeting. The Company shall disclose such circumstances in the announcement of the resolutions of the shareholders' meeting.</p> <p>In accordance with the requirements of relevant laws and regulations and the securities regulatory rules of the place where the Company's shares are listed, if any shareholder is required to abstain from voting on the relevant proposal, or restricts any shareholder from voting only for or against the designated proposal, any vote taken by such shareholder or his representative in violation of the aforesaid provisions or restrictions shall not be counted in the voting results.</p>	<p>Article 39 Shareholders shall exercise voting rights based on the number of shares with voting rights held by them, and each share shall be entitled to one vote. Where the securities regulatory rules at the place where the shares of the Company are listed provide otherwise, such provisions shall prevail.</p> <p>Where material issues affecting the interests of minority shareholders are considered at the shareholders' meeting, the votes of minority shareholders shall be counted separately. The separate votes counting results shall be disclosed publicly in a timely manner.</p> <p>The Company's own shares held by the Company do not carry voting rights and such shares shall not count towards the total number of shares with voting rights at shareholders' meeting.</p> <p>If a shareholder purchases shares with voting rights of the Company in violation of the provisions of Article 63 (I) and (II) of the Securities Law, the voting rights of such shares in excess of the prescribed proportion shall not be exercised and shall not be counted towards the total number of shares with voting rights present at the shareholders' meeting for 36 months after the purchase. The Company shall, in accordance with the provisions of the <i>Securities Law</i>, exclude the aforementioned shares from the total number of shares with voting rights present at the shareholders' meeting. The Company shall disclose such circumstances in the announcement of the resolutions of the shareholders' meeting.</p> <p>In accordance with the requirements of relevant laws and regulations and the securities regulatory rules of the place where the Company's shares are listed, if any shareholder is required to abstain from voting on the relevant proposal, or restricts any shareholder from voting only for or against the designated proposal, any vote taken by such shareholder or his representative in violation of the aforesaid provisions or restrictions shall not be counted in the voting results.</p>

Before amendments	After amendments
<p>The Board of Directors of a company, independent directors, shareholders holding more than 1% of the voting shares, or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the China Securities Regulatory Commission regulations, may act as solicitors, either by themselves or by entrusting securities companies or securities service institutions, to publicly request shareholders to entrust them to attend shareholders' meetings on their behalf and exercise shareholder rights such as the right to propose and vote on their behalf, but shall not solicit shareholder rights in a paid or disguised paid manner. Except for the statutory conditions, the Company shall not impose a minimum shareholding restriction on the solicitation of voting rights.</p> <p>If the solicitor collects shareholders' rights in compliance with the aforesaid requirements, the solicitor shall disclose the announcement and related solicitation documents in accordance with regulations, and disclose the progress and results of the solicitation in accordance with regulations, and the Company shall cooperate. If the solicitor holds the company's shares, it shall promise not to transfer the shares held before the announcement of the resolution of the shareholders' meeting to deliberate the solicitation proposal. The solicitor may use electronic means to publicly solicit shareholders' rights to facilitate the entrustment of shareholders, and the company shall cooperate. A company may stipulate arrangements for shareholder rights solicitation in the Articles of Association, but shall not impose obstacles such as shareholding ratio exceeding those prescribed by the Securities Law on the solicitation of votes, thereby infringing upon the lawful rights and interests of shareholders. If the solicitor only puts forward voting opinions on some of the proposals at the shareholders' meeting, it shall also solicit the voting opinions of shareholders on other proposals and vote on their behalf according to their opinions. At any shareholders' meeting, voting shall be conducted by open ballot.</p>	<p>The Board of Directors of a company, independent directors, shareholders holding more than 1% of the voting shares, or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the China Securities Regulatory Commission, may act as solicitors, either by themselves or by entrusting securities companies or securities service institutions, to publicly request shareholders to entrust them to attend shareholders' meetings on their behalf and exercise shareholder rights such as the right to propose and vote on their behalf, but shall not solicit shareholder rights in a paid or disguised paid manner. Except for the statutory conditions, the Company shall not impose a minimum shareholding restriction on the solicitation of voting rights.</p> <p>If the solicitor collects shareholders' rights in compliance with the aforesaid requirements, the solicitor shall disclose the announcement and related solicitation documents in accordance with regulations, and disclose the progress and results of the solicitation in accordance with regulations, and the Company shall cooperate. If the solicitor holds the company's shares, it shall promise not to transfer the shares held before the announcement of the resolution of the shareholders' meeting to deliberate the solicitation proposal. The solicitor may use electronic means to publicly solicit shareholders' rights to facilitate the entrustment of shareholders, and the company shall cooperate. A company may stipulate arrangements for shareholder rights solicitation in the Articles of Association, but shall not impose obstacles such as shareholding ratio exceeding those prescribed by the Securities Law on the solicitation of votes, thereby infringing upon the lawful rights and interests of shareholders. If the solicitor only puts forward voting opinions on some of the proposals at the shareholders' meeting, it shall also solicit the voting opinions of shareholders on other proposals and vote on their behalf according to their opinions. At any shareholders' meeting, voting shall be conducted by open ballot.</p>

Before amendments	After amendments
<p>Article 40 The resolutions of the shareholders' meeting are divided into ordinary resolutions and extraordinary resolutions.</p> <p>An ordinary resolution at a shareholders' meeting shall be passed by more than half of the voting rights held by the shareholders present at the shareholders' meeting <del>(including proxies)</del>.</p> <p>An extraordinary resolution at a shareholders' meeting shall be passed by at least two-thirds of the voting rights held by the shareholders present at the shareholders' meeting <b>(including proxies)</b>.</p>	<p>Article 40 The resolutions of the shareholders' meeting are divided into ordinary resolutions and extraordinary resolutions.</p> <p>An ordinary resolution at a shareholders' meeting shall be passed by more than half of the voting rights held by the shareholders present at the shareholders' meeting.</p> <p>An extraordinary resolution at a shareholders' meeting shall be passed by at least two-thirds of the voting rights held by the shareholders present at the shareholders' meeting.</p> <p><b>All references to shareholders in this Article shall include those appointing a proxy or proxies to attend the shareholders' meeting.</b></p>
<p>Article 41 The following matters shall be approved by the shareholders' meeting through ordinary resolutions:</p> <p>(I) Work reports of the Board of Directors <del>and the Board of Supervisors</del>;</p> <p>(II) Plans of earnings distribution and recovery of losses schemes drafted by the Board of Directors;</p> <p>(III) Appointment or dismissal of the members of the Board of Directors <del>and the Board of Supervisors</del>, their remunerations and the payment method;</p> <p><del>(IV) Annual report of the Company and summaries of the annual report;</del></p> <p>(V) Other matters other than those approved by extraordinary resolutions stipulated in the laws, administrative regulations, securities regulatory rules of the place where the Company's Shares are listed or the Articles of Association.</p>	<p>Article 41 The following matters shall be approved by the shareholders' meeting through ordinary resolutions:</p> <p>(I) Work reports of the Board of Directors;</p> <p>(II) Plans of earnings distribution and recovery of losses schemes drafted by the Board of Directors;</p> <p>(III) Appointment or dismissal of the members of the Board of Directors, their remunerations and the payment method;</p> <p>(IV) Other matters other than those approved by extraordinary resolutions stipulated in the laws, administrative regulations, <b>departmental rules, normative documents</b>, securities regulatory rules of the place where the Company's Shares are listed or the Articles of Association.</p>

Before amendments	After amendments
<p>Article 42 The following matters shall be approved by special resolutions at the shareholders' meeting:</p> <p>(I) The increase or reduction of the registered capital of the Company;</p> <p>(II) The division, merger, dissolution or change in the corporate form of the Company;</p> <p>(III) Amendments to the Articles of Association and its appendices (including the rules of procedure of the shareholders' meeting, the rules of procedure of the Board of Directors, <del>and the rules of procedure of the Board of Supervisors</del>);</p> <p>(IV) Any purchase or disposal of material assets by the Company within <del>twelve successive months</del>, the amount of which exceeds 30% of the Company's latest audited total assets;</p> <p>(V) Share incentive plan;</p> <p>(VI) Guarantees that are required to be approved by special resolution of the shareholder's meeting;</p> <p>(VII) Spin-off of subsidiaries for listing;</p> <p>(VIII) Issuance of shares, convertible corporate bonds, preference shares, and other types of securities recognised by the CSRC;</p> <p>(IX) Repurchase of shares for the purpose of reducing registered capital;</p> <p>(X) Material asset restructuring;</p>	<p>Article 42 The following matters shall be approved by special resolutions at the shareholders' meeting:</p> <p>(I) The increase or reduction of the registered capital of the Company;</p> <p>(II) The division, merger, dissolution or change in the corporate form of the Company;</p> <p>(III) Amendments to the Articles of Association and its appendices (including the rules of procedure of the shareholders' meeting, the rules of procedure of the Board of Directors);</p> <p>(IV) Any purchase or disposal of material assets <b>or provision of guarantees to others</b> by the Company within <b>one year</b>, the amount of which exceeds 30% of the Company's latest audited total assets;</p> <p>(V) Share incentive plan;</p> <p>(VI) Guarantees that are required to be approved by special resolution of the shareholder's meeting;</p> <p>(VII) Spin-off of subsidiaries for listing;</p> <p>(VIII) Issuance of shares, convertible corporate bonds, preference shares, and other types of securities recognised by the CSRC;</p> <p>(IX) Repurchase of shares for the purpose of reducing registered capital;</p> <p>(X) Material asset restructuring;</p>

Before amendments	After amendments
<p>(XI) Voluntary withdrawal by the shareholders' meeting of the listing of the Company's shares from the Shenzhen Stock Exchange and/or The Stock Exchange of Hong Kong Limited, and the decision not to continue trading on such exchanges or to apply for trading or transfer on other stock exchange instead;</p> <p>(XII) Other matters as required by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association, and other matters which, as determined by an ordinary resolution of the shareholders' meeting, may have a material impact on the Company and shall be approved by a special resolution.</p> <p>For the matters referred to in sub-paragraphs (VII) and (XI) of the first paragraph of this Article, in addition to being approved by not less than two-thirds of the voting rights held by shareholders present at the shareholder's meeting, such matters shall also be approved by not less than two-thirds of the voting rights held by other shareholders present at the meeting other than the directors, <del>supervisors</del>, senior management members of the <b>listed</b> company, and shareholders individually or jointly holding 5% or more of the shares of the <b>listed</b> company.</p>	<p>(XI) Voluntary withdrawal by the shareholders' meeting of the listing of the Company's shares from the Shenzhen Stock Exchange and/or The Stock Exchange of Hong Kong Limited, and the decision not to continue trading on such exchanges or to apply for trading or transfer on other stock exchange instead;</p> <p>(XII) Other matters as required by laws, administrative regulations, <b>departmental rules, normative documents</b>, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association, and other matters which, as determined by an ordinary resolution of the shareholders' meeting, may have a material impact on the Company and shall be approved by a special resolution.</p> <p>For the matters referred to in sub-paragraphs (VII) and (XI) of the first paragraph of this Article, in addition to being approved by not less than two-thirds of the voting rights held by shareholders present at the shareholder's meeting, such matters shall also be approved by not less than two-thirds of the voting rights held by other shareholders present at the meeting other than the directors, senior management members of the company, and shareholders individually or jointly holding 5% or more of the shares of the company.</p>
<p>Article 45 Except under special circumstances such as crisis, the Company shall not enter into any contract with any person other than the directors, <del>General Manager</del> and <del>other</del> senior management members to hand over all the management responsibilities or that of important businesses, unless it is approved through extraordinary resolutions by the shareholders' meeting.</p>	<p>Article 45 Except under special circumstances such as crisis, the Company shall not enter into any contract with any person other than the directors and senior management members to hand over all the management responsibilities or that of important businesses, unless it is approved through extraordinary resolutions by the shareholders' meeting.</p>

Before amendments	After amendments
<p>Article 46 Before the relevant proposed resolution is voted on at the shareholders' meeting, at least two representatives of shareholders <del>and one representative of supervisors</del> shall be elected to take part in counting the votes and scrutinizing the conduct of the poll. Any shareholder who is connected with the matter under consideration and such shareholder and his/her proxy shall not take part in counting the votes or scrutinizing the conduct of the poll.</p> <p>When votes are cast on proposals at the shareholders' meeting, the lawyers, shareholder representatives <del>and supervisor representatives</del> shall be jointly responsible for counting and scrutinizing votes and shall announce the voting results at the meeting. The voting result shall be recorded in the meeting minutes.</p> <p>Shareholders of the Company or their proxies, who have cast their votes by online voting, shall have the right to check the voting results in the way in which they have cast their votes.</p>	<p>Article 46 Before the relevant proposed resolution is voted on at the shareholders' meeting, at least two representatives of shareholders shall be elected to take part in counting the votes and scrutinizing the conduct of the poll. Any shareholder who is connected with the matter under consideration and such shareholder and his/her proxy shall not take part in counting the votes or scrutinizing the conduct of the poll.</p> <p>When votes are cast on proposals at the shareholders' meeting, the lawyers and shareholder representatives shall be jointly responsible for counting and scrutinizing votes and shall announce the voting results at the meeting. The voting result shall be recorded in the meeting minutes.</p> <p>Shareholders of the Company or their proxies, who have cast their votes by online voting <b>or by other means</b>, shall have the right to check the voting results in the way in which they have cast their votes.</p>



Before amendments	After amendments
<p>Article 47 Shareholders attending the shareholders’ meeting shall express one of the following opinions on the resolutions proposed for voting: for, against or abstain.</p> <p>A blank, wrongly filled, or illegible vote, or an uncast vote shall be deemed to be a waiver of the voting right of the voter, and the voting result for the number of shares he/she holds shall be accounted as “abstention”.</p> <p>The same voting right can only be exercised in only one form: onsite, <del>or</del> over the network. Where the same voting right is exercised more than once, the voting result of the first time shall prevail.</p> <p>Where there are different resolutions concerning the same matter, such resolutions shall be voted on in the order in which they were submitted. A shareholder or its proxy shall not cast affirmative votes for different resolutions concerning the same matter simultaneously at the shareholders’ meeting.</p> <p>Where a resolution to be voted on at a shareholders’ meeting serves as a prerequisite for the effectiveness of another resolution, the convener shall expressly disclose such relationship in the notice of the shareholders’ meeting, and provide a special reminder that the passing of the prerequisite resolution is a condition for the effectiveness of the subsequent resolution.</p> <p>The proposer shall clearly specify in the proposal letter or other documents setting out the contents of the resolution the relationship among the resolutions, indicate whether the related resolutions will be submitted to the same shareholders’ meeting for voting, and explain the reasons for and compliance of the voting method selected.</p>	<p>Article 47 Shareholders attending the shareholders’ meeting shall express one of the following opinions on the resolutions proposed for voting: for, against or abstain.</p> <p>A blank, wrongly filled, or illegible vote, or an uncast vote shall be deemed to be a waiver of the voting right of the voter, and the voting result for the number of shares he/she holds shall be accounted as “abstention”.</p> <p>The same voting right can only be exercised in only one form: onsite, over the network <b>or others</b>. Where the same voting right is exercised more than once, the voting result of the first time shall prevail.</p> <p>Where there are different resolutions concerning the same matter, such resolutions shall be voted on in the order in which they were submitted. A shareholder or its proxy shall not cast affirmative votes for different resolutions concerning the same matter simultaneously at the shareholders’ meeting.</p> <p>Where a resolution to be voted on at a shareholders’ meeting serves as a prerequisite for the effectiveness of another resolution, the convener shall expressly disclose such relationship in the notice of the shareholders’ meeting, and provide a special reminder that the passing of the prerequisite resolution is a condition for the effectiveness of the subsequent resolution.</p> <p>The proposer shall clearly specify in the proposal letter or other documents setting out the contents of the resolution the relationship among the resolutions, indicate whether the related resolutions will be submitted to the same shareholders’ meeting for voting, and explain the reasons for and compliance of the voting method selected.</p>

Before amendments	After amendments
<p>Article 48 An on-site shareholders' meeting shall not end before that held on-line, and the chairperson of the meeting shall announce the voting status and results of each proposal at the meeting venue and announce whether the proposal is adopted or not based on the voting results.</p> <p>Prior to the formal announcement of voting results, the relevant parties involved in relation to the on-site <del>or</del> on-line voting at the shareholders' meeting, including the Company, the persons responsible for counting votes and scrutinizing the voting, the <b>substantial</b> shareholders, the lawyers and the internet service provider, shall be obliged to keep the voting status confidential.</p>	<p>Article 48 An on-site shareholders' meeting shall not end before that held on-line <b>or by other means</b>, and the chairperson of the meeting shall announce the voting status and results of each proposal at the meeting venue and announce whether the proposal is adopted or not based on the voting results.</p> <p>Prior to the formal announcement of voting results, the relevant parties involved in relation to the on-site; on-line <b>and other</b> voting at the shareholders' meeting, including the Company, the persons responsible for counting votes and scrutinizing the voting, the shareholders, the lawyers and the internet service provider, shall be obliged to keep the voting status confidential.</p>
<p>Article 53 Minutes of the shareholders' meeting shall be prepared by the Board secretary. The minutes shall record:</p> <p>(I) the time, venue, agenda and form of the meeting, the circulation of the notice on the meeting and other basic information as well as the names of the conveners;</p> <p>(II) the names of the presiding officer and directors, <del>supervisors, the Board secretary, General Manager</del> and <b>other</b> senior management members who attend the meeting as <del>voting or</del> non-voting delegates;</p> <p>(III) the number of shareholders and proxies attending the meeting, the total of voting shares held thereby and the proportion of such voting shares in the total of the Company's shares;</p> <p>(IV) deliberation process, speech highlights and voting results of each proposal;</p> <p>(V) inquiries or advices of shareholders and corresponding replies or explanations;</p> <p>(VI) the names of solicitor, tellers and scrutinizers;</p> <p>(VII) other contents which shall be recorded in the minutes in accordance with the Articles of Association.</p>	<p>Article 53 Minutes of the shareholders' meeting shall be prepared by the Board secretary. The minutes shall record:</p> <p>(I) the time, venue, agenda and form of the meeting, the circulation of the notice on the meeting and other basic information as well as the names of the conveners;</p> <p>(II) the names of the presiding officer and directors and senior management members who attend the meeting as non-voting delegates;</p> <p>(III) the number of shareholders and proxies attending the meeting, the total of voting shares held thereby and the proportion of such voting shares in the total of the Company's shares;</p> <p>(IV) deliberation process, speech highlights and voting results of each proposal;</p> <p>(V) inquiries or advices of shareholders and corresponding replies or explanations;</p> <p>(VI) the names of solicitor, tellers and scrutinizers;</p> <p>(VII) other contents which shall be recorded in the minutes in accordance with the Articles of Association.</p>

Before amendments	After amendments
<p>Article 54 Directors, <del>supervisors</del>, the Board secretary, conveners or their representatives and the meeting officer attending the meeting as voting delegates shall sign on the minutes, and ensure the trueness, accuracy and completeness of the minutes.</p> <p>The minutes shall be kept together with the attendance register of shareholders attending the meeting in person, the proxy statements and valid materials establishing the voting by other means for at least ten years.</p>	<p>Article 54 Directors, the Board secretary, conveners or their representatives and the meeting officer attending the meeting as voting <b>or non-voting</b> delegates shall sign on the minutes, and ensure the trueness, accuracy and completeness of the minutes.</p> <p>The minutes shall be kept together with the attendance register of shareholders attending the meeting in person, the proxy statements and valid materials establishing the voting by other means for at least ten years.</p>
<p>Article 59 <del>Subject to the consideration and approval at the Board meeting,</del> these Rules shall take effect upon the <del>listing of the H Shares in the initial public offering on The Stock Exchange of Hong Kong Limited.</del></p>	<p>Article 59 These Rules shall take effect upon the <b>consideration and approval at the shareholders' meeting.</b></p>

*Note:* The remaining amendments involve the deletion of references to “supervisors” and “board of supervisors”, the replacement of “or (或)” with “or (或者)”, and the citation of clauses, etc., which do not constitute substantive revisions and are therefore not listed.

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

Before amendments	After amendments
<p>Article 1 These Rules are formulated in accordance with the Company Law of the PRC, the Securities Law of the PRC, the Rules Governing the Listing of Shares on the ChiNext of the Shenzhen Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant laws, <b>regulations, and systems</b>, as well as the relevant provisions of the Articles of Association of Contemporary Amperex Technology Co., Limited (the “Articles of Association”), to regulate the decision-making behavior of the Board of Directors of Contemporary Amperex Technology Co., Limited (the “Company”), to establish a sound corporate governance structure, and to ensure the legalization, scientization and institutionalization of the decisions of the Board of Directors.</p>	<p>Article 1 These Rules are formulated in accordance with the Company Law of the PRC, the Securities Law of the PRC, the Rules Governing the Listing of Shares on the ChiNext of the Shenzhen Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited <b>(the “Hong Kong Listing Rules”)</b> and other relevant laws, <b>administrative regulations, departmental rules, normative documents, and the securities regulatory rules of the place where the Company’s shares are listed</b>, as well as the relevant provisions of the Articles of Association of Contemporary Amperex Technology Co., Limited (the “Articles of Association”), to regulate the decision-making behavior of the Board of Directors of Contemporary Amperex Technology Co., Limited (the “Company”), to establish a sound corporate governance structure, and to ensure the legalization, scientization and institutionalization of the decisions of the Board of Directors.</p>
<p>Article 3 The Board of Directors <del>is subject to the supervision of the Board of Supervisors of the Company. It</del> shall respect the recommendations of the staff representative meetings.</p>	<p>Article 3 The Board of Directors shall respect the recommendations of the employee representative meetings.</p>
<p>Article 4 The Board of Directors shall be composed of nine Directors, including three Independent Directors, with one Chairman, one Co-Chairman, and two Vice Chairmen. <del>The members of the Board of Directors</del> shall be elected by the Shareholders’ Meeting, and the Chairman, Co-Chairman, and Vice Chairmen shall be elected by the Board of Directors with a majority of all Directors.</p>	<p>Article 4 The Board of Directors shall be composed of nine Directors, including three Independent Directors <b>and one employee representative director.</b></p> <p><b>The Board of Directors shall consist of</b> one Chairman, one Co-Chairman, and two Vice Chairmen. The Chairman, Co-Chairman, and Vice Chairmen shall be elected by the Board of Directors with a majority of all Directors.</p>

Before amendments	After amendments
<p>Article 6 Directors of the Company shall be individuals, and a person may not serve as a director of the Company in case of any of the following circumstances:</p> <p>(I) the person without civil conduct capacity or with limited civil conduct capacity;</p> <p>(II) the person who has committed an offense of corruption, bribery, conversion of property, misappropriation of property or sabotaging the market economic order of socialism and has been punished therefor; or who has been deprived of his/her political rights, in each case where less than 5 years have elapsed since the date of the completion of implementation of such punishment or deprivation; in the case of a suspended sentence, for a period not exceeding 2 years from the date of expiry of the probationary period;</p> <p>(III) the person who is a former director, factory director or General Manager (President) of a company or enterprise which is insolvent and under liquidation and he/she is personally liable for the insolvency of such company or enterprise, where less than 3 years have elapsed since the date of the completion of such insolvency and liquidation of the company or enterprise;</p>	<p>Article 6 Directors of the Company shall be individuals, and a person may not serve as a director of the Company in case of any of the following circumstances:</p> <p>(I) the person without civil conduct capacity or with limited civil conduct capacity;</p> <p>(II) the person who has committed an offense of corruption, bribery, conversion of property, misappropriation of property or sabotaging the market economic order of socialism and has been punished therefor; or who has been deprived of his/her political rights, in each case where less than 5 years have elapsed since the date of the completion of implementation of such punishment or deprivation; in the case of a suspended sentence, for a period not exceeding 2 years from the date of expiry of the probationary period;</p> <p>(III) the person who is a former director, factory director or General Manager (President) of a company or enterprise which is insolvent and under liquidation and he/she is personally liable for the insolvency of such company or enterprise, where less than 3 years have elapsed since the date of the completion of such insolvency and liquidation of the company or enterprise;</p>

Before amendments	After amendments
<p>(IV) the person who is a former legal representative of a company or enterprise which had its business license revoked and was ordered to shut down due to a violation of the law and who incurred personal liability, where less than 3 years have elapsed since the date of such revocation of the business license;</p> <p>(V) the person listed as a judgment defaulter by the court of the PRC because the amount of debt he/she bears is relatively large and the debt is not paid off when it is due;</p> <p>(VI) the person has been banned by the CSRC from access to the securities market, and the term of prohibition has not expired;</p> <p>(VII) other contents stipulated by laws, administrative regulations, departmental rules or the securities regulatory rules of the place where the Company's shares are listed.</p> <p>Where a director is elected in violation of this Article, the election or appointment shall be invalid. If a director falls under the provisions above during his or her tenure, the Company shall dismiss him or her from office.</p>	<p>(IV) the person who is a former legal representative of a company or enterprise which had its business license revoked and was ordered to shut down due to a violation of the law and who incurred personal liability, where less than 3 years have elapsed since the date of such revocation of the business license;</p> <p>(V) the person listed as a judgment defaulter by the court of the PRC because the amount of debt he/she bears is relatively large and the debt is not paid off when it is due;</p> <p>(VI) the person has been banned by the CSRC from access to the securities market, and the term of prohibition has not expired;</p> <p><b>(VII) the person who has been disqualified as a director or senior management member of a listed company recognized by the stock exchange and the period has not expired;</b></p> <p>(VIII) other contents stipulated by laws, administrative regulations, departmental rules or the securities regulatory rules of the place where the Company's shares are listed.</p> <p>Where a director is elected in violation of this Article, the election or appointment shall be invalid. If a director falls under the provisions above during his or her tenure, the Company shall dismiss him or her from office <b>and terminate his or her duties.</b></p>



Before amendments	After amendments
<p>Article 7 Directors are elected or replaced by the shareholders' meeting and may be removed from office by the shareholders' meeting before the expiration of their term. The term of office for directors is three years, and they may be re-elected for consecutive terms. If the securities regulatory rules of the place where the Company's shares are listed have other provisions regarding the re-election of directors, such provisions shall apply.</p> <p>The term of office for directors begins on the date of their appointment and ends when the current Board of Directors' term expires. If the term of office for directors expires and a timely re-election has not taken place, the outgoing directors shall continue to perform their duties in accordance with laws, administrative regulations, departmental rules, and the Articles of Association until the newly elected directors take office.</p> <p>Subject to the securities regulatory rules of the place where the Company's shares are listed, if the Board of Directors appoints new directors to fill a temporary vacancy or to increase the number of directors, the term of the appointed director shall only extend to the first annual shareholders' meeting following their appointment, at which time they shall be eligible for re-election.</p>	<p>Article 7 Directors <b>not appointed by employee representatives</b> are elected or replaced by the shareholders' meeting and may be removed from office by the shareholders' meeting before the expiration of their term. The term of office for directors is three years, and they may be re-elected for consecutive terms. If the securities regulatory rules of the place where the Company's shares are listed have other provisions regarding the re-election of directors, such provisions shall apply.</p> <p><b>Employee representative director shall be elected by the Company's employee congress, employee assembly or other democratic forms.</b></p> <p>The term of office for directors begins on the date of their appointment and ends when the current Board of Directors' term expires. If the term of office for directors expires and a timely re-election has not taken place, the outgoing directors shall continue to perform their duties in accordance with laws, administrative regulations, departmental rules and the Articles of Association until the newly elected directors take office.</p> <p>Subject to the securities regulatory rules of the place where the Company's shares are listed, if the Board of Directors appoints new directors to fill a temporary vacancy or to increase the number of directors, the term of the appointed director shall only extend to the first annual shareholders' meeting following their appointment, at which time they shall be eligible for re-election.</p>

Before amendments	After amendments
<p>The Company shall not replace more than half of the total number of directors within any continuous twenty-four-month period; however, this limitation does not apply if a director resigns or is removed from office for violating laws, administrative regulations, or the Articles of Association, resulting in the number of directors falling below the number stipulated in the Articles of Association.</p> <p>Directors who are re-elected for consecutive terms are not considered to be replaced or newly elected under this provision. Directors may concurrently hold the position of <b>General Manager or other</b> senior management members' positions, but the total number of directors who concurrently hold the position of <b>General Manager or other</b> senior management members' positions shall not exceed half of the total number of directors of the Company.</p>	<p>The Company shall not replace more than half of the total number of directors within any continuous twenty-four-month period; however, this limitation does not apply if a director resigns or is removed from office for violating laws, administrative regulations, or the Articles of Association, resulting in the number of directors falling below the number stipulated in the Articles of Association.</p> <p>Directors who are re-elected for consecutive terms are not considered to be replaced or newly elected under this provision. Directors may concurrently hold the position of senior management members' positions, but the total number of directors who concurrently hold the position of senior management members' positions <b>and are appointed by employee representatives</b>, shall not exceed half of the total number of directors of the Company.</p>

Before amendments	After amendments
<p>Article 8 Directors shall comply with the laws, administrative regulations, and the Articles of Association and owe the following duties of fiduciary to the Company:</p> <p>(I) not to abuse their powers to accept bribes or other illegal income <del>or misappropriate the Company's properties</del>;</p> <p>(II) not to misappropriate the Company's capital;</p> <p>(III) not to deposit the Company's <del>assets or</del> capital into accounts under his/her own name or the name of other individuals;</p> <p>(IV) <del>not to lend funds of the Company to any other person or use the property of the Company to provide guarantee for any other person without the consent of the shareholders' meeting or the Board of Directors in contravention of the provisions of the Articles of Association;</del></p> <p>(V) <del>not to enter into contracts or transactions with the Company in contravention of the provisions of the Articles of Association or without the consent of the shareholders' meeting;</del></p>	<p>Article 8 Directors shall comply with the laws, administrative regulations, and the Articles of Association, <b>owe the duties of fiduciary to the Company, take measures to avoid conflicts between their own interests and the Company's interests, and must not abuse their authority to seek improper benefits.</b></p> <p><b>The Directors shall</b> owe the following duties of fiduciary to the Company:</p> <p>(I) not to abuse their powers to accept bribes or other illegal income;</p> <p>(II) not to misappropriate <b>the Company's properties and</b> the Company's capital;</p> <p>(III) not to deposit the Company's capital into accounts under his/her own name or the name of other individuals;</p> <p>(IV) <b>not to enter into any contract or conduct any transaction, directly and indirectly, with the Company without reporting to the board of directors or the shareholders' meeting and obtaining approval through resolutions by the board of directors or the shareholders' meeting as stipulated in the Articles of Association;</b></p> <p>(V) <b>not to take advantage of their positions to seek any business opportunities that are due to the Company for themselves or others, unless such business opportunities are not available to the Company upon reporting to the board of directors or the shareholders' meeting and obtaining approval through resolutions by the shareholders' meeting or as required in laws, administrative regulations and the Articles of Association;</b></p>

Before amendments	After amendments
<p>(VI) <del>not to, without the consent of the shareholders' meeting, take advantage of his/her position to seek any business opportunity that shall otherwise belong to the Company for himself/herself or any other person, or operate a business similar to that of the Company for himself/herself or any other person;</del></p> <p>(VII) not to accept and possess commissions paid by a third party for transactions conducted with the Company;</p> <p>(VIII) not to disclose confidential information of the Company without permission;</p> <p>(IX) not to use their connected relationship to damage the legitimate interests of the Company;</p> <p>(X) other fiduciary obligations as required by the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.</p> <p>Any income derived by a director in violation of the provisions of this Article shall belong to the Company. The director shall be liable for indemnifying the Company against any loss incurred.</p>	<p>(VI) not to conduct any businesses similar to those of the Company for themselves or others without reporting to the board of directors or the shareholders' meeting and obtaining approval through resolutions by the shareholders' meeting;</p> <p>(VII) not to accept and possess commissions paid by a third party for transactions conducted with the Company;</p> <p>(VIII) not to disclose confidential information of the Company without permission;</p> <p>(IX) not to use their connected relationship to damage the legitimate interests of the Company;</p> <p>(X) other fiduciary obligations as required by the laws, administrative regulations, departmental rules, <b>normative documents</b>, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.</p> <p>Any income derived by a director in violation of the provisions of this Article shall belong to the Company. The director shall be liable for indemnifying the Company against any loss incurred.</p> <p><b>The provisions of the item (IV) of the second paragraph of this Article shall apply to the conclusion of contracts or engagement in transactions with the Company by close relatives of the directors and senior management or enterprises directly or indirectly controlled by the directors and senior management or their close relatives, as well as persons who are otherwise related to the directors and senior management.</b></p>

Before amendments	After amendments
<p>Article 9 Directors shall comply with laws, administrative regulations, and the Articles of Association and owe the following duties of diligence to the Company:</p> <p>(I) to exercise the rights granted to them by the Company with prudence, diligence, and care to ensure that the Company's business activities comply with national laws, administrative regulations, and all national economic policies, and that business operations do not exceed the scope of business specified in the business license;</p> <p>(II) to treat all shareholders fairly;</p> <p>(III) to promptly understand the status of the Company's business operations and management;</p> <p>(IV) to sign a written confirmation on the Company's regular reports to ensure that the information disclosed by the Company is true, accurate, and complete;</p> <p>(V) to provide relevant information and materials to the <del>Board of Supervisors</del> truthfully and not to obstruct the <del>Board of Supervisors or supervisors</del> from exercising their powers;</p> <p>(VI) not to provide any form of convenience or assistance that is detrimental to the legitimate rights and interests of the Company or shareholders to any organization or individual and their acquisition actions that are intended to or are implementing a hostile takeover of the Company;</p> <p>(VII) other duties of diligence as stipulated by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.</p>	<p>Article 9 Directors shall comply with laws, administrative regulations, and the Articles of Association <b>to perform their obligations of diligence to the Company. They shall fulfill their obligations with reasonable care generally due to managers in the best interests of the Company.</b></p> <p><b>Directors</b> owe the following duties of diligence to the Company:</p> <p>(I) to exercise the rights granted to them by the Company with prudence, diligence, and care to ensure that the Company's business activities comply with national laws, administrative regulations, and all national economic policies, and that business operations do not exceed the scope of business specified in the business license;</p> <p>(II) to treat all shareholders fairly;</p> <p>(III) to promptly understand the status of the Company's business operations and management;</p> <p>(IV) to sign a written confirmation on the Company's regular reports to ensure that the information disclosed by the Company is true, accurate, and complete;</p> <p>(V) to provide relevant information and materials to the <b>audit committee</b> truthfully and not to obstruct the <b>audit committee</b> from exercising their powers;</p> <p>(VI) not to provide any form of convenience or assistance that is detrimental to the legitimate rights and interests of the Company or shareholders to any organization or individual and their acquisition actions that are intended to or are implementing a hostile takeover of the Company;</p> <p>(VII) other duties of diligence as stipulated by laws, administrative regulations, departmental rules, <b>normative documents</b>, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.</p>

Before amendments	After amendments
<p>Article 11 Directors may resign before the expiration of their term. Resignation of a director shall be submitted <del>to the Board of Directors</del> in writing. <del>The Board of Directors</del> shall disclose the relevant circumstances within two days.</p> <p>If the resignation of a director causes the number of directors on the board to fall below the statutory minimum, the outgoing director shall continue to perform his/her duties in accordance with laws, administrative regulations, departmental rules, and the Articles of Association until the newly elected director takes office.</p> <p><del>Except for the circumstances mentioned in the preceding paragraph, the resignation of a director shall take effect upon the delivery of the resignation letter to the Board of Directors.</del></p>	<p>Article 11 Directors may resign before the expiration of their term. Resignation of a director shall be submitted <b>to the Company</b> in writing. <b>The resignation will take effect on the day when the Company receives the resignation report, and the Company</b> shall disclose the relevant circumstances within two <b>business</b> days.</p> <p>If the resignation of a director causes the number of directors on the board to fall below the statutory minimum, the outgoing director shall continue to perform his/her duties in accordance with laws, administrative regulations, departmental rules, <b>the securities regulatory rules of the place where the Company's shares are listed</b>, and the Articles of Association until the newly elected director takes office.</p>
<p>Article 12 When a director's resignation takes effect or his/her term of office expires, the director shall complete all handover procedures with the Board of Directors, and his/her fiduciary duties to the Company and shareholders shall not be discharged after the termination of office, but shall remain in force for a reasonable period of time as stipulated in the Articles of Association.</p>	<p>Article 12 When a director's resignation takes effect or his/her term of office expires, the director shall complete all handover procedures with the Board of Directors, and his/her fiduciary duties to the Company and shareholders shall not be discharged after the termination of office, but shall remain in force for a reasonable period of time as stipulated in the Articles of Association. <b>The liability that a director bears during his/her term of office arising from the performance of duties shall not be exempted or terminated due to his/her departure of office.</b></p>
<p>/</p>	<p><b>Article 13 The shareholders' meeting may remove any director by a resolution, which shall come into effect from the date on which such resolution is made.</b></p> <p><b>Where a director is removed from office prior to expiration of his/her term of office without justifiable cause, the director may demand compensation from the Company.</b></p>



Before amendments	After amendments
<p>Article 14 If directors of the Company violate the laws, administrative regulations, departmental rules and the Articles of Association when conducting their duties, causing damage to the Company, they shall be liable for compensation.</p>	<p>Article 15 <b>If a director causes damage to others in the course of performing his/her duties in the Company, the Company shall be liable for compensation; the director shall also be liable for compensation if there is intentionality or gross negligence on his/her part.</b></p> <p>If directors of the Company violate the laws, administrative regulations, departmental rules and the Articles of Association when conducting their duties, causing damage to the Company, they shall be liable for compensation.</p>
<p>Article 15 The qualifications, nomination, resignation, and other matters concerning independent directors shall be carried out in accordance with the provisions of laws, regulations, <b>other</b> normative documents, the securities regulatory rules of the place where shares of the Company are listed, and the Company's management system.</p>	<p>Article 16 The qualifications, nomination, resignation, and other matters concerning independent directors shall be carried out in accordance with the <b>relevant</b> provisions of laws, <b>administrative</b> regulations, <b>departmental Rules</b>, normative documents, the securities regulatory rules of the place where shares of the Company are listed, <b>the Articles of Association</b> and the Company's management system.</p>

Before amendments	After amendments
<p>Article 16 The duties and powers of the Board are as follows:</p> <p>(I) to convene shareholders' meetings and report its work to the shareholders' meetings;</p> <p>(II) to implement the resolutions of the shareholders' meetings;</p> <p>(III) to resolve business operation plans and investment plans of the Company;</p> <p>(IV) to formulate the profit distribution plans and plans for recovery of losses of the Company;</p> <p>(V) to formulate plans of the Company regarding increase or reduction of the registered capital, issuance of bonds or other securities and listing;</p> <p>(VI) to draft plans for significant acquisitions of the Company, the purchase of Shares of the Company, merger, division, dissolution or change of the form of the Company;</p> <p>(VII) to determine, to the extent authorized by the shareholders' meeting, on such matters as the external investments, purchase or sale of assets, assets mortgage, external guarantee, entrusted wealth management, connected transactions of the Company;</p> <p>(VIII) to determine the internal management structure of the Company;</p> <p>(IX) to determine the appointment or dismissal of the General Manager of the Company, the Board secretary; and based on the nomination of the General Manager, to determine the appointment or dismissal of the senior management members including Deputy General Managers and chief financial officer of the Company and determine their remuneration, rewards and penalties;</p>	<p>Article 17 The duties and powers of the Board are as follows:</p> <p>(I) to convene shareholders' meetings and report its work to the shareholders' meetings;</p> <p>(II) to implement the resolutions of the shareholders' meetings;</p> <p>(III) to resolve business operation plans and investment plans of the Company;</p> <p>(IV) to formulate the profit distribution plans and plans for recovery of losses of the Company;</p> <p>(V) to formulate plans of the Company regarding increase or reduction of the registered capital, issuance of bonds or other securities and listing;</p> <p>(VI) to draft plans for significant acquisitions of the Company, the purchase of Shares of the Company, merger, division, dissolution or change of the form of the Company;</p> <p>(VII) to determine, to the extent authorized by the shareholders' meeting, on such matters as the external investments, purchase or sale of assets, assets mortgage, external guarantee, entrusted wealth management, connected transactions of the Company;</p> <p>(VIII) to determine the internal management structure of the Company;</p> <p>(IX) to determine the appointment or dismissal of the General Manager of the Company, the secretary to the Board <b>and other senior management, and to determine matters relating to their remuneration and the grant or imposition of any awards or penalties</b>; and based on the nomination of the General Manager, to determine the appointment or dismissal of the senior management members including Deputy General Managers and chief financial officer of the Company and determine their remuneration, rewards and penalties;</p>

Before amendments	After amendments
<p>(X) to formulate the basic management system of the Company;</p> <p>(XI) to formulate proposals for any amendment of the Articles of Association;</p> <p>(XII) to manage the information disclosure of the Company;</p> <p>(XIII) to propose to the shareholders' meeting for appointment or replacement of the accounting firms which provide audit services to the Company;</p> <p>(XIV) to listen to work reports of the General Manager of the Company and review his/her work;</p> <p>(XV) to take timely and effective measures to maintain the stability of the company and the interests of the shareholders thereof in case of any crisis in the company provided that mandatory provisions of laws and regulations are not violated;</p> <p>(XVI) to consider the repurchase of the Company's shares under the circumstances of applying shares for the purpose of employee stock ownership plan or equity-based incentives, converting the shares into corporate bonds issued by listed company/companies that could be converted into shares, and/or, where it is necessary, maintaining the Company's value and shareholders' rights and interests;</p> <p>(XVII) other duties as stipulated in laws, administrative regulations, departmental rules, securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association.</p>	<p>(X) to formulate the basic management system of the Company;</p> <p>(XI) to formulate proposals for any amendment of the Articles of Association;</p> <p>(XII) to manage the information disclosure of the Company;</p> <p>(XIII) to propose to the shareholders' meeting for appointment or replacement of the accounting firms which provide audit services to the Company;</p> <p>(XIV) to listen to work reports of the General Manager of the Company and review his/her work;</p> <p>(XV) to take timely and effective measures to maintain the stability of the company and the interests of the shareholders thereof in case of any crisis in the company provided that mandatory provisions of laws and regulations are not violated;</p> <p>(XVI) to consider the repurchase of the Company's shares under the circumstances of applying shares for the purpose of employee stock ownership plan or equity-based incentives, converting the shares into corporate bonds issued by listed company/companies that could be converted into shares, and/or, where it is necessary, maintaining the Company's value and shareholders' rights and interests;</p> <p>(XVII) other duties as stipulated in laws, administrative regulations, departmental rules, securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association.</p>

Before amendments	After amendments
<p>Article 16 <del>Unless otherwise provided in the securities regulatory rules of the places where the shares of the Company are listed,</del> the following transactions shall be considered and approved by the Board of Directors:</p> <ol style="list-style-type: none"> <li>1. if the total assets involved in the transaction account for more than 10% of the Company's latest audited total assets; if the total assets involved in the transaction have both book value and appraised value, the higher one shall prevail;</li> <li>2. if the relevant operating income of the subject matter of the transaction (e.g. equity) in the latest accounting year accounts for more than 10% of the audited operating income of the Company in the latest accounting year, and the absolute amount exceeds RMB10 million;</li> <li>3. if the relevant net profit of the subject matter of the transaction (e.g. equity) in the latest accounting year accounts for more than 10% of the audited net profit of the Company in the latest accounting year, and the absolute amount exceeds RMB1 million;</li> </ol>	<p>Article 19 <b>According to the Rules Governing the Listing of Shares on the ChiNext of the Shenzhen Stock Exchange, unless otherwise provided in the securities regulatory rules of the places where the shares of the Company are listed or the corporate governance system,</b> the following transactions shall be considered and approved by the Board of Directors:</p> <ol style="list-style-type: none"> <li>1. if the total assets involved in the transaction account for more than 10% of the Company's latest audited total assets; if the total assets involved in the transaction have both book value and appraised value, the higher one shall prevail;</li> <li>2. if the relevant operating income of the subject matter of the transaction (e.g. equity) in the latest accounting year accounts for more than 10% of the audited operating income of the Company in the latest accounting year, and the absolute amount exceeds RMB10 million;</li> <li>3. if the relevant net profit of the subject matter of the transaction (e.g. equity) in the latest accounting year accounts for more than 10% of the audited net profit of the Company in the latest accounting year, and the absolute amount exceeds RMB1 million;</li> </ol>

Before amendments	After amendments
<p>4. if the transaction amount (including assumed debts and expenses) of the transaction accounts for more than 10% of the Company's net assets as audited in the latest period, and the absolute amount exceeds RMB10 million;</p> <p>5. if the profits arising from the transaction account for more than 10% of the audited net profit of the Company in the latest accounting year, and the absolute amount exceeds RMB1 million.</p> <p>If a number involved in the above indicators is negative, its absolute value shall be taken for the purpose of calculation.</p> <p>“Transactions” as mentioned in this article include:</p> <p>(I) Purchase or disposal of assets;</p> <p>(II) External investment (including entrusted wealth management, investment in subsidiaries, etc., and excluding establishment or capital increase of wholly-owned subsidiaries);</p> <p>(III) Provision of financial assistance (including entrusted loans);</p> <p>(IV) Provision of guarantees (refers to provision of guarantee by the Company to other parties, including guarantee provided for controlling subsidiaries);</p> <p>(V) Lease-in or lease-out of assets;</p> <p>(VI) Signing management contract (including entrusted or trusted operations, etc.);</p> <p>(VII) Donating or receiving assets;</p> <p>(VIII) Credit and debt reorganization;</p> <p>(IX) Transfer of research and development projects;</p>	<p>4. if the transaction amount (including assumed debts and expenses) of the transaction accounts for more than 10% of the Company's net assets as audited in the latest period, and the absolute amount exceeds RMB10 million;</p> <p>5. if the profits arising from the transaction account for more than 10% of the audited net profit of the Company in the latest accounting year, and the absolute amount exceeds RMB1 million.</p> <p>If a number involved in the above indicators is negative, its absolute value shall be taken for the purpose of calculation.</p> <p><b>According to the Hong Kong Listing Rules, save as otherwise required by the securities regulatory rules of the place where the Company's shares are listed or its corporate governance system, the following transactions of the Company shall be considered and approved by the Board of Directors:</b></p> <p><b>(I) If the total assets involved in the transaction account for 5% or more of the total assets of the Company as stated in its latest audited accounts or latest interim report (whichever is the more recent, and adjusted for any dividend amount proposed in the relevant accounts and any dividend declared after the publication of the relevant accounts or interim report);</b></p> <p><b>(II) If the profits attributable to the assets involved in the transaction account for 5% or more of the audited profits of the Company for the latest financial year;</b></p> <p><b>(III) If the revenue attributable to the assets involved in the transaction account for 5% or more of the audited revenue of the Company for the latest financial year;</b></p>

Before amendments	After amendments
<p>(X) Conclusion of franchise agreements;</p> <p>(XI) Waiver of rights (including waiver of pre-emptive right, priority for invited capital contribution, etc.);</p> <p>(XII) Transactions identified by other laws, regulations or normative documents, the Articles of Association, securities regulatory rules of the place where the Company's shares are listed or the Shareholders' Meeting of the Company.</p> <p>Unless otherwise provided by the regulatory rules of securities of the place where the shares of the Company are listed, the following activities of the Company shall not fall within the matters stipulated in the foregoing paragraph:</p> <p>(I) Purchase of raw materials, fuel and power related to daily operations (excluding asset purchase or disposal involved in asset replacement);</p> <p>(II) Sale of products and goods relating to daily business operations (excluding asset purchase or disposal involved in asset replacement);</p> <p>(III) Transactions specified in the preceding paragraph but are part of the Company's main business activities.</p>	<p><b>(IV) If the consideration accounts for 5% or more of the average closing price of the Company's securities as stated in the daily quotation sheets of the Stock Exchange of Hong Kong for the five business days immediately preceding the date of the relevant transaction;</b></p> <p><b>(V) If the number of shares issued by the Company as consideration accounts for 5% or more of the total number of issued shares of the Company immediately before the relevant transaction.</b></p> <p>"Transactions" as mentioned in this article include:</p> <p>(I) Purchase or disposal of assets;</p> <p>(II) External investment (including entrusted wealth management, investment in subsidiaries, etc., and excluding establishment or capital increase of wholly-owned subsidiaries);</p> <p>(III) Provision of financial assistance (including entrusted loans);</p> <p>(IV) Provision of guarantees (refers to provision of guarantee by the Company to other parties, including guarantee provided for controlling subsidiaries);</p> <p>(V) Lease-in or lease-out of assets;</p> <p>(VI) Signing management contract (including entrusted or trusted operations, etc.);</p> <p>(VII) Donating or receiving assets;</p> <p>(VIII) Credit and debt reorganization;</p> <p>(IX) Transfer of research and development projects;</p>



Before amendments	After amendments
	<p>(X) Conclusion of franchise agreements;</p> <p>(XI) Waiver of rights (including waiver of pre-emptive right, priority for invited capital contribution, etc.);</p> <p>(XII) Transactions identified by other laws, regulations or normative documents, the Articles of Association, securities regulatory rules of the place where the Company's shares are listed or the Shareholders' Meeting of the Company.</p> <p>Unless otherwise provided by the regulatory rules of securities of the place where the shares of the Company are listed, the following activities of the Company shall not fall within the matters stipulated in the foregoing paragraph:</p> <p>(I) Purchase of raw materials, fuel and power related to daily operations (excluding asset purchase or disposal involved in asset replacement);</p> <p>(II) Sale of products and goods relating to daily business operations (excluding asset purchase or disposal involved in asset replacement);</p> <p>(III) Transactions specified in the preceding paragraph but are part of the Company's main business activities.</p>

Before amendments	After amendments
<p>Article 20 The provision of financial assistance by the Company shall be approved by way of resolution by at least two-thirds of the directors present at the meeting of the Board of Directors, and the related information disclosure obligations shall be fulfilled in a timely manner. Under the compliance with the securities regulatory rules of the place where the Company's shares are listed, when the target of financial assistance is a controlling subsidiary included in the consolidated financial statements of the Company and owned as to over 50% by the Company, and other shareholders of such controlling subsidiary do not include the controlling shareholders, actual controllers and related parties of the Company, such financial assistance shall be exempted from the provision of the preceding paragraph.</p>	<p>Article 21 <b>Unless otherwise provided in the securities regulatory rules of the place where the Company's shares are listed, the</b> provision of financial assistance by the Company shall be approved by way of resolution by at least two-thirds of the directors present at the meeting of the Board of Directors, and the related information disclosure obligations shall be fulfilled in a timely manner. Under the compliance with the securities regulatory rules of the place where the Company's shares are listed, when the target of financial assistance is a controlling subsidiary included in the consolidated financial statements of the Company and owned as to over 50% by the Company, and other shareholders of such controlling subsidiary do not include the controlling shareholders, actual controllers and related parties of the Company, such financial assistance shall be exempted from the provision of the preceding paragraph.</p>
<p>Article 28 The proposals for regular meetings shall be formulated by the chairman of the Board of Directors. Before formulating the proposals, the chairman of the Board of Directors shall fully solicit the opinions of all directors and shall, when necessary, solicit the opinions of the <b>general manager and other</b> senior management. The secretary of the Board of Directors shall be responsible for the preparation of the proposal documents.</p>	<p>Article 29 The proposals for regular meetings shall be formulated by the chairman of the Board of Directors. Before formulating the proposals, the chairman of the Board of Directors shall fully solicit the opinions of all directors and shall, when necessary, solicit the opinions of the senior management. The secretary to the Board of Directors shall be responsible for the preparation of the proposal documents.</p>
<p>Article 30 Shareholders representing more than one-tenth of the voting rights, more than one-third of the directors, or the <b>Board of Supervisors</b> may propose to convene an extraordinary meeting of the Board of Directors. The Chairman shall convene and preside over the Board of Directors meeting within 10 days after receiving the proposal.</p>	<p>Article 31 Shareholders representing more than one-tenth of the voting rights, more than one-third of the directors, or the <b>audit committee</b> may propose to convene an extraordinary meeting of the Board of Directors. The Chairman shall convene and preside over the Board of Directors meeting within 10 days after receiving the proposal.</p>

Before amendments	After amendments
<p>Article 31 The notice of the meeting of the Board of Directors shall be given, by personal delivery, telephone, mail, facsimile, email or Wechat, in writing to all directors <b>and supervisors</b> 3 days before the date of the meeting. In case of urgency, the extraordinary meeting of the Board of Directors may be convened immediately.</p> <p><del>Article 34 The notice of the meeting of the Board of Directors shall be given, by personal delivery, telephone, mail, facsimile, email or Wechat, in writing to all directors and supervisors 3 days before the date of the meeting. For notices given by facsimile or email, a phone call or mobile text message (SMS) shall be made to inform the recipient to check for receipt. In case of urgency, the extraordinary meeting of the Board of Directors may be convened immediately.</del></p> <p>The notice for the first meeting of each session of the Board of Directors may be issued on the day of the meeting.</p>	<p>Article 32 The notice of the meeting of the Board of Directors shall be given, by personal delivery, telephone, mail, facsimile, email or Wechat, in writing to all directors 3 days before the date of the meeting. <b>For notices given by facsimile or email, a phone call or mobile text message (SMS) shall be made to inform the recipient to check for receipt.</b> In case of urgency, the extraordinary meeting of the Board of Directors may be convened immediately.</p> <p>The notice for the first meeting of each session of the Board of Directors may be issued on the day of the meeting.</p>
<p>Article 41 The Board of Directors may hold meetings in person; provided that directors have access to sufficient materials and relevant information on the proposals and can fully express their opinions, the meeting may also be held through video, telephone, facsimile, email voting, or other non-in-person methods, subject to the consent of the convener (chairman) and proposer.</p> <p>If any shareholder or director holding more than 10% of the Company's voting rights has a significant conflict of interest that the Board of Directors considers material in any matter to be discussed at the Board meeting, the matter shall be dealt with by holding a Board meeting (rather than by written resolution). Independent directors who have no material interest in the transaction themselves and their close associate(s) (as defined in the <b>Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</b>) shall attend the relevant Board meeting.</p>	<p>Article 41 The Board of Directors may hold meetings in person; provided that directors have access to sufficient materials and relevant information on the proposals and can fully express their opinions, the meeting may also be held through video, telephone, facsimile, email voting, or other non-in-person methods, subject to the consent of the convener (chairperson) and proposer.</p> <p>If any shareholder or director holding more than 10% of the Company's voting rights has a significant conflict of interest that the Board of Directors considers material in any matter to be discussed at the Board meeting, the matter shall be dealt with by holding a Board meeting (rather than by written resolution). Independent directors who have no material interest in the transaction themselves and their close associate(s) (as defined in the <b>Hong Kong Listing Rules</b>) shall attend the relevant Board meeting.</p>

Before amendments	After amendments
<p>Article 42 A meeting of the Board of Directors shall be held only if more than half of the directors are present. Where the Board of Directors considers the matters as specified in <del>Article 16</del>(XVI) of these Rules, the meeting shall be held only if at least two-thirds of the directors are present. <del>Supervisors may attend Board meetings;</del> the general manager and secretary of the Board of Directors, if not also serving as directors, shall attend the Board meeting. The chairman of the meeting may invite other relevant personnel to attend the Board meeting if he/she deems it necessary.</p>	<p>Article 42 A meeting of the Board of Directors shall be held only if more than half of the directors are present. Where the Board of Directors considers the matters as specified in <b>Article 17</b>(XVI) of these Rules, the meeting shall be held only if at least two-thirds of the directors are present. The general manager and secretary to the Board of Directors, if not also serving as directors, shall attend the Board meeting. The chairman of the meeting may invite other relevant personnel to attend the Board meeting if he/she deems it necessary.</p>
<p>Article 44 Directors shall carefully review the relevant meeting materials and, based on a thorough understanding of the situation, express their opinions independently and prudently.</p> <p>Before the meeting, directors may request information necessary for decision-making from the convener of the meeting, <del>the general manager and other</del> senior management, secretary of the Board of Directors, relevant special committees, accounting firms, law firms, and other concerned individuals or institutions. During the meeting, directors may suggest to the chairman that representatives from such individuals or institutions attend to explain relevant matters.</p>	<p>Article 44 Directors shall carefully review the relevant meeting materials and, based on a thorough understanding of the situation, express their opinions independently and prudently.</p> <p>Before the meeting, directors may request information necessary for decision-making from the convener of the meeting, senior management, secretary to the Board of Directors, relevant special committees, accounting firms, law firms, and other concerned individuals or institutions. During the meeting, directors may suggest to the chairman that representatives from such individuals or institutions attend to explain relevant matters.</p>
<p>Article 46 If a director has an associated relationship with the <del>subject matter</del> of a resolution of the Board of Directors, such director shall not exercise the voting right on such resolution, nor shall such director act on behalf of other directors in exercising the voting right.</p> <p>When the Board of Directors reviews matters related to associated transactions, directors (including authorized agents) who have an associated relationship with such matters may attend the Board of Directors meeting and may explain their views to the attending directors in accordance with the meeting procedures, but they must abstain from voting.</p>	<p>Article 46 If a director has an associated relationship with the <b>enterprises or individual</b> of a resolution of the Board of Directors, such director <b>shall report to the Board of Directors in writing promptly. Any director having affiliated relationship</b> shall not exercise the voting right on such resolution, nor shall such director act on behalf of other directors in exercising the voting right.</p> <p>When the Board of Directors reviews matters related to associated transactions, directors (including authorized agents) who have an associated relationship with such matters may attend the Board of Directors meeting and may explain their views to the attending directors in accordance with the meeting procedures, but they must abstain from voting.</p>

Before amendments	After amendments
/	<b>Article 58 The Board of Directors shall establish an audit committee, which shall exercise the functions and powers of the Board of Supervisors as provided under the Company Law.</b>
<p>Article 58 The Board of Directors shall establish <del>special committees such as</del> strategy committee, <del>audit committee</del>, nomination committee, remuneration and appraisal committee, <del>etc.</del>, <del>and shall formulate the terms of reference for each committee, which shall define the primary responsibilities, decision-making procedures, and rules of procedure for each special committee.</del></p> <p><del>Article 59 The special committees shall be accountable to the Board of Directors,</del> perform duties pursuant to the Articles of Association and the authorization of the Board of Directors, and motions of the special committees shall be submitted to the Board of Directors for review and decision. <del>The special committees may engage intermediary agencies to provide professional advice, with the associated costs borne by the Company.</del></p>	<p>Article 59 The Board of Directors shall establish strategy committee, nomination committee, remuneration and appraisal committee, <b>which shall</b> perform duties pursuant to the Articles of Association and the authorization of the Board of Directors, and motions of the special committees shall be submitted to the Board of Directors for review and decision. <b>The terms of reference for each special committee shall be formulated by the Board of Directors.</b></p>
<p>Article 60 Matters not provided herein shall be addressed pursuant to relevant national laws, administrative regulations, securities regulatory rules of the place where the shares of the Company are listed and the relevant provisions of the articles of association of the Company.</p>	<p>Article 60 Matters not provided herein shall be addressed pursuant to relevant national laws, administrative regulations, <b>departmental rules, normative documents</b>, securities regulatory rules of the place where the shares of the Company are listed and the relevant provisions of the articles of association of the Company.</p>
<p>Article 63 Subject to the consideration and approval by the Board of Directors and submission to the shareholders' meeting of the Company for approval, these Rules shall become effective <del>upon the listing of the H Shares in the initial public offering on The Stock Exchange of Hong Kong Limited.</del></p>	<p>Article 63 Subject to the consideration and approval by the Board of Directors and submission to the shareholders' meeting of the Company for approval, these Rules shall become effective.</p>

*Note:* The remaining amendments involve the deletion of references to “supervisors” and “board of supervisors”, the replacement of “or (或)” with “or (或者)”, and the citation of clauses, etc., which do not constitute substantive revisions and are therefore not listed.