
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in REPT BATTERO Energy Co., Ltd., you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the registered dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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REPT BATTERO Energy Co., Ltd.

瑞浦蘭鈞能源股份有限公司

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

(Stock Code: 0666)

I. PROPOSED ABOLISHMENT OF SUPERVISORY COMMITTEE AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND RELATED RULES OF PROCEDURE

AND

II. NOTICE OF 2025 FIRST EXTRAORDINARY GENERAL MEETING

The 2025 first extraordinary general meeting ("EGM") of REPT BATTERO Energy Co., Ltd. is to be held at the Conference Room, R&D Building, No. 205, Binhai 6th Road, Wenzhouwan New District, Longwan District, Wenzhou, Zhejiang Province, the PRC on Wednesday, 31 December 2025 at 9:30 a.m. The notice of the EGM is set out on pages EGM-1 to EGM-3 of this circular. The proxy form for the EGM is enclosed hereto.

Whether or not you are able to attend the EGM, you are advised to read the notice of the EGM carefully and to complete and return the enclosed proxy form as soon as possible in accordance with the instructions printed thereon. For H Shareholders, the proxy form should be returned to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited in person or by post but in any event not less than 24 hours before the time stipulated for convening the EGM or any adjourned meeting thereof (i.e. before 9:30 a.m. on Tuesday, 30 December 2025). Completion and return of the proxy form will not preclude you from attending and voting at the EGM or at any adjourned meeting if you so wish.

15 December 2025

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“Company” or “REPT BATTERO”	REPT BATTERO Energy Co., Ltd.
“Company Law”	the Company Law of the People’s Republic of China (《中華人民共和國公司法》), as amended, supplemented or otherwise modified from time to time
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“Domestic Unlisted Share(s)”	ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company, which is/are not listed on any stock exchange
“EGM”	the 2025 first extraordinary general meeting to be convened and held by the Company on Wednesday, 31 December 2025 and/or any adjournment thereof to consider and, if thought fit, approve the abolishment of Supervisory Committee and amendments to the Articles of Association and the Rules of Procedure
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“H Share(s)”	overseas listed foreign share(s) with a nominal value of RMB1.00 each in the share capital of the Company

DEFINITIONS

“Latest Practicable Date”	15 December 2025, being the latest practicable date for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Notice”	the notice convening the EGM, a copy of which is set out in this circular
“PRC” or “China”	the People’s Republic of China
“Rules of Procedure”	the Rules of Procedure for Shareholders’ General Meeting and the Rules of Procedure of the Board of Directors of the Company
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“SFO”	the Securities and Futures Ordinance
“Share(s)”	ordinary share(s) of the Company with a nominal value of RMB1.00 each, comprising H Share(s) and Domestic Unlisted Share(s)
“Shareholders”	holder(s) of the Shares in the Company
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“%”	per cent

LETTER FROM THE BOARD



REPT BATTERO Energy Co., Ltd.

瑞浦蘭鈞能源股份有限公司

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

(Stock Code: 0666)

Directors:

Executive Directors:

Dr. Cao Hui

Mr. FENG, TING

Mr. Hu Xiaodong

Dr. Wu Yanjun

Ms. Huang Jiehua

Non-executive Directors:

Mr. Wang Haijun

Ms. Xiang Yangyang

Mr. Wei Yong

Independent non-executive

Directors:

Ms. Wong Sze Wing

Dr. Wang Zhenbo

Dr. Ren Shenggang

Dr. Simon Chen

Registered Address:

No. 205, Binhai 6th Road

Wenzhouwan New District

Longwan District

Wenzhou, Zhejiang Province

PRC

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

No. 205, Binhai 6th Road

Wenzhouwan New District

Longwan District

Wenzhou, Zhejiang Province

PRC

Place of Business in Hong Kong:

40th Floor, Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai

Hong Kong

15 December 2025

To the Shareholders,

Dear Sir or Madam,

**I. PROPOSED ABOLISHMENT OF SUPERVISORY COMMITTEE AND
AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND RELATED
RULES OF PROCEDURE**

AND

II. NOTICE OF 2025 FIRST EXTRAORDINARY GENERAL MEETING

LETTER FROM THE BOARD

I. INTRODUCTION

Reference is made to the announcement of the Company dated 9 December 2025 in relation to the proposed abolishment of Supervisory Committee and amendments to the Articles of Association and the Rules of Procedure.

The purpose of this circular is to provide you with details of the above matters to enable you to make an informed decision on voting on the resolutions proposed at the EGM.

II. PROPOSED ABOLISHMENT OF SUPERVISORY COMMITTEE AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND RELATED RULES OF PROCEDURE

According to the Trial Measures for the Administration of Overseas Securities Offering and Listing by Domestic Enterprises issued by the CSRC, the Company Law of the People's Republic of China (the "**Company Law**"), as well as the Guidelines for Articles of Association of Listed Companies (2025 Revision) and the Rules of Shareholders' Meetings of Listed Companies issued by the CSRC, the Company should implement the relevant provisions under the Company Law and the rules and regulations of the CSRC. Taking into account the Company's actual situation, the Company proposes to abolish the Supervisory Committee and amend the Company's Articles of Association and Rules of Procedure.

In the Board meeting held on 9 December 2025, the Board resolved to propose the abolishment of Supervisory Committee, amendments to the Articles of Association and the Rules of Procedure, and abolishment of the Rules of Procedure of the Board of Supervisors.

The proposed abolishment of Supervisory Committee, amendments to the Articles of Association and the Rules of Procedure, and abolishment of the Rules of Procedure of the Board of Supervisors will be proposed for the consideration and approval at the EGM. The effectiveness of the proposed abolishment of Supervisory Committee, amendments to the Articles of Association and the Rules of Procedure, and abolishment of the Rules of Procedure of the Board of Supervisors are subject to the consideration and approval by the Shareholders of the Company at the EGM by way of special resolutions. The Company will no longer have Supervisory Committee or Supervisors. The Audit Committee will assume the duties and powers of the Supervisory Committee as stipulated in the Company Law, and the current Supervisors will leave office automatically. Prior to this, the existing Articles of Association, the Rules of Procedure for Shareholders' General Meeting, the Rules of Procedure of the Board of Directors and the Rules of Procedure of the Board of Supervisors shall remain in full force and effect.

LETTER FROM THE BOARD

Details of the proposed amendments are set out in the appendices to this circular. The proposed amendments are either marked with strikethrough to denote text to be deleted or underlined to denote text to be added, and the other article numbers, section numbers and chapter numbers are changed accordingly due to the deletion, merger and split of the relevant articles, sections and chapters. Save for the proposed amendments in this circular, the other articles of the Articles of Association, the Rules of Procedure for General Meeting, and the Rules of Procedure of the Board of Directors will remain unchanged. The English version of the proposed amendments is unofficial translation of the Chinese version. In the event of any inconsistency, the Chinese versions shall prevail.

III. EGM

Pursuant to the Listing Rules, voting by poll is mandatory at all general meetings (except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands). The chairman of the EGM will exercise his power under Article 70 of the Articles of Association to put each of the resolutions to be proposed at the EGM to be voted by way of a poll. The results of the poll will be published on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited following the conclusion of the EGM.

A proxy form for use at the EGM is enclosed. The proxy form can also be downloaded from the websites of the Company at <https://www.reptbattero.com> and Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk. If you wish to attend the EGM by proxy, you are requested to complete and return the proxy form as soon as possible in accordance with the instructions printed thereon. For H Shareholders, the proxy form should be returned to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, in person or by post but in any event not less than 24 hours before the time stipulated for convening the EGM or any adjourned meeting thereof (i.e. before 9:30 a.m. on Tuesday, 30 December 2025), in order to be valid. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or at any adjourned meeting if you so wish.

IV. CLOSURE OF REGISTER OF H SHAREHOLDERS

To determine the Shareholders entitled to attend and vote at the EGM, the register of H Shareholders of the Company will be closed from Wednesday, 24 December 2025 to Wednesday, 31 December 2025 (both days inclusive), during which period no transfer of H Shares of the Company will be registered. The H Shareholders whose names appear on the H Share register of members of the Company on Wednesday, 31 December 2025 will be entitled to attend and vote at the EGM.

LETTER FROM THE BOARD

To qualify as the Shareholders entitled to attend and vote at the EGM, H Shareholders must lodge all transfer documents together with the relevant share certificates with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Tuesday, 23 December 2025.

V. RECOMMENDATION

The Board considers the proposed abolishment of Supervisory Committee and amendments to the Articles of Association and the Rules of Procedure are in the interests of the Group and the Shareholders as a whole. Accordingly, the Directors recommend Shareholders to vote in favour of the resolutions to be proposed at the EGM.

By Order of the Board
REPT BATTERO Energy Co., Ltd.
Dr. Cao Hui
Chairman and Executive Director

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The principal details of the proposed amendments to the Articles of Association are as follows:

Notes:

1. If there is any inconsistency between the Chinese and English versions of the amendments, the Chinese version shall prevail.
2. Where the amendments involve the addition or deletion of articles, the numbering of the original articles will be adjusted accordingly, and references to the numbering of articles within the provisions shall be updated sequentially as changes occur.
3. The term “general meeting” has been uniformly adjusted from “shareholders’ general meeting” throughout the original Articles of Association. Given that this change occurs frequently in the amendments, it will not be listed individually in the amendment table.

No.	Original content	Content after amendment
CHAPTER I GENERAL PROVISIONS		
Article 1	In order to protect the legitimate rights and interests of REPT BATTERO Energy Co., Ltd. (hereinafter referred to as the “ Company ”), its shareholders and creditors and to regulate the organization and activities of the Company, the Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “ Company Law ”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “ Securities Law ”), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, the Guidelines for the Articles of Association of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “ Hong Kong Listing Rules ”), and other relevant provisions of relevant laws, administrative regulations and regulatory documents.	In order to protect the legitimate rights and interests of REPT BATTERO Energy Co., Ltd. (hereinafter referred to as the “ Company ”), its shareholders, <u>employees</u> and creditors and to regulate the organization and activities of the Company, the Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “ Company Law ”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “ Securities Law ”), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, the Guidelines for the Articles of Association of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “ Hong Kong Listing Rules ”), and other relevant provisions of relevant laws, administrative regulations and regulatory documents.
Article 8	The legal representative of the Company is the chairman of the Board.	<p>The director who represents the Company in the execution of its affairs (i.e., the chairman of the Board) is the legal representative of the Company <u>and shall be elected by the Board.</u></p> <p><u>Where a director serving as the legal representative resigns, such resignation shall be deemed as a simultaneous resignation from the position of the legal representative.</u></p> <p><u>If the legal representative resigns, the Company will appoint a new legal representative within 30 days from the date of resignation.</u></p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original content	Content after amendment
Article 9	New article	<p><u>The legal representative, when engaging in civil activities in the name of the Company, shall bind the Company to the legal consequences thereof.</u></p> <p><u>Any restrictions on the powers of the legal representative imposed by the Articles of Association or resolutions of the general meeting shall not be used as a defense against any bona fide counterparty.</u></p> <p><u>Where the legal representative causes damage to others in the performance of their duties, the Company shall bear civil liability. After assuming such liability, the Company may, in accordance with the law or these Articles of Association, seek compensation from the legal representative who is at fault.</u></p>
Article 10	All assets of the Company shall be divided into shares of equal value. Shareholders bear responsibilities to the Company to the extent of the number of the shares they subscribe. The Company bears responsibilities for its debts with all its assets.	All assets of the Company shall be divided into shares of equal value. Shareholders bear responsibilities <u>responsibility</u> to the Company to the extent of the number of the shares they subscribe. The Company bears responsibilities for its debts with all its <u>property</u> assets.
Article 11	<p>Since the effective date, the Articles of Association shall constitute legally binding documents that regulate the organization and activities of the Company, the rights and obligations between the Company and its shareholders and between shareholders inter se.</p> <p>The Articles of Association shall be legally binding on the Company, its shareholders, directors, supervisors and senior management, all of whom shall be entitled to, according to the Articles of Association, make claims in respect of rights concerning the matters of the Company.</p> <p>Pursuant to the Articles of Association, shareholders may sue shareholders; shareholders may sue the Company; shareholders may sue directors, supervisors and senior management of the Company; and the Company may sue shareholders, directors, supervisors and senior management.</p> <p>For the purposes of the preceding paragraph, the term “sue” shall include the institution of proceedings in a court or the application to an arbitration institution for arbitration.</p>	<p>Since the effective date, the Articles of Association shall constitute legally binding documents that regulate the organization and activities of the Company, the rights and obligations between the Company and its shareholders and between shareholders inter se.</p> <p>The Articles of Association shall be legally binding on the Company, its shareholders, directors,supervisors and senior management, all of whom shall be entitled to, according to the Articles of Association, make claims in respect of rights concerning the matters of the Company.</p> <p>Pursuant to the Articles of Association, shareholders may sue shareholders; shareholders may sue the Company; shareholders may sue directors,supervisors and senior management of the Company; and the Company may sue shareholders, directors,supervisors and senior management.</p> <p>For the purposes of the preceding paragraph, the term “sue” shall include the institution of proceedings in a court or the application to an arbitration institution for arbitration.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original content	Content after amendment
<p style="text-align: center;">CHAPTER III SHARES Section 1 Issuance of Shares</p>		
Article 20	<p>The Company may conduct initial public offering of 116,070,200 shares of overseas listed foreign shares, whereby shareholders of the Company convert all or part of their domestic unlisted shares in the aggregate of 191,307,938 shares into overseas listed shares. Upon completion of initial public offering of overseas listed foreign shares and the conversion of the 191,307,938 domestic unlisted shares into overseas listed shares, the share capital of the Company shall consist of 2,276,874,050 ordinary shares, consisting of 307,378,138 overseas listed foreign shares and 1,969,495,912 domestic unlisted shares.</p> <p>The registered capital of the Company before issuing overseas listed foreign shares is RMB2,160,803,850. After the completion of the aforesaid issuance of overseas listed foreign shares, the registered capital of the Company shall be RMB2,276,874,050.</p>	<p>The Company may conduct initial public offering of 116,070,200 shares of overseas listed foreign shares, whereby shareholders of the Company convert all or part of their domestic unlisted shares in the aggregate of 191,307,938 shares into overseas listed shares. Upon completion of initial public offering of overseas listed foreign shares and the conversion of the 191,307,938 domestic unlisted shares into overseas listed shares, the share capital of the Company shall consist of 2,276,874,050 ordinary shares, consisting of 307,378,138 overseas listed foreign shares and 1,969,495,912 domestic unlisted shares.</p> <p>The registered capital of the Company before issuing overseas listed foreign shares is RMB2,160,803,850. After the completion of the aforesaid issuance of overseas listed foreign shares, the registered capital of the Company shall be RMB2,276,874,050.</p> <p><u>The number of issued shares of the Company is 2,336,874,050 shares.</u></p>
Article 23	<p>The transfer of the Company's shares shall be carried out in accordance with the applicable PRC laws and regulations, the relevant requirements of the securities regulatory authorities of the place where the Company's shares are listed and the Hong Kong Stock Exchange.</p> <p>The Company or its subsidiaries (including the Company's affiliated enterprises) shall not provide any assistance in the form of gifts, advances, guarantees, compensation or loans and other forms to purchasers or prospective purchasers of shares of the Company.</p>	<p>The transfer of the Company's shares shall be carried out in accordance with the applicable PRC laws and regulations, the relevant requirements of the securities regulatory authorities of the place where the Company's shares are listed and the Hong Kong Stock Exchange.</p> <p><u>The Company or its subsidiaries (including the Company's affiliated enterprises) shall not provide financial assistance in the form of gifts, advances, guarantees, compensation or loans borrowings and other forms or otherwise to any person for the purpose of acquiring shares of the Company or the parent company, except in the case of employee stock ownership plans implemented by the Company. to purchasers or prospective purchasers of shares of the Company.</u></p> <p><u>In the interest of the Company, and subject to a resolution of the Board of Directors, the Company may provide financial assistance to any person for the purpose of acquiring shares of the Company or the parent company. However, the aggregate amount of such financial assistance shall not exceed 10% of the total issued share capital of the Company. Any such resolution of the Board of Directors must be approved by more than two-thirds of all directors.</u></p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original content	Content after amendment
Section 2 Increase/Decrease and Repurchase of Share		
Article 24	<p>The Company may, based on its operation and development needs and in accordance with laws and administrative regulations, increase its registered capital in the following ways in accordance with the listing rules of the stock exchange where the Company's shares are listed and the provisions of the Articles of Association:</p> <ol style="list-style-type: none"> (1) Public offering of shares; (2) Non-public offering of shares; (3) distributing bonus shares to its existing shareholders; (4) conversion of capital reserve into share capital; (5) other means approved by the PRC laws and regulations, the securities regulatory authorities of the place where the Company's shares are listed and the Hong Kong Stock Exchange. <p>After the Company's increase of share capital by means of the issuance of new shares has been approved in accordance with the provisions of the Articles of Association, it shall be made in accordance with the procedures set out in the relevant laws and administrative regulations of the PRC and the listing rules of the stock exchange where the Company's shares are listed.</p>	<p>The Company may, based on its operation and development needs and in accordance with laws and administrative regulations, increase its registered capital in the following ways in accordance with the listing rules of the stock exchange where the Company's shares are listed and the provisions of the Articles of Association:</p> <ol style="list-style-type: none"> (1) Public offering of shares <u>to unspecified parties</u>; (2) Non-public offering of shares <u>to specific parties</u>; (3) distributing bonus shares to its existing shareholders; (4) conversion of capital reserve into share capital; (5) other means approved by the PRC laws and regulations, the securities regulatory authorities of the place where the Company's shares are listed and the Hong Kong Stock Exchange. <p>After the Company's increase of share capital by means of the issuance of new shares has been approved in accordance with the provisions of the Articles of Association, it shall be made in accordance with the procedures set out in the relevant laws and administrative regulations of the PRC and the listing rules of the stock exchange where the Company's shares are listed.</p>
Article 27	<p>The Company may purchase its own shares in the manner of centralized public trading, or other methods approved by the PRC laws and regulations, the securities regulatory authorities of the place where the Company's shares are listed and the Hong Kong Stock Exchange.</p> <p>Where the Company purchases its own shares under the circumstance set forth in items (3), (5) or (6), paragraph 1 of Article 25 of the Articles of Association, it shall conduct trading in the manner of centralized public trading.</p>	<p>The Company may purchase its own shares in the manner of centralized public trading, or other methods approved by the PRC laws and regulations, the securities regulatory authorities of the place where the Company's shares are listed and the Hong Kong Stock Exchange.</p> <p>Where the Company purchases its own shares under the circumstance set forth in items (3), (5) or (6), paragraph 1 of Article 265 of the Articles of Association, it shall conduct trading in the manner of centralized public trading.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original content	Content after amendment
Section 3 Transfer of Shares		
Article 31	The Company shall not accept its own shares as the subject matter of a pledge.	The Company shall not accept its own shares as the subject matter of a pledge.
Article 32	<p>Shares of the Company held by the promoters shall not be transferred within one year from the date of establishment of the Company.</p> <p>Directors, supervisors and senior management of the Company shall report to the Company their shareholdings in the Company and changes thereof and shall not transfer more than 25% of the total number of shares of the Company held by them each year during their term of office. Shares of the Company held by them shall not be transferred within one year from the date of listing and trading of the Company's H shares. The aforementioned personnel shall not transfer the shares of the Company held by them within half a year after they leave the Company.</p>	<p>Shares of the Company held by the promoters shall not be transferred within one year from the date of establishment of the Company.</p> <p>Directors, supervisors and senior management of the Company shall report to the Company their shareholdings in the Company and changes thereof and shall not transfer more than 25% of the total number of shares of the Company held by them each year during their term of office as determined at the time of their appointment. Shares of the Company held by them shall not be transferred within one year from the date of listing and trading of the Company's H shares. The aforementioned personnel shall not transfer the shares of the Company held by them within half a year after they leave the Company.</p>
Article 33	<p>Any gains from the sale of shares of the Company by any director, supervisor, senior management or shareholders holding more than 5% of the shares of the Company, sell shares or other securities with an equity nature within six months after buying the same or buy shares or securities within six months after selling the same, the earnings arising therefrom shall belong to the Company and the Company's Board of Directors shall recover such earnings. However, the restriction shall not be applicable to any sale of shares by a securities company holding 5% or above of the Company's shares as a result of its purchase and underwriting of the untaken shares after offering and other circumstances stipulated by the CSRC.</p> <p>The shares or other equity securities held by the directors, supervisors, senior management and natural person shareholders referred to in the preceding paragraph shall include the shares or other equity securities held by their spouse, parents, children, and those held through the accounts of others.</p>	<p>Any gains from the sale of shares of the Company by any director, supervisor, senior management or shareholders holding more than 5% of the shares of the Company, sellwho sells shares or other securities with an equity nature within six months after buyingpurchasing the same or buypurchases shares or securities within six months after selling the same, the earnings arising therefrom shall belong to the Company and the Company's Board of Directors shall recover such earnings. However, the restriction shall not be applicable to any sale of shares by a securities company holding 5% or above of the Company's shares as a result of its purchase and underwriting of the untaken shares after offering and other circumstances stipulated by the CSRC.</p> <p>The shares or other equity securities held by the directors, supervisors, senior management and natural person shareholders referred to in the preceding paragraph shall include the shares or other equity securities held by their spouse, parents, children, and those held through the accounts of others.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original content	Content after amendment
	<p>If the Board of Directors of the Company fails to comply with the provisions of the first paragraph of this Article, the shareholders shall have the right to request the Board of Directors to implement the provisions within 30 days. If the Board of Directors of the Company fails to carry out the enforcement within the aforesaid time limit, the shareholders shall have the right to directly file a lawsuit in the People's Court for the benefit of the Company in their own name.</p> <p>If the Board of Directors of the Company fails to comply with the first paragraph of this Article, relevant responsible directors shall bear joint liability pursuant to the laws.</p>	<p>If the Board of Directors of the Company fails to comply with the provisions of the first paragraph of this Article, the shareholders shall have the right to request the Board of Directors to implement the provisions within 30 days. If the Board of Directors of the Company fails to carry out the enforcement within the aforesaid time limit, the shareholders shall have the right to directly file a lawsuit in the People's Court for the benefit of the Company in their own name.</p> <p>If the Board of Directors of the Company fails to comply with the first paragraph of this Article, relevant responsible directors shall bear joint liability pursuant to the laws.</p>
CHAPTER V RIGHTS AND OBLIGATIONS OF SHAREHOLDERS		
Article 41	<p>The ordinary shareholders of the Company shall enjoy the following rights:</p> <ol style="list-style-type: none"> (1) to receive dividends and other distributions in proportion to the number of shares held; (2) to request, convene, preside over, attend or appoint a proxy to attend shareholders' general meetings, to speak at the meeting and to exercise the corresponding voting rights in accordance with the laws; (3) to supervise the Company's operations, and to put forward proposals or raise inquiries; (4) the right to transfer, give or pledge shares held by them in accordance with laws, administrative regulations, listing rules of the place where the shares of the Company are listed and the Articles of Association; (5) to obtain relevant information in accordance with the Articles of Association, including: <ol style="list-style-type: none"> 1. the right to obtain the copy of the Articles of Association upon payment of the cost thereof; 	<p>The ordinary shareholders of the Company shall enjoy the following rights:</p> <ol style="list-style-type: none"> (1) to receive dividends and other distributions in proportion to the number of shares held; (2) to request, convene, preside over, attend or appoint a proxy to attend general meetings, to speak at the meeting and to exercise the corresponding voting rights in accordance with the laws; (3) to supervise the Company's operations, and to put forward proposals or raise inquiries; (4) the right to transfer, give or pledge shares held by them in accordance with laws, administrative regulations, listing rules of the place where the shares of the Company are listed and the Articles of Association; (5) to obtain relevant information in accordance with the Articles of Association, including: <ol style="list-style-type: none"> 1. the right to obtain the copy of the Articles of Association upon payment of the cost thereof;

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original content	Content after amendment
	<p>2. The right to inspect for free and copy upon payment of a reasonable fee:</p> <p>(1) all parts of the copy of the register of shareholders;</p> <p>(2) personal particulars of each of the Company's Directors, Supervisors, general managers and other Senior Management, including:</p> <p>(a) present and former names and aliases;</p> <p>(b) principal address (residence);</p> <p>(c) nationality;</p> <p>(d) primary and all other part-time occupations and duties;</p> <p>(e) identification document and its number;</p> <p>(3) status of the Company's share capital;</p> <p>(4) the latest audited financial statements of the Company and the reports of the Board, auditors and the Supervisory Committee;</p>	<p>2. The right to inspect for free and copy upon payment of a reasonable fee:</p> <p>(1) all parts of the copy of the register of shareholders;</p> <p>(2) personal particulars of each of the Company's Directors, Supervisors, general managers and other Senior Management, including:</p> <p>(a) present and former names and aliases;</p> <p>(b) principal address (residence);</p> <p>(c) nationality;</p> <p>(d) primary and all other part-time occupations and duties;</p> <p>(e) identification document and its number;</p> <p>(3) status of the Company's share capital;</p> <p>(4) the latest audited financial statements of the Company and the reports of the Board, auditors and the Supervisory Committee;</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original content	Content after amendment
	<p>(5) reports showing the aggregate par value, quantity, highest and lowest price paid in respect of each class of shares repurchased by the Company since the end of the last accounting year and the aggregate amount paid by the Company for this purpose;</p> <p>(6) a copy of the latest annual inspection report filed with the competent administration for industry and commerce or other competent authorities;</p> <p>(7) minutes of shareholders' general meetings (for shareholders' review only) and special resolutions of the Company.</p> <p>The Company shall publish the documents mentioned in the preceding paragraph (2) and other applicable documents on the websites of Hong Kong Stock Exchange and the Company in accordance with the requirements of the Hong Kong Listing Rules. The Company shall make full copy of the register of shareholders and the minutes of the shareholders' general meetings available at the Company's Hong Kong address for inspection by the shareholders for free and photocopying by shareholders upon a reasonable charge.</p> <p>The Company may refuse to provide any of the information it has inspected and photocopied that involves commercial secrets and inside information of the Company as well as personal privacy of relevant personnel.</p> <p>(6) in the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in accordance with the number of shares held;</p>	<p>(5) reports showing the aggregate par value, quantity, highest and lowest price paid in respect of each class of shares repurchased by the Company since the end of the last accounting year and the aggregate amount paid by the Company for this purpose;</p> <p>(6) a copy of the latest annual inspection report filed with the competent administration for industry and commerce or other competent authorities;</p> <p>(7) minutes of general meetings (for shareholders' review only) and special resolutions of the Company.</p> <p>The Company shall publish the documents mentioned in the preceding paragraph (2) and other applicable documents on the websites of Hong Kong Stock Exchange and the Company in accordance with the requirements of the Hong Kong Listing Rules. The Company shall make full copy of the register of shareholders and the minutes of the general meetings available at the Company's Hong Kong address for inspection by the shareholders for free and photocopying by shareholders upon a reasonable charge.</p> <p>The Company may refuse to provide any of the information it has inspected and photocopied that involves commercial secrets and inside information of the Company as well as personal privacy of relevant personnel.</p> <p>(6) in the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in accordance with the number of shares held;</p>

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	<p>(7) to request the Company to purchase the shares held by shareholders who vote against any resolution proposed in any shareholders' general meetings on the merger or division of the Company;</p> <p>(8) Shareholders individually or jointly holding more than 3% of the Company's shares shall have the right to propose extraordinary resolutions in writing to the Board ten days prior to the convening of the shareholders' general meetings;</p> <p>(9) other rights conferred by laws, administrative regulations, listing rules of the place where the shares of the Company are listed or the Articles of Association.</p>	<p>(7) to request the Company to purchase the shares held by shareholders who vote against any resolution proposed in any general meetings on the merger or division of the Company;</p> <p>(8) Shareholders individually or jointly holding more than <u>13%</u> of the Company's shares shall have the right to propose extraordinary resolutions in writing to the Board ten days prior to the convening of the general meetings;</p> <p>(9) other rights conferred by laws, administrative regulations, listing rules of the place where the shares of the Company are listed or the Articles of Association.</p>
Article 42	Where shareholders request for inspection of the relevant information or demand for materials as mentioned in the preceding Articles of Association, they shall provide the Company with written documents evidencing the class and number of shares of the Company they hold. Upon verification of the shareholders' identity, the Company shall provide information requested by such shareholder.	Shareholders requesting to inspect or copy relevant Company materials shall comply with the provisions of the <u>Company Law, and other laws, administrative regulations, and the Articles of Association.</u> request for inspection of the relevant information or demand for materials as mentioned in the preceding Articles of Association, they shall provide the Company with written documents evidencing the class and number of shares of the Company they hold. Upon verification of the shareholders' identity, the Company shall provide information requested by such shareholder.
Article 43	<p>If a resolution of the shareholders' general meetings or Board of the Company violates a law or administrative regulation, shareholders have the right to petition People's Court to invalidate the resolution.</p> <p>If the procedure of convening or the method of voting at the shareholders' general meetings or a Board meeting of the Company violates the laws, administrative regulations or these Articles of Association, or if the content of a resolution is in breach of these Articles of Association, shareholders shall have the right to petition People's Court to revoke such resolution within 60 days from the date on which the resolution is adopted.</p>	<p>If a resolution of the general meetings or Board of the Company violates a law or administrative regulation, shareholders have the right to petition People's Court to invalidate the resolution.</p> <p>If the procedure of convening or the method of voting at the general meetings or a Board meeting of the Company violates the laws, administrative regulations or these Articles of Association, or if the content of a resolution is in breach of these Articles of Association, shareholders shall have the right to petition People's Court to revoke such resolution within 60 days from the date on which the resolution is adopted. <u>However, if the procedural or voting irregularities are minor and have no material impact on the resolution, such requests shall not be entertained.</u></p>

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		<p>Where there is a dispute regarding the validity of a resolution of the general meetings among the Board of Directors, shareholders, or other relevant parties, a lawsuit shall be promptly filed with the People's Court. Before the People's Court renders a judgment or ruling revoking the resolution or otherwise, the relevant parties shall comply with the resolution of the general meetings. The Company, directors and senior management shall fulfil their duties in good faith to ensure the normal operation of the Company.</p> <p>Upon the issuance of a judgment or ruling by the People's Court on the relevant matter, the Company shall perform its information disclosure obligations in accordance with laws, administrative regulations, the rules of the CSRC, and the stock exchange, fully explaining the impact, and shall actively cooperate with the enforcement of such ruling or judgment once it becomes effective. If prior matters need to be corrected, such corrections shall be promptly handled and the corresponding disclosure obligations fulfilled.</p>
Article 44	New article	<p>The resolutions of the general meetings or the Board of Directors of the Company shall be invalid under any of the following circumstances:</p> <ol style="list-style-type: none"> (1) <u>No general meetings or Board of Directors meeting was convened to adopt the resolution;</u> (2) <u>The general meetings or Board of Directors meeting did not vote on the resolution matters;</u> (3) <u>The number of attendees or the number of votes cast at the meeting did not meet the quorum or voting rights required by the Company Law or these Articles of Association;</u> (4) <u>The number of shareholders or the number of votes cast in favour of the resolution did not meet the quorum or voting rights required by the Company Law or these Articles of Association.</u>

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Article 45	<p>In the event of any loss caused to the Company as a result of violation of laws or the regulations of these Articles of Association by the directors or senior management when performing their duties, any of the shareholders who holds 1% or more of the shares individually or jointly for no less than 180 consecutive days shall have the right to request the Supervisory Committee in writing to initiate litigation before the People's Court.</p> <p>In the event of any loss caused to the Company as a result of violation of laws, administrative regulations or these Articles of Association by the Supervisory Committee when performing its duties, any of the shareholders may request the Board in writing to initiate litigation before the People's Court.</p> <p>In the event that the Supervisory Committee or the Board dismisses the written request of any of the shareholders as specified in the preceding paragraph, or withholds from instituting litigation within 30 days of the receipt of the request, or that the failure to institute litigation immediately may otherwise cause irreparable damage to the interest of the Company in an urgent circumstance, such shareholder(s) as mentioned in the preceding paragraph shall have the right to initiate litigation before the People's Court in the name(s) of such shareholder(s) in the interest of the Company.</p> <p>If a third party infringes on the lawful rights and interests of the Company, thereby causing the Company to sustain a loss, the shareholders mentioned in the first paragraph of this Article may initiate litigation before the People's Court pursuant to the preceding two paragraphs.</p>	<p>In the event of any loss caused to the Company as a result of violation of laws or the regulations of these Articles of Association by the directors or senior management who are not members of the Audit Committee when performing their duties, any of the shareholders who holds 1% or more of the shares individually or jointly for no less than 180 consecutive days shall have the right to request the <u>Audit Committee</u> Supervisory Committee in writing to initiate litigation before the People's Court. In the event of any loss caused to the Company as a result of violation of laws, administrative regulations or these Articles of Association by the <u>Audit Committee</u> Supervisory Committee when performing its duties, any of the shareholders may request the Board in writing to initiate litigation before the People's Court.</p> <p>In the event that the <u>Audit Committee</u> Supervisory Committee or the Board dismisses the written request of any of the shareholders as specified in the preceding paragraph, or withholds from instituting litigation within 30 days of the receipt of the request, or that the failure to institute litigation immediately may otherwise cause irreparable damage to the interest of the Company in an urgent circumstance, such shareholder(s) as mentioned in the preceding paragraph shall have the right to initiate litigation before the People's Court in the name(s) of such shareholder(s) in the interest of the Company.</p> <p>If a third party infringes on the lawful rights and interests of the Company, thereby causing the Company to sustain a loss, the shareholders mentioned in the first paragraph of this Article may initiate litigation before the People's Court pursuant to the preceding two paragraphs.</p> <p><u>Where the directors, supervisors or senior management of a wholly-owned subsidiary of the Company violate laws, administrative regulations, or the provisions of these Articles of Association in the performance of their duties, thereby causing losses to the Company, or where any other party infringes upon the lawful rights and interests of the wholly-owned subsidiary and causes losses, shareholders who have held, individually or jointly, 1% or more of the Company's shares for 180 consecutive days or more may, in accordance with the provisions of the first three paragraphs of Article 189 under the Company Law, submit a written request to the Supervisory Committee or the Board of Directors of the wholly-owned subsidiary to file a lawsuit with the People's Court, or may directly file a lawsuit in their own name with the People's Court.</u></p>

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Article 47	<p>The shareholders of the ordinary shares of the Company shall assume the following obligations:</p> <ol style="list-style-type: none"> (1) to abide by laws, administrative regulations, listing rules of the place where the shares of the Company are listed and the Articles of Association; (2) to pay subscription monies according to the number of shares subscribed and the method of subscription; (3) not to withdraw their shares unless required by laws and administrative regulations; (4) not to abuse their shareholders' rights to damage the interests of the Company or other shareholders; not to abuse the independent legal person status of the Company and the limited liability of shareholders to damage the interests of the creditors of the Company; (5) other obligations imposed by laws, administrative regulations, listing rules of the place where the shares of the Company are listed and the Articles of Association. 	<p>The shareholders of the ordinary shares of the Company shall assume the following obligations:</p> <ol style="list-style-type: none"> (1) to abide by laws, administrative regulations, listing rules of the place where the shares of the Company are listed and the Articles of Association; (2) to pay for the shares subscription monies according to the number of shares subscribed and the method of subscription; (3) not to withdraw their share capital shares unless required by laws and administrative regulations; (4) not to abuse their shareholders' rights to damage the interests of the Company or other shareholders; not to abuse the independent legal person status of the Company and the limited liability of shareholders to damage the interests of the creditors of the Company; (5) other obligations imposed by laws, administrative regulations, listing rules of the place where the shares of the Company are listed and the Articles of Association.
Original Article 47	<p>If a holder of at least 5% of the voting shares of the Company wishes to create a pledge over his or her shares, he or she shall report the same in writing to the Company on the date such pledge is created.</p>	<p>Deleted.</p>
Article 50	<p>The controlling shareholder and de facto controller of the Company may not take advantage of their connected relationships to harm the interests of the Company, and they shall be held liable for damages if, as a result of violating a regulation, they cause the Company to sustain a loss.</p> <p>The controlling shareholder and the de facto controller of the Company bear a fiduciary duty toward the Company and public shareholders. The controlling shareholder shall exercise its rights as an investor in strict accordance with the laws. The controlling shareholder may not use such means as profit distribution, asset restructuring, investment in a third party, appropriation of funds, loan security, etc. or use its controlling position to harm the lawful rights and interests of the Company and the public shareholders.</p>	<p>The controlling shareholder and de facto controller of the Company <u>shall exercise their rights and fulfil their obligations in accordance with the laws, administrative regulations, the requirements of the CSRC and the stock exchange, and safeguard the interests of the Company.</u> may not take advantage of their connected relationships to harm the interests of the Company, and they shall be held liable for damages if, as a result of violating a regulation, they cause the Company to sustain a loss.</p> <p>The controlling shareholder and the de facto controller of the Company bear a fiduciary duty toward the Company and public shareholders. The controlling shareholder shall exercise its rights as an investor in strict accordance with the laws. The controlling shareholder may not use such means as profit distribution, asset restructuring, investment in a third party, appropriation of funds, loan security, etc. or use its controlling position to harm the lawful rights and interests of the Company and the public shareholders.</p>

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Article 51	New article	<p><u>The controlling shareholder and de facto controller of the Company shall comply with the following provisions:</u></p> <p>(1) <u>Exercise shareholder rights in accordance with the law, and shall not abuse control rights or exploit related-party relationships to the detriment of the Company or the legitimate rights and interests of other shareholders;</u></p> <p>(2) <u>Strictly fulfil any public statements and commitments made, and shall not alter or waive them without authorization;</u></p> <p>(3) <u>Strictly comply with relevant regulations in fulfilling information disclosure obligations, actively cooperate with the Company in disclosing information, and promptly inform the Company of any material events that have occurred or are expected to occur;</u></p> <p>(4) <u>Shall not occupy or misappropriate the Company's funds in any manner;</u></p> <p>(5) <u>Shall not compel, instruct, or require the Company or its relevant personnel to provide guarantees in violation of laws and regulations;</u></p> <p>(6) <u>Shall not use the Company's undisclosed material information for personal gain, disclose any undisclosed material information related to the Company by any means, or engage in insider trading, short-swing trading, market manipulation, or other illegal or non-compliant activities;</u></p>

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		<p>(7) <u>Shall not harm the legitimate rights and interests of the Company and other shareholders through unfair related-party transactions, profit distribution, asset restructuring, external investment, or any other means;</u></p> <p>(8) <u>Shall ensure the Company's asset integrity, personnel independence, financial independence, organizational independence, and business independence, and shall not affect the Company's independence in any manner;</u></p> <p>(9) <u>Comply with other provisions stipulated by laws, administrative regulations, the CSRC, the business rules of the stock exchange, and the Articles of Association.</u></p> <p><u>Where the controlling shareholder or de facto controller of the Company does not act as a director of the Company but actually carries out the affairs of the Company, the provisions of the Company's Articles of Association relating to the duties of loyalty and diligence of directors shall apply.</u></p> <p><u>Where the controlling shareholder or de facto controller of the Company instructs any director or senior management to engage in acts that are detrimental to the interests of the Company or its shareholders, such controlling shareholder or de facto controller shall bear joint and several liability together with the relevant director or senior management.</u></p>
Article 52	New article	<u>Where the controlling shareholder or de facto controller pledges the shares of the Company held or actually controlled by them, they shall ensure the stability of the Company's control and normal business operations.</u>
Article 53	New article	<u>When the controlling shareholder or de facto controller transfers the shares of the Company held by them, they shall comply with the restrictive provisions on share transfers as stipulated by laws, administrative regulations, the CSRC, and the stock exchange, as well as any commitments made regarding restrictions on share transfers.</u>

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CHAPTER VI GENERAL MEETINGS Section 1 General Provisions for General Meetings		
Article 54	<p>The shareholders' general meetings is the organ of authority of the Company and shall exercise the following functions and powers in accordance with laws:</p> <ol style="list-style-type: none"> (1) to decide on the Company's business policies and investment plans; (2) to elect and replace Directors, and Supervisors who are not representatives of the employees and to decide on matters relating to the remuneration of Directors and Supervisors; (3) to examine and approve reports of the Board of Directors; (4) to examine and approve reports of the Supervisory Committee; (5) to examine and approve the Company's annual financial budget and final accounts; (6) to examine and approve the Company's profit distribution plans and loss recovery plans; (7) to resolve on the increase or reduction of the Company's registered capital; (8) to resolve on the issue of bonds, issue of shares of any class, warrants and other similar securities and listing of the Company; 	<p>The general meeting shall be composed of all shareholders. The general meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with laws:</p> <ol style="list-style-type: none"> (4) to decide on the Company's business policies and investment plans; (1) to elect and replace Directors, and Supervisors who are not representatives of the employees and to decide on matters relating to the remuneration of Directors and Supervisors; (2) to examine and approve reports of the Board of Directors; (3) to examine and approve the Company's profit distribution plans and loss recovery plans; (4) to examine and approve reports of the Supervisory Committee; (5) to examine and approve the Company's annual financial budget and final accounts; (4) to resolve on the increase or reduction of the Company's registered capital; (5) to resolve on the issue of corporate bonds, issue of shares of any class, warrants and other similar securities and listing of the Company; (6) to resolve on the merger, division, dissolution, liquidation or change of corporate form of the Company; (7) to amend the Articles of Association; (8) to resolve on the appointment or; dismissal or non-reappointment of the accounting firm of the Company <u>engaged in the Company's audit business;</u>

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	<p>(9) to resolve on the merger, division, dissolution, liquidation or change of corporate form of the Company;</p> <p>(10) to amend the Articles of Association;</p> <p>(11) to resolve on the appointment, dismissal or non-reappointment of the accounting firm of the Company;</p> <p>(12) to examine and approve guarantees which shall be approved by the shareholders' general meetings;</p> <p>(13) to consider and approve matters relating to the Company's purchase or disposal of material asset or guarantees with an amount exceeding 30% of the total assets of the Company within one year;</p> <p>(14) to consider and approve matters concerning the changes of uses of the funds raised;</p> <p>(15) to consider share incentive plans and employee stock option plans;</p> <p>(16) to consider other matters required by the laws, administrative regulations, listing rules of the place where the shares of the Company are listed or the Articles of Association to be decided by the shareholders' general meetings.</p> <p>The above matters within the terms of reference of the shareholders' general meetings shall be considered and decided by the shareholders' general meetings. The above-mentioned powers of the shareholders' general meetings shall not be exercised by the Board or other institutions or individuals by way of authorization. The shareholders' general meetings may authorize or entrust the Board to handle the matters authorized or entrusted by it without violating the PRC laws and regulations, regulations and regulatory rules of the place where the Company's shares are listing, and the delegation of authority shall be clear and specific and shall be made in writing, but shall not delegate to the Board of Directors powers and functions that are legally exercised by the shareholders' general meetings.</p>	<p>(9) to examine and approve guarantees which shall be approved by the general meetings;</p> <p>(10) to consider and approve matters relating to the Company's purchase or disposal of material asset or guarantees with an amount exceeding 30% of the <u>latest audited</u> total assets of the Company within one year;</p> <p>(11) to consider and approve matters concerning the changes of uses of the funds raised;</p> <p>(12) to consider share incentive plans and employee stock option plans;</p> <p>(13) to consider other matters required by the laws, administrative regulations, listing rules of the place where the shares of the Company are listed or the Articles of Association to be decided by the general meetings.</p> <p>The above matters within the terms of reference of the general meetings shall be considered and decided by the general meetings. The above-mentioned powers of the general meetings shall not be exercised by the Board or other institutions or individuals by way of authorization. The general meetings may authorize or entrust the Board to handle the matters authorized or entrusted by it without violating the PRC laws and regulations, regulations and regulatory rules of the place where the Company's shares are listing, and the delegation of authority shall be clear and specific and shall be made in writing, but shall not delegate to the Board of Directors powers and functions that are legally exercised by the general meetings.</p>

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Article 55	<p>Any external guarantee of the Company shall be considered and approved by the Board. Any guarantee provided by the Company to its shareholders or de facto controllers shall be subject to the resolution of the Shareholders' general meetings.</p> <p>Under the following circumstances, the external guarantees of the Company must be considered and approved at the shareholders' general meetings.</p> <p>(1) Guarantees provided after the total amount of external guarantees provided by the Company and its controlled subsidiary companies exceeds 50% of the Company's audited net assets of the last period;</p> <p>(2) Guarantees provided after the total amount of external guarantees provided by the Company exceeds 30% of the Company's audited total assets of the last period;</p> <p>(3) Guarantees provided by the Company within one year exceed 30% of the Company's audited total assets of the last period;</p> <p>(4) Guarantees provided for a party whose liability-asset ratio exceeds 70%;</p> <p>(5) A single guarantee which exceeds 10% of the Company's audited net assets of the last period;</p> <p>(6) Guarantees provided for shareholders, the actual controller, and the affiliates thereof.</p>	<p>Any external guarantee of the Company shall be considered and approved by the Board. Any guarantee provided by the Company to its shareholders or de facto controllers shall be subject to the resolution of the general meetings.</p> <p>Under the following circumstances, the external guarantees of the Company must be considered and approved at the general meetings.</p> <p>(1) Guarantees provided after the total amount of external guarantees provided by the Company and its controlled subsidiary companies exceeds 50% of the Company's audited net assets of the last period;</p> <p>(2) Guarantees provided after the total amount of external guarantees provided by the Company exceeds 30% of the Company's audited total assets of the last period;</p> <p>(3) Guarantees provided by the Company <u>to others</u> within one year exceed 30% of the Company's audited total assets of the last period;</p> <p>(4) Guarantees provided for a party whose liability-asset ratio exceeds 70%;</p> <p>(5) A single guarantee which exceeds 10% of the Company's audited net assets of the last period;</p> <p>(6) Guarantees provided for shareholders, the actual controller, and the affiliates thereof.</p>

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	<p>When the shareholders' general meetings is considering a proposal to provide guarantee for any shareholder or de facto controller, the said shareholder or the shareholders controlled by the said de facto controller shall be abstained from voting on the proposal, and the proposal shall be subject to approval by more than half of the voting rights of the other attending shareholders.</p> <p>If a director, the general manager, and other senior management member violate the provisions on the approval authority or consideration procedure of guarantee to third parties as specified in laws, administrative regulations, or these Articles of Association, thereby causing the Company to sustain a loss, he or she shall be liable for the damages and the Company may institute a legal action against him or her in accordance with the law.</p>	<p>When the general meetings is considering a proposal to provide guarantee for any shareholder or de facto controller, the said shareholder or the shareholders controlled by the said de facto controller shall be abstained from voting on the proposal, and the proposal shall be subject to approval by more than half of the voting rights of the other attending shareholders.</p> <p>If a director, the general manager, and other senior management member violate the provisions on the approval authority or consideration procedure of guarantee to third parties as specified in laws, administrative regulations, or these Articles of Association, thereby causing the Company to sustain a loss, he or she shall be liable for the damages and the Company may institute a legal action against him or her in accordance with the law.</p>
Article 57	<p>The shareholders' general meetings are divided into annual general meetings and extraordinary general meetings. The annual general meetings shall be held once every year within six months after the end of the previous accounting year.</p> <p>Extraordinary general meetings shall be convened when necessary. The Board shall convene an extraordinary general meetings within two months from the date of occurrence of any of the following circumstances:</p> <p>(1) the number of Directors is less than the number stipulated in the Company Law or less than two-thirds of the number specified in the Articles of Association;</p> <p>(2) when the unrecovered losses of the Company amount to one-third of the total amount of its paid-up share capital;</p>	<p>The general meetingsGeneral Meetings are divided into annual general meetings and extraordinary general meetings. The annual general meetings shall be held once every year within six months after the end of the previous accounting year.</p> <p>Extraordinary general meetings shall be convened when necessary. The Board shall convene an extraordinary general meetings within two months from the date of occurrence of any of the following circumstances:</p> <p>(1) the number of Directors is less than the number stipulated in the Company Law or less than two-thirds of the number specified in the Articles of Association;</p> <p>(2) when the unrecovered losses of the Company amount to one-third of the total amount of its paid-up share capital;</p>

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	<p>(3) shareholders individually or jointly holding more than 10% of the Company's shares request in writing;</p> <p>(4) when deemed necessary by the Board or as proposed by the Supervisory Committee;</p> <p>(5) other circumstances stipulated by the laws and regulations of the PRC, the securities regulatory authorities of the place where the shares of the Company are listed and the Hong Kong Stock Exchange.</p> <p>In the event of the aforesaid (3) to (4), the topics of the meeting proposed by the convening requester shall be included in the agenda of the meeting.</p>	<p>(3) shareholders individually or jointly holding more than 10% of the Company's shares <u>(including preferred shares with restored voting rights)</u> request in writing;</p> <p>(4) when deemed necessary by the Board or as proposed by the <u>Audit Committee</u> Supervisory Committee;</p> <p>(5) other circumstances stipulated by the laws and regulations of the PRC, the securities regulatory authorities of the place where the shares of the Company are listed and the Hong Kong Stock Exchange.</p> <p>In the event of the aforesaid (3) to (4), the topics of the meeting proposed by the convening requester shall be included in the agenda of the meeting.</p>
Article 58	<p>A meeting venue will be established for shareholders' general meetings and meetings shall be held on site. The Company will also provide online voting to facilitate shareholders' participation in the shareholders' general meetings.</p> <p>The shareholders that have participated in the meeting through access of any aforesaid means shall be deemed as present at the meeting.</p>	<p>A meeting venue will be established for general meetings and meetings shall be held on site. The Company will also provide online voting to facilitate shareholders' participation in the general meetings.</p> <p>The shareholders that have participated in the meeting through access of any aforesaid means shall be deemed as present at the meeting. <u>The general meeting may be held not only in person at the meeting venue in the form of an on-site meeting, but also simultaneously through electronic communication means.</u></p>

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Section 2 Convening, Proposals and Notice of General Meetings		
Article 59	<p>Shareholders' General Meetings shall be convened by the Board in accordance with laws.</p> <p>Independent directors shall have the right to propose to the board of directors the convening of an extraordinary Shareholders' General Meeting. With respect to this proposal, the board of directors shall, in accordance with laws, administrative regulations and these Articles of Association, bring forward a feedback opinion in writing, within ten days of receiving the proposal, on agreeing or disagreeing with convening the extraordinary Shareholders' General Meeting. In the event that the board of directors agrees to convene the extraordinary Shareholders' General Meeting, it shall issue a notice of convening a Shareholders' General Meeting within five days of making a resolution. In the event that the board of directors does not agree to convene the extraordinary Shareholders' General Meeting, it shall explain the reasons and make an announcement.</p> <p>The Supervisory Committee shall have the right to propose to the board of directors the convening of an extraordinary Shareholders' General Meeting and shall do so in writing. The board of directors shall, in accordance with laws, administrative regulations and these Articles of Association, bring forward a feedback opinion in writing, within ten days of receiving the proposal, on agreeing or disagreeing with convening the extraordinary Shareholders' General Meeting.</p> <p>In the event that the board of directors agrees to convene the extraordinary Shareholders' General Meeting, it shall issue a notice of convening a Shareholders' General Meeting within five days of making a resolution. Any changes in the original proposal in the notice shall be approved by the Supervisory Committee.</p> <p>In the event that the board of directors does not agree to convene the extraordinary Shareholders' General Meeting or does not make any feedback within ten days of receiving the proposal, the board of directors shall be deemed as being unable to or as being not to perform the duty of convening the Shareholders' General Meeting. The Supervisory Committee may convene and preside over a meeting on their own.</p>	<p>General Meetings shall be convened by the Board in accordance with laws.</p> <p>Subject to the consent of more than half of all the <u>independent directors</u>, independent directors shall have the right to propose to the board of directors the convening of an extraordinary General Meeting. With respect to this proposal, the board of directors shall, in accordance with laws, administrative regulations and these Articles of Association, bring forward a feedback opinion in writing, within ten days of receiving the proposal, on agreeing or disagreeing with convening the extraordinary General Meeting. In the event that the board of directors agrees to convene the extraordinary General Meeting, it shall issue a notice of convening a General Meeting within five days of making a resolution. In the event that the board of directors does not agree to convene the extraordinary General Meeting, it shall explain the reasons and make an announcement.</p> <p>The Supervisory Committee <u>Audit Committee</u> shall have the right to propose to the board of directors the convening of an extraordinary General Meeting and shall do so in writing. The board of directors shall, in accordance with laws, administrative regulations and these Articles of Association, bring forward a feedback opinion in writing, within ten days of receiving the proposal, on agreeing or disagreeing with convening the extraordinary General Meeting.</p> <p>In the event that the board of directors agrees to convene the extraordinary General Meeting, it shall issue a notice of convening a General Meeting within five days of making a resolution. Any changes in the original proposal in the notice shall be approved by the <u>Audit Committee</u> Supervisory Committee.</p> <p>In the event that the board of directors does not agree to convene the extraordinary General Meeting or does not make any feedback within ten days of receiving the proposal, the board of directors shall be deemed as being unable to or as being not to perform the duty of convening the General Meeting. The <u>Audit Committee</u> Supervisory Committee may convene and preside over a meeting on their own.</p>

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Article 60	<p>Shareholders who request to convene an extraordinary Shareholders' General Meeting shall follow the following procedures:</p> <p>(1) Shareholders individually or jointly holding more than 10% of the shares carrying the right to vote at the meeting sought to be held may sign one or more written requests of identical form and substance requesting the Board to convene an extraordinary Shareholders' General Meeting and stating the subject of the meeting. The Board shall bring forward a feedback opinion in writing within ten days of receiving the aforesaid written request, on agreeing or disagreeing with convening the extraordinary Shareholders' General Meeting. The aforesaid number of shares held shall be calculated as at the date of the written request.</p> <p>(2) If the board of directors agrees to hold the meeting, a notice of a shareholders' meeting shall be issued within five days after a resolution is made at a meeting of the board of directors, but any modification to the original request in the notice shall be subject to the consent of the relevant shareholder or shareholders.</p> <p>(3) If the board of directors disagrees to hold the meeting or no feedback is provided within 10 days after the request is received, the shareholder holding or shareholders aggregately holding 10% or more of the shares of the Company shall have the right to propose the holding of a special shareholders' meeting to the board of supervisors, but shall request it in writing.</p>	<p>Shareholders who request to convene an extraordinary General Meeting shall follow the following procedures:</p> <p>(1) Shareholders individually or jointly holding more than 10% of the <u>Company's shares (including preferred shares with restored voting rights)</u> carrying the right to vote at the meeting sought to be held may sign one or more written requests of identical form and substance requesting the Board to convene an extraordinary General Meeting and stating the subject of the meeting. The Board shall bring forward a feedback opinion in writing within ten days of receiving the aforesaid written request, on agreeing or disagreeing with convening the extraordinary General Meeting. The aforesaid number of shares held shall be calculated as at the date of the written request.</p> <p>(2) If the board of directors agrees to hold the meeting, a notice of a general meeting shall be issued within five days after a resolution is made at a meeting of the board of directors, but any modification to the original request in the notice shall be subject to the consent of the relevant shareholder or shareholders.</p> <p>(3) If the board of directors disagrees to hold the meeting or no feedback is provided within 10 days after the request is received, the shareholder holding or shareholders aggregately holding 10% or more of the shares <u>(including preferred shares with restored voting rights)</u> of the Company shall have the right to propose the holding of a special general meeting to the <u>Audit Committee</u> board of supervisors, but shall request it in writing.</p>

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	<p>(4) If the board of supervisors agrees to hold the meeting, it shall issue a notice of holding a shareholders' meeting within five days after receiving the request, but any modification to the original request in the notice shall be subject to the consent of the relevant shareholder or shareholders.</p> <p>(5) If the board of supervisors fails to issue a notice of holding a shareholders' meeting within the prescribed time limit, it shall be deemed that the board of supervisors fails to convene and preside over the shareholders' meeting, and a shareholding holding or shareholders aggregately holding 10% or more of the shares of the Company for 90 consecutive days may convene and preside over the meeting on its or their own initiative.</p>	<p>(4) If the <u>Audit Committee</u> board of supervisors agrees to hold the meeting, it shall issue a notice of holding a general meeting within five days after receiving the request, but any modification to the original request in the notice shall be subject to the consent of the relevant shareholder or shareholders.</p> <p>(5) If the <u>Audit Committee</u> board of supervisors fails to issue a notice of holding a general meeting within the prescribed time limit, it shall be deemed that the <u>Audit Committee</u> board of supervisors fails to convene and preside over the general meeting, and a shareholding holding or shareholders aggregately holding 10% or more of the shares <u>(including preferred shares with restored voting rights)</u> of the Company for 90 consecutive days may convene and preside over the meeting on its or their own initiative.</p>
Article 61	<p>When a company convenes a Shareholders' General Meeting, shareholders individually or jointly holding more than 3% of a company's shares may submit ad hoc proposals in writing to the convener 10 days before the Shareholders' General Meeting is convened. The convener shall issue a supplementary notice of the Shareholders' General Meeting to other shareholders within two days after receipt of the proposal, and include the matters in the proposal which are within the scope of duties of the Shareholders' General Meeting into the agenda of the meeting and submit it to the Shareholders' General Meeting for consideration.</p> <p>Except for the circumstances specified above, the convener shall not amend the proposals set out in the notice of the Shareholders' General Meeting or add new proposals after the issuance of the notice of the Shareholders' General Meeting.</p> <p>Proposals not set out in the notice of the Shareholders' General Meeting or not complying with these Articles of Association shall not be voted on or resolved at the Shareholders' General Meeting.</p>	<p>When a company convenes a General Meeting, shareholders individually or jointly holding more than 1% of a company's shares <u>(including preferred shares with restored voting rights)</u> may submit ad hoc proposals in writing to the convener 10 days before the General Meeting is convened. The convener shall issue a supplementary notice of the General Meeting to other shareholders within two days after receipt of the proposal, and include the matters in the proposal which are within the scope of duties of the Shareholders' General Meeting into the agenda of the meeting and submit it to the General Meeting for consideration, however, except for those that violate the laws, administrative regulations, or these Articles of Association, or fall outside the scope of terms of reference of a general meeting.</p> <p>Except for the circumstances specified above, the convener shall not amend the proposals set out in the notice of the General Meeting or add new proposals after the issuance of the notice of the General Meeting.</p> <p>Proposals not set out in the notice of the General Meeting or not complying with these Articles of Association shall not be voted on or resolved at the General Meeting.</p>

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Article 63	<p>When the Company is to hold an annual Shareholders' General Meeting, it shall issue a written notice 20 days (excluding the date of the notice and the meeting) prior to the meeting informing all the registered shareholders of the matters to be considered at the meeting as well as the date and place of the meeting by way of an announcement. When the Company is to hold an extraordinary Shareholders' General Meeting, it shall issue a written notice 15 days (excluding the date of the notice and the meeting) prior to the meeting informing all the registered shareholders of the matters to be considered at the meeting as well as the date and place of the meeting by way of an announcement.</p> <p>Unless otherwise specified in these Articles of Association, the notice of the Shareholders' General Meeting shall be delivered to shareholders (with or without voting rights at the Shareholders' General Meeting) personally or by postage prepaid mails to their addresses registered in the register of shareholders, or subject to compliance with the applicable laws and regulations and the listing rules of the place where the shares of the Company are listed, be published at the Company's website and the website designated by the Hong Kong Stock Exchange. If an announcement shall be made to the shareholders of overseas listed shares pursuant to the Articles of Association, the relevant announcement shall be published in the manner required by the Hong Kong Listing Rules. The notice of the Shareholders' General Meeting to the shareholders of domestic unlisted shares may also be made by way of announcement.</p> <p>The announcement referred to in the preceding provision shall be published in one or more newspapers designated by the securities regulatory authority of the State Council within 20 days (excluding the date of the notice and the meeting) prior to the convening of the annual Shareholders' General Meeting or 15 days (excluding the date of the notice and the meeting) prior to the convening of the extraordinary Shareholders' General Meeting. Once the announcement is made, all holders of domestic unlisted shares shall be deemed to have received the notice of the relevant Shareholders' General Meeting.</p>	<p>When the Company is to hold an annual General Meeting, it shall issue a written notice 20 days (excluding the date of the notice and the meeting) prior to the meeting informing all the registered shareholders of the matters to be considered at the meeting as well as the date and place of the meeting by way of an announcement. When the Company is to hold an extraordinary General Meeting, it shall issue a written notice 15 days (excluding the date of the notice and the meeting) prior to the meeting informing all the registered shareholders of the matters to be considered at the meeting as well as the date and place of the meeting by way of an announcement.</p> <p>Unless otherwise specified in these Articles of Association, The notice of the General Meeting shall be delivered to shareholders (with or without voting rights at the Shareholders' General Meeting) personally or by postage prepaid mails to their addresses registered in the register of shareholders, or subject to compliance with the applicable laws and regulations and the listing rules of the place where the shares of the Company are listed, be published at the Company's website and the website designated by the Hong Kong Stock Exchange. If an announcement shall be made to the shareholders of overseas listed shares pursuant to the Articles of Association, the relevant announcement shall, and be published in the manner required by the Hong Kong Listing Rules. The notice of the Shareholders' General Meeting to the shareholders of domestic unlisted shares may also be made by way of announcement.</p> <p>The announcement referred to in the preceding provision shall be published in one or more newspapers designated by the securities regulatory authority of the State Council within 20 days (excluding the date of the notice and the meeting) prior to the convening of the annual Shareholders' General Meeting or 15 days (excluding the date of the notice and the meeting) prior to the convening of the extraordinary Shareholders' General Meeting. Once the announcement is made, all holders of domestic unlisted shares shall be deemed to have received the notice of the relevant Shareholders' General Meeting.</p>

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	<p>The notice of the Shareholders' General Meeting sent to the shareholders of overseas listed shares shall be served 20 days (excluding the date of the notice and the meeting) prior to the convening of the annual Shareholders' General Meeting or 15 days (excluding the date of the notice and the meeting) prior to the convening of the extraordinary Shareholders' General Meeting by any of the following means:</p> <ol style="list-style-type: none"> (1) to be sent to each shareholder of overseas listed shares in person or by mail to the registered address of each shareholder of overseas listed shares; (2) to be published on the website of the Company or the websites designated by the securities regulatory authority or stock exchange of the place where the shares of the Company are listed in accordance with the applicable laws, administrative regulations and relevant listing rules; (3) to be sent according to other requirements of the stock exchange of the place where the shares of the Company are listed and the Listing Rules. 	<p>The notice of the Shareholders' General Meeting sent to the shareholders of overseas listed shares shall be served 20 days (excluding the date of the notice and the meeting) prior to the convening of the annual Shareholders' General Meeting or 15 days (excluding the date of the notice and the meeting) prior to the convening of the extraordinary Shareholders' General Meeting by any of the following means:</p> <ol style="list-style-type: none"> (1) to be sent to each shareholder of overseas listed shares in person or by mail to the registered address of each shareholder of overseas listed shares; (2) to be published on the website of the Company or the websites designated by the securities regulatory authority or stock exchange of the place where the shares of the Company are listed in accordance with the applicable laws, administrative regulations and relevant listing rules; (3) to be sent according to other requirements of the stock exchange of the place where the shares of the Company are listed and the Listing Rules.
Article 65	<p>The notice of a Shareholders' General Meeting shall include the following:</p> <ol style="list-style-type: none"> (1) be made in writing; (2) the time, place and date of the meeting; (3) the matters and proposals submitted to the meeting for deliberation; (4) provide such information and explanation as are necessary for the shareholders to make sensible decisions on the proposals before them. This principle includes (but not limited to), where a proposal is made to amalgamate the Company with another, to repurchase shares, to reorganize the share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with the contracts, if any, and the cause and effect of such proposal must be serious explained; 	<p>The notice of a General Meeting shall include the following:</p> <ol style="list-style-type: none"> (1) be made in writing; (2) the time, place and date of the meeting; (3) the matters and proposals submitted to the meeting for deliberation; (4) provide such information and explanation as are necessary for the shareholders to make sensible decisions on the proposals before them. This principle includes (but not limited to), where a proposal is made to amalgamate the Company with another, to repurchase shares, to reorganize the share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with the contracts, if any, and the cause and effect of such proposal must be serious explained;

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	(5) contain a disclosure of the nature and extent, if any, of the material interests of any Director, Supervisor, general manager and other Senior Management in the proposed transaction;	(5) contain a disclosure of the nature and extent, if any, of the material interests of any Director, Supervisor , general manager and other Senior Management in the proposed transaction;
	(6) contain the full text of any special resolution proposed to be passed at the meeting;	(6) contain the full text of any special resolution proposed to be passed at the meeting;
	(7) contain conspicuously a statement that a shareholder entitled to attend and vote is entitled to appoint one or more proxies to attend and vote on his behalf and that a proxy need not be a shareholder of the Company;	(7) contain conspicuously a statement that all ordinary shareholders (including preferred shares with restored voting rights) and shareholders with special voting rights shares are entitled to attend and vote in the general meeting, and can appoint proxies to attend and vote on their behalf in the meeting; such proxies need not be the shareholders of the Company; a shareholder entitled to attend and vote is entitled to appoint one or more proxies to attend and vote on his behalf and that a proxy need not be a shareholder of the Company;
	(8) specify the time and place for lodging proxy forms for voting at the meeting;	(8) specify the time and place for lodging proxy forms for voting at the meeting;
	(9) contain the registration date of shareholders entitled to attend the Shareholders' General Meeting;	(9) contain the registration date of shareholders entitled to attend the General Meeting;
	(10) contain the name and telephone number of the permanent contact person of the meeting;	(10) contain the name and telephone number of the permanent contact person of the meeting;
	(11) voting time and voting procedures by online or other means;	(11) voting time and voting procedures by online or other means;
	(12) other matters stipulated by laws, administrative regulations and regulatory documents.	(12) other matters stipulated by laws, administrative regulations and regulatory documents.

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Section 3 Convening, Voting and Resolutions of General Meetings		
Article 71	<p>The proxy form shall specify that if a shareholder fails to give instruction, the proxy may vote in such a way as he/she thinks fit.</p> <p>Save as provided above, the aforesaid proxy form shall also specify the number of shares to be represented by the proxy, the name of the proxy; whether or not the proxy has any voting right(s); whether or not the proxy has any voting right(s) in respect of interim proposals which may be included in the agenda of the shareholders' general meeting; and, if the proxy has such voting right(s), specific instructions as to the exercise of those voting rights, being separate instructions as to whether to vote for, vote against, or abstain from voting on, each item included on the agenda of the shareholders' general meeting as an item for consideration thereat; the date of issue and validity period. If several persons are appointed as the shareholders' proxies, the proxy form shall specify the number of shares to be represented by each proxy.</p> <p>Where the shareholders' general meeting is attended by a proxy, he/she shall produce his/her own identity documents and the proxy form signed by (or under the seal of) the principal which indicates the date of issue, except for recognized clearing house (or its proxy). If the principal is a corporate shareholder, the proxy form shall be under the seal of the corporate.</p> <p>Where the shareholders' general meeting is attended by an individual shareholder in person, he/she shall produce his or her own identity documents. Where a corporate shareholder appoints its legal representative to attend the meeting, the legal representative shall produce his/her own identity documents and a notarially certified copy of the resolution signed by the Board or other governing bodies of the corporate shareholder or other notarially certified documents allowed by the Company, except for recognized clearing house (or its proxy).</p>	<p>The proxy form shall specify that if a shareholder fails to give instruction, the proxy may vote in such a way as he/she thinks fit.</p> <p>Save as provided above, the aforesaid proxy form shall also specify the number of shares to be represented by the proxy, the name of the proxy; whether or not the proxy has any voting right(s); whether or not the proxy has any voting right(s) in respect of interim proposals which may be included in the agenda of the general meeting; and, if the proxy has such voting right(s), specific instructions as to the exercise of those voting rights, being separate instructions as to whether to vote for, vote against, or abstain from voting on, each item included on the agenda of the general meeting as an item for consideration thereat; the date of issue and validity period. If several persons are appointed as the shareholders' proxies, the proxy form shall specify the number of shares to be represented by each proxy.</p> <p>Where the general meeting is attended by a proxy, he/she shall produce his/her own identity documents and the proxy form signed by (or under the seal of) the principal which indicates the date of issue, except for recognized clearing house (or its proxy). If the principal is a corporate shareholder, the proxy form shall be under the seal of the corporate.</p> <p>Where the general meeting is attended by an individual shareholder in person, he/she shall produce his or her own identity documents. Where a corporate shareholder appoints its legal representative to attend the meeting, the legal representative shall produce his/her own identity documents and a notarially certified copy of the resolution signed by the Board or other governing bodies of the corporate shareholder or other notarially certified documents allowed by the Company, except for recognized clearing house (or its proxy).</p> <p><u>HKSCC is entitled to appoint proxies or corporate representatives to attend the Company's general meetings and creditors meetings and those proxies or corporate representatives must enjoy rights equivalent to the rights of other shareholders, including the right to speak and vote.</u></p>

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Article 73	<p>Shareholders' general meetings shall be presided over by the chairman of the Board. In the event that the chairman of the Board is incapable of performing or fails to perform his/her duties, the meeting shall be presided over by a Director jointly elected by more than half of the Directors.</p> <p>A shareholders' general meeting convened by the Supervisory Committee on its own shall be presided over by the chairman of the Supervisory Committee. In the event that the chairman of the Supervisory Committee is incapable of performing or fails to perform his/her duties, the meeting shall be presided over by a Supervisor jointly elected by more than half of the Supervisors.</p> <p>The shareholders' general meeting convened by shareholder(s) shall be presided over by a representative elected by the convener.</p> <p>Where the Supervisory Committee or shareholders convene a shareholders' general meeting on its or their own, all the necessary costs incurred shall be borne by the Company, and the Board and the secretary to the Board shall cooperate. The Board shall provide the register of shareholders as at the record date.</p> <p>When a shareholders' general meeting is convened, if the chairman of the meeting violates the rules of procedure, making continuance of the shareholders' general meeting impossible, with the consent of shareholders holding more than one half of the voting rights present at the meeting, the shareholders' general meeting may elect a person to serve as the chairman of the meeting and the meeting shall continue.</p>	<p>General meetings shall be presided over by the chairman of the Board. In the event that the chairman of the Board is incapable of performing or fails to perform his/her duties, the meeting shall be presided over by a Director jointly elected by more than half of the Directors.</p> <p>A general meeting convened by the Supervisory Committee <u>Audit Committee</u> on its own shall be presided over by the chairman of the <u>Audit Committee</u> Supervisory Committee. In the event that the chairman of the <u>Audit Committee</u> is incapable of performing or fails to perform his/her duties, the meeting shall be presided over by a <u>member of the Audit Committee</u> Supervisor jointly elected by more than half of the <u>members of the Audit Committee</u> Supervisors.</p> <p>The general meeting convened by shareholder(s) shall be presided over by a representative elected by the convener.</p> <p>Where the <u>Audit Committee</u> Supervisory Committee or shareholders convene a general meeting on its or their own, all the necessary costs incurred shall be borne by the Company, and the Board and the secretary to the Board shall cooperate. The Board shall provide the register of shareholders as at the record date.</p> <p>When a general meeting is convened, if the chairman of the meeting violates the rules of procedure, making continuance of the general meeting impossible, with the consent of shareholders holding more than one half of the voting rights present at the meeting, the general meeting may elect a person to serve as the chairman of the meeting and the meeting shall continue.</p>

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Article 74	<p>Resolutions of the shareholders' general meeting shall be divided into ordinary resolutions and special resolutions.</p> <p>To adopt an ordinary resolution, votes representing more than half of the voting rights represented by the shareholders (including proxies) present at the meeting must be exercised in favor of the resolution in order for it to be passed.</p> <p>To adopt a special resolution, votes representing more than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting must be exercised in favor of the resolution in order for it to be passed.</p> <p>A shareholder (including his/her proxy) attending the meeting shall vote for or against each resolution relating to every matter which has been put to vote at the relevant meeting. Any voting form which is uncompleted, wrongly completed, completed with illegible writing or not cast will be deemed as having waived voting rights, and the corresponding poll will be counted as "Abstain". When the Company calculates the voting results on this matter, abstention votes are included in the number of votes with voting rights and participation.</p>	<p>Resolutions of the general meeting shall be divided into ordinary resolutions and special resolutions.</p> <p>To adopt an ordinary resolution, votes representing more than half of the voting rights represented by the shareholders (including proxies) present at the meeting must be exercised in favor of the resolution in order for it to be passed.</p> <p>To adopt a special resolution, votes representing more than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting must be exercised in favor of the resolution in order for it to be passed.</p> <p>A shareholder (including his/her proxy) attending the meeting shall vote for or against each resolution relating to every matter which has been put to vote at the relevant meeting. Any voting form which is uncompleted, wrongly completed, completed with illegible writing or not cast will be deemed as having waived voting rights, and the corresponding poll will be counted as "Abstain". When the Company calculates the voting results on this matter, abstention votes are included in the number of votes with voting rights and participation.</p>
Article 76	<p>The shareholders' general meeting shall have minutes which are recorded by the secretary to the Board and include the following contents:</p> <p>(1) the date and time, venue and agenda of the meeting and the name of the convener;</p> <p>(2) the names of the chairman of the meeting, and the Directors, Supervisors, general managers and other Senior Management attending or present at the meeting;</p>	<p>The general meeting shall have minutes which are recorded by the secretary to the Board and include the following contents:</p> <p>(1) the date and time, venue and agenda of the meeting and the name of the convener;</p> <p>(2) the names of the chairman of the meeting, and the Directors, Supervisors, general managers and other Senior Management attending or present at the meeting;</p>

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	<p>(3) the number of shareholders and proxies present at the meeting, total number of voting shares held by them, and the percentage of voting shares held by them to the total number of shares of the Company;</p> <p>(4) the discussion process, key points of speech and voting results for each proposal;</p> <p>(5) any enquiries or suggestions raised by shareholders and the corresponding reply or explanation;</p> <p>(6) the names of the vote counter and the scrutineer;</p> <p>(7) other contents which shall be recorded in the minutes as required under the Articles of Association.</p>	<p>(3) the number of shareholders and proxies present at the meeting, total number of voting shares held by them, and the percentage of voting shares held by them to the total number of shares of the Company;</p> <p>(4) the discussion process, key points of speech and voting results for each proposal;</p> <p>(5) any enquiries or suggestions raised by shareholders and the corresponding reply or explanation;</p> <p>(6) the names of the vote counter and the scrutineer;</p> <p>(7) other contents which shall be recorded in the minutes as required under the Articles of Association.</p>
Article 77	The convener shall ensure that the minutes are true, accurate and complete. Directors, Supervisors, the secretary to the Board, the convener or his/her representative and the chairman of the meeting shall sign on the minutes. The minutes shall be kept together with the register for signing by attending shareholders and the proxy forms of their proxies and valid information on voting via the internet and other manners for a period of no less than 10 years.	The convener shall ensure that the minutes are true, accurate and complete. Directors, Supervisors , the secretary to the Board, the convener or his/her representative and the chairman of the meeting shall sign on the minutes. The minutes shall be kept together with the register for signing by attending shareholders and the proxy forms of their proxies and valid information on voting via the internet and other manners for a period of no less than 10 years.

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Article 78	<p>The following shall be resolved by an ordinary resolution at a shareholders' general meeting:</p> <ol style="list-style-type: none"> (1) work reports of the Board and the Supervisory Committee; (2) profit distribution plans and loss recovery plans formulated by the Board; (3) appointment and removal of the members of the Board and the Supervisory Committee (except for the employee representative Supervisors) and their remuneration and method of payment; (4) annual financial budget and final account proposals of the Company; (5) the annual report of the company; (6) resolution on the employment, dismissal or non-renewal of the Company's accounting firm and its remuneration; (7) other matters other than those required by the laws, administrative regulations, the listing rules of the place where the shares of the Company are listed, or the Articles of Association to be adopted by special resolutions. 	<p>The following shall be resolved by an ordinary resolution at a general meeting:</p> <ol style="list-style-type: none"> (1) work report of the Board and the Supervisory Committee; (2) profit distribution plans and loss recovery plans formulated by the Board; (3) appointment and removal of the members of the Board and the Supervisory Committee (except for the employee representative <u>Directors</u> Supervisors) and their remuneration and method of payment; (4) annual financial budget and final account proposals of the Company; (5) the annual report of the company; (4) resolution on the employment, dismissal or non-renewal of the Company's accounting firm and its remuneration; (5) other matters other than those required by the laws, administrative regulations, the listing rules of the place where the shares of the Company are listed, or the Articles of Association to be adopted by special resolutions.

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Article 79	<p>The following shall be resolved by a special resolution at a shareholders' general meeting:</p> <ol style="list-style-type: none"> (1) the increase or decrease of the Company's registered capital; (2) division, merger, splitting, dissolution, liquidation and change of corporate form of the Company; (3) amendments to the Articles of Association; (4) the Company's purchase or sale of material assets with a guaranteed amount exceeding 30% of the Company's total assets within one year; (5) equity incentive plans; (6) any other matters required by the laws, administrative regulations or the Articles of Association, and matters considered by the shareholders' general meeting, by way of an ordinary resolution, to be of a nature which may have a material impact on the Company and shall be adopted by a special resolution; (7) other matters required by the listing rules of the place where the shares of the Company are listed to be approved by a special resolution. 	<p>The following shall be resolved by a special resolution at a general meeting:</p> <ol style="list-style-type: none"> (1) the increase or decrease of the Company's registered capital; (2) division, merger, splitting, dissolution; <u>and liquidation and change of corporate form of the Company;</u> (3) amendments to the Articles of Association; (4) the Company's purchase or sale of material assets with a guaranteed amount <u>to others</u> exceeding 30% of the Company's <u>latest audited</u> total assets within one year; (5) equity incentive plans; (6) any other matters required by the laws, administrative regulations or the Articles of Association, and matters considered by the general meeting, by way of an ordinary resolution, to be of a nature which may have a material impact on the Company and shall be adopted by a special resolution; (7) other matters required by the listing rules of the place where the shares of the Company are listed to be approved by a special resolution. <p><u>If at any time the Company's shares are divided into different classes of shares, and the Company intends to change or abolish the rights of a particular class of shareholders, such change or abolition shall be passed by a special resolution of the affected class of shareholders at a separately convened general meeting.</u></p>
Article 80	<p>If the Company convenes a shareholders' general meeting, all Directors, Supervisors and the secretary to the Board of the Company shall attend the meeting, and the general manager and other Senior Management shall be present at the meeting. The Directors, Supervisors and Senior Management attending or present at the meeting shall answer or explain inquiries made by shareholders except that the business secrets of the Company are involved and cannot be disclosed at the shareholders' general meeting.</p>	<p>If the Company convenes a shareholders' general meeting, all Directors, Supervisors and the secretary to the Board of the Company shall attend the meeting, and the general manager and other Senior Management shall be present at the meeting. The Directors, Supervisors and Senior Management attending or present at the meeting shall answer or explain inquiries made by shareholders except that the business secrets of the Company are involved and cannot be disclosed at the shareholders' general meeting.</p> <p><u>When a general meeting requires the Directors and Senior Management to attend the meeting, the Directors and Senior Management shall so attend and answer shareholders' questions.</u></p>

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Article 82	<p>The nomination methods and procedures for the election of Directors and Supervisors (excluding employee representative Supervisors) at the shareholders' general meeting are as follows:</p> <p>(1) Shareholders who hold or jointly hold more than 3% of the Company's total outstanding shares with voting rights may propose candidates for Directors and non-employee representative Supervisors to the shareholders' general meeting by way of written proposal, provided that the number of candidates nominated shall comply with the provisions of the Articles of Association and shall not exceed the number of candidates to be elected. The aforesaid proposal made by shareholders to the Company shall be delivered to the Company at least ten days prior to the date of the shareholders' general meeting.</p> <p>(2) The Directors and Supervisors may, within the number specified in the Articles of Association and based on the number of candidates to be elected, propose a list of candidates for Directors and Supervisors, and submit the list to the Board and the Supervisory Committee for review. After the Board and the Supervisory Committee have reviewed and resolved to determine the candidates for Directors and Supervisors, they shall submit a written proposal to the shareholders' general meeting.</p> <p>(3) A written notice of the intention to nominate a candidate for election as a Director or a Supervisor who is not an employee representative, the acceptance of nomination by such candidate and the relevant written materials of the nominated candidate shall be given to the Company not less than ten days prior to the date of the shareholders' general meeting (such ten-day period shall commence no earlier than the second day after the issue of the notice of the meeting at which the election shall be conducted and end no later than ten days prior to the date of the shareholders' general meeting). The Board and the Supervisory Committee shall provide shareholders with the resumes and basic information of the candidates for Directors and Supervisors.</p>	<p>The nomination methods and procedures for the election of Directors and Supervisors (excluding employee representative <u>Directors</u> Supervisors) at the general meeting are as follows:</p> <p>(1) Shareholders who hold or jointly hold more than <u>13%</u> of the Company's total outstanding shares with voting rights may propose candidates for <u>non-employee representative Directors</u> and non-employee representative Supervisors to the general meeting by way of written proposal, provided that the number of candidates nominated shall comply with the provisions of the Articles of Association and shall not exceed the number of candidates to be elected. The aforesaid proposal made by shareholders to the Company shall be delivered to the Company at least ten days prior to the date of the general meeting.</p> <p>(2) The Directors and Supervisors may, within the number specified in the Articles of Association and based on the number of candidates to be elected, propose a list of candidates for Directors and Supervisors, and submit the list to the Board and the Supervisory Committee for review. After the Board and the Supervisory Committee have reviewed and resolved to determine the candidates for Directors and Supervisors, they shall submit a written proposal to the general meeting.</p> <p>(3) A written notice of the intention to nominate a candidate for election as a Director or a Supervisor <u>who is not an employee representative</u>, the acceptance of nomination by such candidate and the relevant written materials of the nominated candidate shall be given to the Company not less than ten days prior to the date of the general meeting (such ten-day period shall commence no earlier than the second day after the issue of the notice of the meeting at which the election shall be conducted and end no later than ten days prior to the date of the general meeting). The Board and the Supervisory Committee shall provide shareholders with the resumes and basic information of the candidates for Directors and Supervisors.</p>

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	<p>(4) The period for nominating candidates for Directors and Supervisors to submit the aforesaid notice and documents (such period shall commence from the day following the date of the notice of the shareholders' general meeting) shall be no less than ten days.</p> <p>(5) The shareholders' general meeting shall vote on each candidate for Director or Supervisor one by one. In the event of a temporary vacancy of Director or Supervisor, the Board or the Supervisory Committee shall propose to elect or replace one at the shareholders' general meeting.</p>	<p>(4) The period for nominating candidates for Directors and Supervisors to submit the aforesaid notice and documents (such period shall commence from the day following the date of the notice of the general meeting) shall be no less than ten days.</p> <p>(5) The general meeting shall vote on each candidate for Director or Supervisor one by one. In the event of a temporary vacancy of Director or Supervisor, the Board or the Supervisory Committee shall propose to elect or replace one at the general meeting.</p> <p><u>Employee representative Directors shall be elected by the Company's employees at an employee representative meeting or through other means of democratic election, without requiring consideration and approval at a general meeting. If the date of democratic election of employee representatives in the new Board of Directors is earlier than the date of formation of the new Board of Directors, their term of office shall commence on the date of formation of the new Board of Directors; if it is later than the date of formation of the new Board of Directors, their term of office shall commence on the date of democratic election.</u></p>

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CHAPTER VII THE BOARD OF DIRECTORS Section 1 Directors		
Article 86	<p>A director shall be a natural person. A person who falls into any of the following circumstances shall not serve as a director of the Company:</p> <p>(1) a person without or with limited capacity for civil conduct;</p> <p>(2) a person who has been sentenced to criminal punishment due to corruption, bribery, infringement of property, misappropriation of property or destruction of the socialist market economic order, where less than five years have elapsed since the date of completion of the sentence; or a person who has been deprived of his political rights due to a crime, where less than five years have elapsed since the date of completion of the sentence;</p> <p>(3) a person who was a director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation and who was personally liable for the insolvency of such company or enterprise, where less than three years has elapsed since the date of the completion of the insolvency and liquidation of such company or enterprise;</p>	<p>A director shall be a natural person. A person who falls into any of the following circumstances shall not serve as a director of the Company:</p> <p>(1) a person without or with limited capacity for civil conduct;</p> <p>(2) a person who has been sentenced to criminal punishment due to corruption, bribery, infringement of property, misappropriation of property or destruction of the socialist market economic order, where less than five years have elapsed since the date of completion of the sentence; or a person who has been deprived of his political rights due to a crime, where less than five years have elapsed since the date of completion of the sentence, <u>or in case of a probation, less than 2 years have elapsed since the expiration of the probation period;</u></p> <p>(3) a person who was a director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation and who was personally liable for the insolvency of such company or enterprise, where less than three years has elapsed since the date of the completion of the insolvency and liquidation of such company or enterprise;</p>

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	<p>(4) a person who was legal representatives of a company or enterprise which had its business license revoked due to violation of the law and had been closed down by order, and who was personally liable, where less than three years has elapsed since the date of the revocation of the business license of the company or enterprise;</p> <p>(5) a person who has a relatively large amount of debts due and outstanding;</p> <p>(6) a person who is currently being prohibited from participating in securities market by the China Securities Regulatory Commission and such barring period has not elapsed;</p> <p>(7) other circumstances specified by laws, administrative regulations or departmental rules.</p> <p>For any election and appointment of a director in contravention of the provisions prescribed by this Article, such election, appointment or employment shall be void and null. Where a director falls into any of the aforesaid circumstances in his term of office, the director shall be removed from office.</p>	<p>(4) a person who was legal representatives of a company or enterprise which had its business license revoked due to violation of the law and had been closed down by order, and who was personally liable, where less than three years has elapsed since the date of the revocation of the business license of the company or enterprise <u>or closure by order</u>;</p> <p>(5) a person who has a relatively large amount of debts due and outstanding <u>and has been identified by the people's court as a person subject to enforcement for dishonesty</u>;</p> <p>(6) a person who is currently being prohibited from participating in securities market by the China Securities Regulatory Commission and such barring period has not elapsed;</p> <p>(7) <u>a person who has been publicly recognized by a stock exchange as unsuitable to serve as a director or senior management of a listed company, and for whom the prescribed period has not yet expired</u>;</p> <p>(8) other circumstances specified by laws, administrative regulations or departmental rules.</p> <p>For any election and appointment of a director in contravention of the provisions prescribed by this Article, such election, appointment or employment shall be void and null. Where a director falls into any of the aforesaid circumstances in his term of office, the director shall be removed from office <u>and cease performance of duties</u>.</p>
Article 88	<p>Directors shall comply with the laws, administrative regulations and the Articles of Association, and shall fulfill fiduciary obligations to the Company as follows:</p> <p>(1) not to abuse his position to accept bribes or other illegal income or misappropriate the properties of the Company;</p> <p>(2) not to misappropriate the funds of the Company;</p> <p>(3) not to set up accounts in his own name or in the name of any other person for the purpose of depositing any of the assets or funds of the Company;</p>	<p>Directors shall comply with <u>the provisions of the laws, administrative regulations and the Articles of Association</u>, <u>fulfill fiduciary obligation to the Company, take measures to avoid conflicts of interest between their personal interests and the interests of the Company, and shall not use their authority to seek improper benefits</u>.</p> <p><u>Directors shall fulfill fiduciary obligations to the Company as follows:</u></p> <p>(1) <u>not to misappropriate the property of the Company and the funds of the Company; abuse his position to accept bribes or other illegal income or misappropriate the properties of the Company</u>;</p> <p>(2) <u>not to misappropriate the funds of the Company</u>;</p>

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	<p>(4) 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' general meeting or the Board in contravention of the provisions of the Articles of Association;</p> <p>(5) 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' general meeting;</p> <p>(6) not to, without the consent of the shareholders' general meeting, abuse his position to seize business opportunities for himself or for other persons which shall otherwise belong to the Company, or operate a business similar to that of the Company for himself or for other persons;</p> <p>(7) not to misappropriate commissions derived from transactions entered into by the Company;</p> <p>(8) not to disclose confidential information of the Company without permission;</p> <p>(9) not to abuse his connections with the Company to jeopardize the interests of the Company;</p> <p>(10) other fiduciary obligations as required by the laws, administrative regulations, departmental rules 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>(2) not to set up accounts in his own name or in the name of any other person for the purpose of depositing any of the assets or funds of the Company;</p> <p>(3) <u>not to take advantage of their functions and powers to accept bribes or other illegal income;</u></p> <p>(4) 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' general meeting or the Board in contravention of the provisions of the Articles of Association;</p> <p>(4) <u>without reporting to the Board of Directors or the general meeting, and without being passed by the Board of Directors or general meeting by way of resolutions in accordance with the provisions of the Articles of Association, not to directly or indirectly 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' general meeting;</u></p> <p>(5) not to, without the consent of the shareholders' general meeting, abuse his position to seize business opportunities for himself or for other persons which shall otherwise belong to the Company, but except those which have been reported to the Board of Directors or in general meeting and passed by way of resolutions of the general meeting, or the Company shall not use the business opportunity in accordance with the provisions of laws, administrative regulations or the Articles of Association;</p> <p>(6) <u>without reporting to the Board of Directors or in general meeting and being passed by resolutions of the general meeting, not to operate a business similar to that of the Company for himself or for other persons;</u></p> <p>(7) not to misappropriate commissions derived from transactions entered into <u>between other persons and</u> by the Company;</p> <p>(8) not to disclose confidential information of the Company without permission;</p> <p>(9) not to abuse his connections with the Company to jeopardize the interests of the Company;</p>

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		<p>(10) other fiduciary obligations as required by the laws, administrative regulations, departmental rules 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>
Article 89	<p>Directors shall comply with the laws, administrative regulations and the Articles of Association and shall fulfill the following due diligence obligations:</p> <p>(1) to exercise the rights conferred by the Company with due discretion, care and diligence to ensure the business operations of the Company comply with the state's laws, administrative regulations and economic policies, not going beyond the scope of business specified in the Company's business license;</p> <p>(2) to treat all shareholders impartially;</p> <p>(3) to keep informed of the business operations and management of the Company;</p> <p>(4) to sign the regular reports of the Company for written confirmation, and to ensure the information disclosed by the Company is true, accurate and complete;</p> <p>(5) to faithfully provide the Supervisory Committee with relevant information, and not to interfere with the Supervisory Committee or supervisors in performing their duties and powers;</p> <p>(6) to fulfill other due diligence obligations stipulated by laws, administrative regulations, departmental rules and the Articles of Association.</p>	<p>Directors shall comply with <u>the provisions of</u> the laws, administrative regulations and the Articles of Association, <u>fulfill due diligence obligations, perform duties with reasonable care that managers should ordinarily exercise in the best interests of the Company.</u></p> <p>Directors shall fulfill the following due diligence obligations:</p> <p>(1) to exercise the rights conferred by the Company with due discretion, care and diligence to ensure the business operations of the Company comply with the state's laws, administrative regulations and economic policies, not going beyond the scope of business specified in the Company's business license;</p> <p>(2) to treat all shareholders impartially;</p> <p>(3) to keep informed of the business operations and management of the Company;</p> <p>(4) to sign the regular reports of the Company for written confirmation, and to ensure the information disclosed by the Company is true, accurate and complete;</p> <p>(5) to faithfully provide the <u>Audit Committee</u> Supervisory Committee with relevant information, and not to interfere with the <u>Audit Committee</u> Supervisory Committee or supervisors in performing their duties and powers;</p> <p>(6) to fulfill other due diligence obligations stipulated by laws, administrative regulations, departmental rules and the Articles of Association.</p>

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Article 91	<p>A director may request to resign before expiry of his term of office. The director to resign shall submit to the Board a written report in relation to his resignation.</p> <p>In the event that the resignation of any director results in the number of members of the Board falling below the quorum, the existing director shall continue to perform his duties in accordance with the laws, administrative regulations, departmental rules and the provisions of the Articles of Association until the re-elected director assumes office.</p> <p>Other than the circumstances referred to in the preceding paragraph, the resignation of a director shall become effective upon submission of his resignation report to the Board.</p> <p>Subject to relevant laws and regulations and regulatory rules of the place where the Company is listed, any person appointed by the Board as a director to fill a temporary vacancy or increase the number of directors shall serve only until the next annual general meeting of the Company and shall be eligible for re-election at that time.</p>	<p>A director may request to resign before expiry of his term of office. The director to resign shall submit to the Board a written report in relation to his resignation. <u>The resignation shall become effective on the date the Company receives the letter of resignation.</u></p> <p>In the event that the resignation of any director results in the number of members of the Board falling below the quorum, the existing director shall continue to perform his duties in accordance with the laws, administrative regulations, departmental rules and the provisions of the Articles of Association until the re-elected director assumes office.</p> <p><u>The Company shall establish a management system for director resignations, clearly specifying the accountability and compensation measures for unfulfilled public commitments and other outstanding matters.</u></p> <p>Other than the circumstances referred to in the preceding paragraph, the resignation of a director shall become effective upon submission of his resignation report to the Board.</p> <p>Subject to relevant laws and regulations and regulatory rules of the place where the Company is listed, any person appointed by the Board as a director to fill a temporary vacancy or increase the number of directors shall serve only until the next annual general meeting of the Company and shall be eligible for re-election at that time.</p>
Article 92	<p>When a director's resignation takes effect or his term of office expires, the director shall complete all handover procedures with the Board, and his fiduciary duties to the Company and shareholders shall not be discharged after the termination of office, but shall remain valid within a reasonable period specified in the Articles of Association.</p> <p>The duty of confidentiality of directors in relation to trade secrets of the Company survives the termination of their tenure until such trade secrets become public. The duration of other fiduciary duties shall be determined in accordance with the principle of fairness, depending on the time lapse between the termination and the occurrence of the matter as well as the circumstances and conditions under which the relationship with the Company is terminated.</p>	<p>When a director's resignation takes effect or his term of office expires, the director shall complete all handover procedures with the Board, and his fiduciary duties to the Company and shareholders shall not be discharged after the termination of office, but shall remain valid within a reasonable period specified in the Articles of Association. <u>The responsibility that a director bears during their term of office due to the performance of his duties shall not be waived or terminated upon leaving office.</u></p> <p>The duty of confidentiality of directors in relation to trade secrets of the Company survives the termination of their tenure until such trade secrets become public. The duration of other fiduciary duties shall be determined in accordance with the principle of fairness, depending on the time lapse between the termination and the occurrence of the matter as well as the circumstances and conditions under which the relationship with the Company is terminated.</p>

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Article 93	New article	<p><u>A director may be removed by resolution of the general meeting, with such removal taking effect on the date the resolution is passed.</u></p> <p><u>Where a director is removed prior to the expiration of his term without proper cause, the director may claim against the Company for compensation.</u></p>
Article 95	A Director whose term of office has not yet expired shall be liable for compensation for any loss caused to the Company due to his unauthorized resignation or his violation of laws, administrative regulations, departmental rules or the Articles of Association in performing his duties.	<p><u>If a director causes damage to others in performing his duties for the Company, the Company shall be liable for compensation; and if a director commits willfully or has gross negligence shall also be liable for compensation.</u></p> <p>A Director whose term of office has not yet expired shall be liable for compensation for any loss caused to the Company due to his unauthorized resignation or his violation of laws, administrative regulations, departmental rules or the Articles of Association in performing his duties.</p>
Article 97	<p>The Company has a Board of Directors, which is accountable to the shareholders' general meeting. The Board of Directors shall comprise twelve (12) directors. The Board shall have a chairman.</p> <p>The chairman shall be elected and removed by more than half of all the directors for a term of three years and may be re-elected. A director is not required to hold any shares of the Company.</p>	<p>The Company has a Board of Directors, which is accountable to the general meeting. The Board of Directors shall comprise twelve (12) directors, <u>including four (4) independent non-executive Directors and one (1) employee representative Director.</u> The Board shall have a chairman.</p> <p>The chairman shall be elected and removed by more than half of all the directors for a term of three years and may be re-elected. A director is not required to hold any shares of the Company.</p>
Article 98	<p>The Board is held accountable to shareholders' general meeting and exercises the following powers:</p> <ol style="list-style-type: none"> (1) to convene shareholders' general meetings and report its work to the shareholders' general meetings; (2) to implement the resolutions of the shareholders' general meeting; (3) to decide on the Company's business plans and investment plans; (4) to formulate the Company's annual financial budget and final accounts; (5) to formulate the Company's profit distribution plan and loss recovery plan; 	<p>The Board is held accountable to general meeting and exercises the following powers:</p> <ol style="list-style-type: none"> (1) to convene general meetings and report its work to the general meetings; (2) to implement the resolutions of the general meeting; (3) to decide on the Company's business plans and investment plans; (4) to formulate the Company's annual financial budget and final accounts; (4) to formulate the Company's profit distribution plan and loss recovery plan;

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	(6) to formulate the proposals for increase or reduction of the Company's registered capital and the issuance and listing of bonds or other securities of the Company;	(5) to formulate the proposals for increase or reduction of the Company's registered capital and the issuance and listing of bonds or other securities of the Company;
	(7) to formulate plans for material acquisitions, purchase of the Company's shares, merger, division, dissolution and change of corporate form of the Company;	(6) to formulate plans for material acquisitions, purchase of the Company's shares, merger, division, dissolution and change of corporate form of the Company;
	(8) to decide on the Company's external investment, acquisition and disposal of assets, pledge of assets, external guarantees, entrusted financial management, connected transactions, external donations and other matters within the scope authorized by the shareholders' general meeting;	(7) to decide on the Company's external investment, acquisition and disposal of assets, pledge of assets, external guarantees, entrusted financial management, connected transactions, external donations and other matters within the scope authorized by the general meeting;
	(9) to determine the establishment of the Company's internal management structure;	(8) to determine the establishment of the Company's internal management structure;
	(10) to decide on the appointment or dismissal of the Company's general manager, secretary to the Board; to appoint or dismiss the Company's deputy general manager, responsible financial officer and other senior management as nominated by the general manager, and to decide on their remuneration, rewards and punishments;	(9) to decide on the appointment or dismissal of the Company's general manager, secretary to the Board; to appoint or dismiss the Company's deputy general manager, responsible financial officer and other senior management as nominated by the general manager, and to decide on their remuneration, rewards and punishments;
	(11) to formulate the Company's basic management system;	(10) to formulate determine the establishment of the Company's internal management structure;
	(12) to formulate proposals for any amendment to the Articles of Association;	(11) to formulate proposals for any amendment to the Articles of Association;
	(13) investment, acquisition or disposal of assets, financing, connected transactions and other matters required to be decided by the Board in accordance with the Hong Kong Listing Rules;	(12) investment, acquisition or disposal of assets, financing, connected transactions and other matters required to be decided by the Board in accordance with the Hong Kong Listing Rules;
	(14) to manage the information disclosure under the laws, regulations, the Hong Kong Listing Rules and internal regulations of the Company;	(13) to manage the information disclosure under the laws, regulations, the Hong Kong Listing Rules and internal regulations of the Company;
		(14) to propose to the general meeting the appointment or replacement of the accounting firm that provides audit service to the Company;

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	<p>(15) to propose to the shareholders' general meeting the appointment or replacement of the accounting firm that provides audit service to the Company;</p> <p>(16) to listen to the work report of the general manager of the Company and inspect the work of the general manager;</p> <p>(17) to decide on other important issues of the Company, other than the motions to be considered at the shareholders' general meeting under the Company Law and the Articles of Association;</p> <p>(18) to exercise other functions and powers conferred by laws, administrative regulations, departmental rules, listing rules in the place where the Company's shares are listed (including but not limited to the responsibilities of the board in the Corporate Governance Code as set out in Appendix 14 to the Hong Kong Listing Rules) or the Articles of Association.</p> <p>The Board shall approve the above resolutions by more than half of all directors.</p>	<p>(15) to listen to the work report of the general manager of the Company and inspect the work of the general manager;</p> <p>(16) to decide on other important issues of the Company, other than the motions to be considered at the general meeting under the Company Law and the Articles of Association;</p> <p>(17) to exercise other functions and powers conferred by laws, administrative regulations, departmental rules, listing rules in the place where the Company's shares are listed (including but not limited to the responsibilities of the board in the Corporate Governance Code as set out in Appendix 14 to the Hong Kong Listing Rules) or the Articles of Association.</p> <p>The Board shall approve the above resolutions by more than half of all directors.</p>
Article 102	<p>The chairman of the Board exercises the following powers:</p> <p>(1) to preside over shareholders' general meetings and convene and preside over meetings of the Board;</p> <p>(2) to supervise and inspect the implementation of resolutions of the Board;</p> <p>(3) other powers stipulated by laws and regulations or the Articles of Association and authorized by the Board.</p> <p>Where the chairman is unable to perform his/her duties, a director nominated by more than half of the directors shall perform his/her duties.</p> <p>The Board may, if necessary, authorize the chairman of the Board to exercise part of the powers of the Board when it is in recess, the principles and specific contents of the authority shall be clearly stated.</p>	<p>The chairman of the Board exercises the following powers:</p> <p>(1) to preside over general meetings and convene and preside over meetings of the Board;</p> <p>(2) to supervise and inspect the implementation of resolutions of the Board;</p> <p>(3) other powers stipulated by laws and regulations or the Articles of Association and authorized by the Board.</p> <p>Where the chairman is unable to perform his/her duties, a director nominated by more than half of the directors shall perform his/her duties.</p> <p>The Board may, if necessary, authorize the chairman of the Board to exercise part of the powers of the Board when it is in recess, the principles and specific contents of the authority shall be clearly stated. <u>The exercise of powers by the Board that are legally required shall not be granted to the chairman of the Board or a director.</u></p>

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Article 104	<p>Under any of the following circumstances, the chairman of the Board shall convene an extraordinary meeting of the Board within ten days after receipt of the proposal:</p> <p>(1) proposed by shareholders representing more than one tenth of the voting rights;</p> <p>(2) jointly proposed by more than one-third of the directors;</p> <p>(3) proposed by the Supervisory Committee.</p>	<p>Under any of the following circumstances, the chairman of the Board shall convene an extraordinary meeting of the Board within ten days after receipt of the proposal:</p> <p>(1) proposed by shareholders representing more than one tenth of the voting rights;</p> <p>(2) jointly proposed by more than one-third of the directors <u>or the Audit Committee.</u></p> <p>(3) proposed by the Supervisory Committee.</p>
Article 105	<p>Notice shall be given to all directors and supervisors at least 14 days prior to a regular meeting of the Board, and at least 5 days prior to an extraordinary meeting of the Board. The responsible body of the Company shall serve a written notice of the meeting convened to all directors, supervisors and the general manager by hand, fax, express mail service or other means of electronic communication. Notices that are not served by hand shall be confirmed by telephone and record should be made accordingly.</p> <p>In case of emergency and an extraordinary meeting of the Board is required to be convened as soon as possible, the notice of meeting may be given by telephone or by other verbal means at any time, but the convener shall provide an explanation at the meeting.</p>	<p>Notice shall be given to all directors and supervisors at least 14 days prior to a regular meeting of the Board, and at least 5 days prior to an extraordinary meeting of the Board. The responsible body of the Company shall serve a written notice of the meeting convened to all directors, supervisors and the general manager by hand, fax, express mail service or other means of electronic communication. Notices that are not served by hand shall be confirmed by telephone and record should be made accordingly.</p> <p>In case of emergency and an extraordinary meeting of the Board is required to be convened as soon as possible, the notice of meeting may be given by telephone or by other verbal means at any time, but the convener shall provide an explanation at the meeting.</p>
Article 111	<p>When a director is connected to an enterprise related to a resolution of the meeting of the Board, such director shall not exercise his or her voting rights in respect of such resolution, nor shall he or she vote on behalf of other directors. The meeting of the Board may be held with the presence of more than half of the non-connected directors, resolutions at the meeting of the Board shall be passed by more than half of the non-connected directors. If the number of non-connected directors attend the meeting of Board is less than three, the matter shall be submitted to the shareholders' general meeting for consideration.</p>	<p>When a director is connected to an enterprise <u>or an individual</u> related to a resolution of the meeting of the Board, <u>such director shall promptly submit a written report to the Board of Directors.</u> <u>Such connected director shall not</u> exercise his or her voting rights in respect of such resolution, nor shall he or she vote on behalf of other directors. The meeting of the Board may be held with the presence of more than half of the non-connected directors, resolutions at the meeting of the Board shall be passed by more than half of the non-connected directors. If the number of non-connected directors attend<u>attending</u> the meeting of Board is less than three, the matter shall be submitted to the general meeting for consideration.</p>

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Section 3 Special Committees of the Board		
Article 115	<p>The Board has established the Audit Committee, the Nomination Committee, the Remuneration and Appraisal Committee and Environmental, Social and Governance (ESG) Committee. The duties, personnel composition and rules of procedures of the special committees shall be resolved separately by the Board. Where necessary, the Board may establish other special committees. Special committees of the Board are specialized work bodies under the Board which provide advice or advisory opinions for the Board on material decisions. The special committees shall not make any decision in the name of the Board. However, the committees may exercise decision-making power in respect of the authorised matters in accordance with a special power given by the Board.</p> <p>Each special committee is responsible to the Board. All members of the special committees shall be Directors. The Audit Committee shall comprise at least three members, who shall be non-executive Directors. The majority of its members shall be independent non-executive Directors with at least one independent non-executive Director holding proper qualification as required by the Hong Kong Listing Rules, or appropriate accounting or related financial management expertise. The chairman of the Audit Committee shall be an independent non-executive Director. The majority of the Remuneration and Appraisal Committee shall be independent non-executive Directors and the chairman of the Remuneration and Appraisal Committee shall be an independent non-executive Director. The chairman of the Nomination Committee shall be the chairman of the Board or an independent non-executive Director and the majority of the Nomination Committee shall be independent non-executive Directors. The Board may also set up additional special committees or adjust the existing committees if necessary. The Board shall separately formulate the working rules of the special committees of the Board in respect of the duties and rules of procedures for each special committee.</p>	<p>The Board has established the Audit Committee, the Nomination Committee, the Remuneration and Appraisal Committee and Environmental, Social and Governance (ESG) Committee. The duties, personnel composition and rules of procedures of the special committees shall be resolved separately by the Board. Where necessary, the Board may establish other special committees. Special committees of the Board are specialized work bodies under the Board which provide advice or advisory opinions for the Board on material decisions. The special committees shall not make any decision in the name of the Board. However, the committees may exercise decision-making power in respect of the authorised matters in accordance with a special power given by the Board.</p> <p>Each special committee is responsible to the Board. All members of the special committees shall be Directors. The Audit Committee shall comprise at least three members, who shall be non-executive Directors. The majority of its members shall be independent non-executive Directors with at least one independent non-executive Director holding proper qualification as required by the Hong Kong Listing Rules, or appropriate accounting or related financial management expertise. The chairman of the Audit Committee shall be an independent non-executive Director. <u>Members and the chairman of the Audit Committee shall be elected by the Board of Directors.</u> The majority of the Remuneration and Appraisal Committee shall be independent non-executive Directors and the chairman of the Remuneration and Appraisal Committee shall be an independent non-executive Director. The chairman of the Nomination Committee shall be the chairman of the Board or an independent non-executive Director and the majority of the Nomination Committee shall be independent non-executive Directors. The Board may also set up additional special committees or adjust the existing committees if necessary. The Board shall separately formulate the working rules of the special committees of the Board in respect of the duties, and <u>rules of procedures and methods of convening meetings</u> for each special committee.</p>
CHAPTER IX GENERAL MANAGER AND OTHER SENIOR MANAGEMENT		
Article 119	<p>The Company shall have one general manager, several deputy general managers and other senior management, one secretary to the Board, who shall be appointed or dismissed by the Board.</p>	<p>The Company shall have one general manager, several three <u>to seven</u> deputy general managers and other senior management, <u>one responsible financial officer</u>, one secretary to the Board, who shall be appointed or dismissed by the Board.</p>

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No.	Original content	Content after amendment
	<p>The general manager, deputy general manager, responsible financial officer, secretary to the Board and other personnel determined by the Board are the Senior Management of the Company.</p> <p>A person who holds an administrative position other than Director and supervisor in an entity where the Company holds controlling shares may not serve as the senior management of the Company.</p> <p>The senior management of the Company only receive salaries from the Company and the controlling shareholder shall not pay salaries thereto on behalf of the Company.</p>	<p>The general manager, deputy general manager, responsible financial officer, secretary to the Board and other personnel determined by the Board are the Senior Management of the Company.</p> <p>A person who holds an administrative position other than Director and supervisor in an entity where the Company holds controlling shares may not serve as the senior management of the Company.</p> <p>The senior management of the Company only receive salaries from the Company and the controlling shareholder shall not pay salaries thereto on behalf of the Company.</p>
Article 120	<p>The circumstances of disqualification for Directors prescribed in Article 81 of the Articles of Association shall be applicable to senior management.</p> <p>Provisions regarding the duty of loyalty under Article 83 and diligence of Directors under items (4), (5) and (6) of Article 84 hereof shall be applicable to the senior management.</p>	<p>The circumstances of disqualification for Directors and the provisions of the resignation management system prescribed in Article 81 of the Articles of Association shall be applicable to senior management.</p> <p>Provisions regarding the <u>The</u> duty of loyalty under Article 83 and diligence of Directors under items (4), (5) and (6) of Article 84 hereof shall be applicable to the senior management.</p>
Article 125	<p>The working rules of the general manager shall include:</p> <ol style="list-style-type: none"> (1) the conditions, procedure and participants of the general manager's meeting; (2) specific responsibilities and work allocation of the general manager and other senior management; (3) use of funds and assets of the Company, scope of authorization to enter into material contracts and reporting policies regarding the Board and the Supervisory Committee; (4) other matters which the Board deems necessary. 	<p>The working rules of the general manager shall include:</p> <ol style="list-style-type: none"> (1) the conditions, procedure and participants of the general manager's meeting; (2) specific responsibilities and work allocation of the general manager and other senior management; (3) use of funds and assets of the Company, scope of authorization to enter into material contracts and reporting policies regarding the Board and the Supervisory Committee; (4) other matters which the Board deems necessary.
Article 128	New article	<p><u>If any member of the senior management causes damage to others in performing his duties for the Company, the Company shall be liable for compensation; and if such member of the senior management commits any fact willfully or with gross negligence, he or she shall also be liable for compensation.</u></p>
/	CHAPTER X SUPERVISORY COMMITTEE	Deleted.

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No.	Original content	Content after amendment
CHAPTER X FINANCIAL AND ACCOUNTING SYSTEM		
Original Article 140	In addition to the accounting standards and regulations of the PRC, the interim results or financial information announced or disclosed by the Company shall also be prepared in accordance with international accounting standards, or the accounting standards of the overseas listing place.	Deleted.
CHAPTER XI PROFIT DISTRIBUTION		
Article 137	<p>In distributing the profit after tax of the current year, the Company shall allocate 10% of its profit into its statutory reserve fund. When the aggregate amount of the statutory reserve fund of the Company is more than 50% of its registered capital, further appropriations are not required.</p> <p>Where the statutory reserve fund of the Company is insufficient to make up for the losses of the previous year, the profits of the current year shall be used to make up for such losses before making allocation to its statutory reserve fund in accordance with the preceding paragraph.</p> <p>After allocation of its profits after tax to its statutory reserve fund, the Company may, subject to the approval of the Shareholders' General Meeting, allocate its profits after tax to its discretionary reserve fund.</p> <p>After making up for the losses and making allocations to the reserve fund, any remaining profits after tax shall be distributed to shareholders in proportion to their respective shareholdings.</p> <p>If the Shareholders' General Meeting has, in violation of the provision of the preceding paragraph, distributed profits to shareholders before the Company has made up for its losses and made allocations to its statutory reserve fund, the shareholders shall return to the Company the profit distributed in violation of the provision.</p> <p>The Company's shares held by the Company are not entitled to any profit distribution.</p>	<p>In distributing the profit after tax of the current year, the Company shall allocate 10% of its profit into its statutory reserve fund. When the aggregate amount of the statutory reserve fund of the Company is more than 50% of its registered capital, further appropriations are not required.</p> <p>Where the statutory reserve fund of the Company is insufficient to make up for the losses of the previous year, the profits of the current year shall be used to make up for such losses before making allocation to its statutory reserve fund in accordance with the preceding paragraph.</p> <p>After allocation of its profits after tax to its statutory reserve fund, the Company may, subject to the approval of the General Meeting, allocate its profits after tax to its discretionary reserve fund.</p> <p>After making up for the losses and making allocations to the reserve fund, any remaining profits after tax shall be distributed to shareholders in proportion to their respective shareholdings.</p> <p><u>If the general meeting violates the Company Law when distributing profits to shareholders, the profits distributed in violation of laws shall be returned to the Company by the shareholders. Shareholders, directors, and senior management who cause losses to the Company shall be liable for compensation.</u>If the Shareholders' General Meeting has, in violation of the provision of the preceding paragraph, distributed profits to shareholders before the Company has made up for its losses and made allocations to its statutory reserve fund, the shareholders shall return to the Company the profit distributed in violation of the provision.</p> <p>The Company's shares held by the Company are not entitled to any profit distribution.</p>

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Original Article 134	Capital reserve fund includes the following items: (1) Premium received when shares are issued at a premium to their par value; (2) Any other income required by the finance regulatory department of the State Council to be included in the capital reserve fund.	Deleted.
Article 138	The reserve fund of the Company can be applied for making up for losses of the Company, expansion of the Company's production and operation or increasing the capital of the Company. However, the capital reserve fund cannot be applied for making up for losses of the Company. Where the statutory reserve fund is converted into capital, the balance of the reserve fund shall not fall below 25% of the Company's registered capital prior to such conversion.	The reserve fund of the Company can be applied for making up for losses of the Company, expansion of the Company's production and operation or increasing the <u>registered capital</u> of the Company. However, the capital reserve fund cannot be applied for making up for losses of the Company. <u>The Company shall apply its surplus reserves to cover losses using discretionary reserves and statutory reserves firstly; and if the losses cannot be covered, the Company may apply the capital reserves according to rules.</u> Where the statutory reserve fund is converted into capital, the balance of the reserve fund shall not fall below 25% of the Company's registered capital prior to such conversion.
Article 139	The Company may distribute dividends in the form of (or a combination of both): (1) Cash; (2) Shares. After the Shareholders' General Meeting of our Company make a resolution on profit distribution plan, the Board of Directors shall complete the distribution of dividends (or shares) within 2 months after the convening of the shareholders' general meeting.	The Company may distribute dividends in the form of (or a combination of both): (1) Cash; (2) Shares. After the General Meeting of our Company make a resolution on profit distribution plan, the Board of Directors shall complete the distribution of dividends (or shares) within 2 months after the convening of the general meeting.
Article 143	Unless otherwise provided in relevant laws and administrative regulations, where cash dividends and other amounts are paid in Hong Kong Dollars, the average selling price of the relevant foreign exchange posted by the People's Bank of China for the Gregorian calendar week immediately preceding the date of declaration of the dividends or other payment shall be used as the exchange rate.	Unless otherwise provided in relevant laws and administrative regulations, where cash dividends and other amounts are paid in Hong Kong Dollars, the average selling price <u>central parity rate</u> of the relevant foreign exchange posted by the People's Bank of China for the Gregorian calendar week immediately preceding the date of declaration of the dividends or other payment shall be used as the exchange rate.

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CHAPTER XII INTERNAL AUDIT		
Article 144	The Company shall implement an internal auditing system and appoint full time auditors to carry out internal auditing and supervision of the Company's financial incomes and expenses and economic activities.	The Company shall implement an internal auditing system, clarifying the leadership system, responsibility authorities, personnel allocation, funding assurance, audit result application, and accountability of internal audit work. and appoint full time auditors to carry out internal auditing and supervision of the Company's financial incomes and expenses and economic activities.
Original Article 151	The internal audit system and duties of the internal auditors of the Company shall be implemented after the approval by the Board of Directors. The chief auditor shall be accountable and report to the Board of Directors.	Deleted.
Article 145	New article	<p>The internal audit institution of the Company shall supervise and inspect the business activities, risk management, internal control, financial information, and other matters of the Company.</p> <p>The internal audit institution shall maintain its independence, be staffed with dedicated auditors, and shall not be placed under the leadership of the finance department or share office space and resources with it.</p>
Article 146	New article	<p>The internal audit institution shall be accountable to the Board of Directors.</p> <p>During the process of supervising and inspecting the Company's business operations, risk management, internal control, and financial information, the internal audit institution shall be subject to the supervision and guidance of the Audit Committee. If the internal audit institution discovers any material issues or leads, it shall report them directly to the Audit Committee without delay.</p>
Article 147	New article	The internal audit institution shall be responsible for organizing and implementing the internal control evaluation of the Company. Based on the evaluation report issued by the internal audit institution and reviewed by the Audit Committee, together with relevant materials, the Company shall issue an annual internal control evaluation report.
Article 148	New article	The internal audit institution shall actively cooperate and provide necessary support and assistance when the Audit Committee communicates with external audit institutions such as accounting firms and national audit authorities.
Article 149	New article	The Audit Committee shall participate in the performance appraisal of the head of internal auditing.

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CHAPTER XIII APPOINTMENT OF ACCOUNTING FIRM		
Article 150	The Company shall appoint an accounting firm which is qualified under the Securities Law to audit the Company's annual financial reports and verify other financial reports of the Company.	The Company shall appoints an accounting firm which is qualified under the Securities Law and the securities regulatory rules of the place where the shares of the Company are listed to perform services such as financial statement audits, net asset verification, and other related consulting services. The accounting firm appointed by the Company shall hold their position from the conclusion of the annual general meeting at which the appointment is made until the conclusion of the next annual general meeting and can be renewed. audit the Company's annual financial reports and verify other financial reports of the Company.
Original Article 153	The accounting firm appointed by the Company shall hold their position from the conclusion of the annual general meeting at which the appointment is made until the conclusion of the next annual general meeting.	Deleted.
Article 151	The audit fee for an accounting firm shall be determined by the Shareholders' General Meeting.	The audit fee for an accounting firm shall be determined by <u>an ordinary resolution of the General Meeting.</u>
Article 152	The engagement of an accounting firm by the Company shall be decided by the Shareholders' General Meeting, and the Board of Directors shall not engage an accounting firm before any resolution made by the Shareholders' General Meeting.	The engagement and dismissal of an accounting firm by the Company shall be decided by the General Meeting, and the Board of Directors shall not engage an accounting firm before any resolution made by <u>an ordinary resolution of the General Meeting.</u>
Article 153	New article	<u>The Company guarantees that the accounting documents, account books, financial and accounting reports, and other accounting materials provided to the accounting firm are authentic and complete. The Company shall not refuse to provide or conceal information and shall not provide false information.</u>
Article 154	If the Company proposes to remove the accounting firm or not to renew the appointment thereof, it shall notify the accounting firm in advance, and the latter has the right to state its opinions at the Shareholders' General Meeting. If the accounting firm resigns, it shall make clear at the Shareholders' General Meeting whether there is any impropriety on the part of the Company.	If the Company proposes to remove the accounting firm or not to renew the appointment thereof, when a general meeting of the Company votes on the dismissal of the accounting firm, the firm shall be allowed to represent its <u>opinions.</u> it shall notify the accounting firm in advance, and the latter has the right to state its opinions at the Shareholders' General Meeting. If the accounting firm resigns, it shall make clear at the General Meeting whether there is any impropriety on the part of the Company.

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No.	Original content	Content after amendment
Article 155	<p>Notices of the Company may be delivered through the following means:</p> <ol style="list-style-type: none"> (1) By hand; (2) By fax, email or post; (3) By way of publishing information on websites designated by the Company and the Hong Kong Stock Exchange, subject to the laws, administrative regulations and the listing rules of stock exchange of the places where the Company's shares are listed; (4) By way of announcement; (5) By any other means as agreed by the Company or the recipient or as accepted by the recipient after the notice is received; (6) By any other means as approved by the relevant regulatory authorities in the places where the Company's shares are listed or as specified in the Articles of Association. <p>For notices issued by the Company to the holders of overseas-listed foreign shares by way of announcement, the Company shall on the same day submit its electronic version available for real-time publication to the Hong Kong Stock Exchange through the e-submission system of the Hong Kong Stock Exchange for release on the website of the Hong Kong Stock Exchange in accordance with the local listing rules, or publish an announcement in newspapers (including the publication of an advertisement in newspapers) in accordance with the local listing rules. The announcement shall at the same time also be published on the Company's website. In addition, unless otherwise required in the Articles of Association, the notice shall be delivered to each of the registered addresses as set forth in the register of holders of overseas-listed foreign shares by personal delivery or prepaid mail, so as to give the shareholders sufficient notice and time to exercise their rights or act in accordance with the terms of the notice.</p>	<p>Notices of the Company may be delivered through the following means:</p> <ol style="list-style-type: none"> (1) By hand; (2) By fax, email or post; (3) By way of publishing information on websites designated by the Company and the Hong Kong Stock Exchange, subject to the laws, administrative regulations and the listing rules of stock exchange of the places where the Company's shares are listed; (4) By way of announcement; (5) By any other means as agreed by the Company or the recipient or as accepted by the recipient after the notice is received; (6) By any other means as approved by the relevant regulatory authorities in the places where the Company's shares are listed or as specified in the Articles of Association. <p>For notices issued by the Company to the holders of overseas-listed foreign shares by way of announcement, the Company shall on the same day submit its electronic version available for real-time publication to the Hong Kong Stock Exchange through the e-submission system of the Hong Kong Stock Exchange for release on the website of the Hong Kong Stock Exchange in accordance with the local listing rules, or publish an announcement in newspapers (including the publication of an advertisement in newspapers) in accordance with the local listing rules. The announcement shall at the same time also be published on the Company's website. In addition, unless otherwise required in the Articles of Association, the notice shall be delivered to each of the registered addresses as set forth in the register of holders of overseas-listed foreign shares by personal delivery or prepaid mail, so as to give the shareholders sufficient notice and time to exercise their rights or act in accordance with the terms of the notice.</p>

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No.	Original content	Content after amendment
	<p>The Company's holders of overseas-listed foreign shares can, in writing, select to receive corporate communication by electronic means or by mail that the Company shall send to shareholders, and they can also select to receive Chinese or English version only, or both. Shareholders can give written notice in advance to the Company within reasonable time to revise the method and language version of receiving foregoing information under appropriate procedures.</p> <p>Shareholders or directors who wish to prove that certain notices, documents, information or written statements have been served on the Company shall provide evidence showing the same has been served to the correct address by ordinary means or by prepaid mail within the specified period of time.</p> <p>Notwithstanding the aforesaid provision which specifies providing and/ or dispatching written corporate communication to shareholders, as for the means by which the Company provides and/or dispatches its corporate communication to shareholders according to the Hong Kong Listing Rules, if the Company has obtained shareholders' prior written consent or deemed consent according to the relevant laws and regulations and the Hong Kong Listing Rules as amended from time to time, the Company may dispatch or provide corporate communication to its shareholders by electronic means or via its website. Corporate communication includes, but not limited to, circulars, annual reports, interim reports, quarterly reports, notices of general meetings, and other types of corporate communication as specified in the Hong Kong Listing Rules.</p>	<p>The Company's holders of overseas-listed foreign shares can, in writing, select to receive corporate communication by electronic means or by mail that the Company shall send to shareholders, and they can also select to receive Chinese or English version only, or both. Shareholders can give written notice in advance to the Company within reasonable time to revise the method and language version of receiving foregoing information under appropriate procedures.</p> <p>Shareholders or directors who wish to prove that certain notices, documents, information or written statements have been served on the Company shall provide evidence showing the same has been served to the correct address by ordinary means or by prepaid mail within the specified period of time.</p> <p>Notwithstanding the aforesaid provision which specifies providing and/ or dispatching written corporate communication to shareholders, as for the means by which the Company provides and/or dispatches its corporate communication to shareholders according to the Hong Kong Listing Rules, if the Company has obtained shareholders' prior written consent or deemed consent according to the relevant laws and regulations and the Hong Kong Listing Rules as amended from time to time, the Company may dispatch or provide corporate communication to its shareholders by electronic means or via its website. Corporate communication includes, but not limited to, circulars, annual reports, interim reports, quarterly reports, notices of general meetings, and other types of corporate communication as specified in the Hong Kong Listing Rules.</p>
CHAPTER XIV NOTICE		
Article 156	Unless otherwise specified in the Articles of Association, the various means of sending notices specified in the preceding paragraph shall apply to the notices of general meetings, board meetings and meetings of the Supervisory Committee convened by the Company.	Unless otherwise specified in the Articles of Association, the various means of sending notices specified in the preceding paragraph shall apply to the notices of general meetings, <u>and</u> board meetings <u>and</u> meetings of the Supervisory Committee convened by the Company.
CHAPTER XV MERGER, AND DIVISION, CAPITAL INCREASE, CAPITAL REDUCTION OF THE COMPANY		
Article 160	New article	<u>One company absorbing another company is merger by absorption, and the company being absorbed shall be dissolved. Merger of two or more companies through establishment of a new company is merger by establishment of a new entity, and the parties to the merger shall be dissolved.</u>

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No.	Original content	Content after amendment
Article 161	<p>Where the Company undergoes combination, all parties to the combination shall enter into a combination agreement, and prepare balance sheets and property checklists. The Company shall, within 10 days after making the decision of combination, notify the creditors, and shall make a public announcement on newspapers within 30 days. The creditors may require the Company to repay its debts within 30 days after receiving the notice, or provide corresponding repayment guarantees within 45 days after the announcement if the creditors have not received the notice.</p> <p>Upon combination, any creditor's rights and indebtedness of the combined parties shall be assumed by the company which survives after the combination or the newly established company.</p>	<p><u>Where the consideration paid for a merger does not exceed 10% of the Company's net assets, the merger may be conducted without a resolution of the general meeting, unless otherwise provided in these Articles of Association.</u></p> <p><u>A merger conducted without a resolution of the general meeting pursuant to the preceding paragraph shall be subject to a resolution of the Board of Directors.</u></p> <p>Where the Company undergoes combination, all parties to the combination shall enter into a combination agreement, and prepare balance sheets and property checklists. The Company shall, within 10 days after making the decision of combination, notify the creditors, and shall make a public announcement on newspapers or through the National Enterprise Credit Information Publicity System within 30 days. The creditors may require the Company to repay its debts within 30 days after receiving the notice, or provide corresponding repayment guarantees within 45 days after the announcement if the creditors have not received the notice.</p> <p>Upon combination, any creditor's rights and indebtedness of the combined parties shall be assumed by the company which survives after the combination or the newly established company.</p>
Article 162	<p>Where the Company undergoes division, the property of the Company shall be divided accordingly.</p> <p>If undergoing division, the Company shall prepare a balance sheet and a property checklist. After making a resolution on division, the Company shall notify creditors within ten days, and publish an announcement on newspapers within 30 days.</p> <p>For the debts of the Company prior to the said division, the Company that survives thereafter shall bear the joint and several liabilities, unless otherwise specified in the written agreement which is concluded before the said division by the Company with its creditors on the settlement of the Company's debts.</p>	<p>Where the Company undergoes division, the property of the Company shall be divided accordingly.</p> <p>If undergoing division, the Company shall prepare a balance sheet and a property checklist. After making a resolution on division, the Company shall notify creditors within ten days, and publish an announcement on newspapers <u>or through the National Enterprise Credit Information Publicity System</u> within 30 days.</p> <p>For the debts of the Company prior to the said division, the Company that survives thereafter shall bear the joint and several liabilities, unless otherwise specified in the written agreement which is concluded before the said division by the Company with its creditors on the settlement of the Company's debts.</p>

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Article 163	<p>When the Company reduces its registered capital, it must prepare a balance sheet and an inventory of assets.</p> <p>The Company shall notify its creditors within ten days and publish an announcement in newspapers within 30 days after the resolution approving the reduction has been made. The creditors shall have the right to require the Company to repay its debts within 30 days after receiving the notice, or provide corresponding repayment guarantees within 45 days after the announcement if the creditors have not received the notice.</p> <p>The reduced registered capital of the Company shall not be less than the statutory minimum.</p>	<p>When the Company reduces its registered capital, it <u>shall</u> must prepare a balance sheet and an inventory of assets.</p> <p>The Company shall notify its creditors within ten days and publish an announcement in newspapers or through the <u>National Enterprise Credit Information Publicity System</u> within 30 days after the resolution approving the reduction has been made. The creditors shall have the right to require the Company to repay its debts within 30 days after receiving the notice, or provide corresponding repayment guarantees within 45 days after the announcement if the creditors have not received the notice.</p> <p><u>When the Company reduces its registered capital, it shall reduce the capital contribution or shares of shareholders in proportion to their shareholdings, unless otherwise provided by law or these Articles of Association. The reduced registered capital of the Company shall not be less than the statutory minimum.</u></p>
Article 164	New article	<p><u>If the Company still has losses after making up for them in accordance with paragraph 2 of Article 138 of these Articles of Association, it may reduce its registered capital to make up for the losses. Where the registered capital is reduced to make up for losses, the Company shall not make distributions to shareholders, nor shall it exempt shareholders from their obligations to make capital contributions or pay for shares.</u></p> <p><u>Where the registered capital is reduced in accordance with the provisions of the preceding paragraph, the provisions of paragraph 2 of Article 163 under these Articles of Association shall not apply. However, the Company shall announce the reduction in newspapers or through the <u>National Enterprise Credit Information Publicity System</u> within 30 days from the date on which the general meeting passes a resolution to reduce the registered capital.</u></p> <p><u>After the Company reduces its registered capital in accordance with the provisions of the preceding two paragraphs, it shall not distribute profits until the accumulated amount of the statutory reserve and the discretionary reserve reaches 50% of the Company's registered capital.</u></p>

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No.	Original content	Content after amendment
Article 165	New article	<u>If the registered capital is reduced in violation of the Company Law or other relevant regulations, shareholders shall return the funds received, and any reduction or exemption of shareholders' capital contributions shall be reversed; in case of losses caused to the Company, shareholders and responsible directors and senior management shall be liable for compensation.</u>
Article 166	New article	<u>When the Company issues new shares to increase its registered capital, shareholders are not entitled to preemptive rights, unless otherwise stipulated in these Articles of Association or granted by a resolution of the general meeting.</u>
CHAPTER XVI DISSOLUTION AND LIQUIDATION OF THE COMPANY		
Article 168	<p>The Company shall be dissolved and liquidated according to law in any of the following circumstances:</p> <p>(1) the term of business stipulated in the Articles of Association has expired or other events of dissolution specified in the Articles of Association have occurred;</p> <p>(2) the shareholders' general meeting resolves to dissolve the Company;</p> <p>(3) dissolution is necessary due to a merger or division of the Company;</p> <p>(4) the business license is revoked, or the business is ordered to close down or is revoked, in accordance with the law;</p> <p>(5) where the Company encounters serious difficulties in its operation and management and its continuance shall cause a significant loss to the interest of shareholders, and where this cannot be resolved through other means, shareholders who hold more than 10% of the total shareholders' voting rights of the Company may present a petition to the People's Court for the dissolution of the Company.</p>	<p>The Company shall be dissolved and liquidated according to law in any of the following circumstances. <u>The Company shall be dissolved due to the following reasons:</u></p> <p>(1) the term of business stipulated in the Articles of Association has expired or other events of dissolution specified in the Articles of Association have occurred;</p> <p>(2) the general meeting resolves to dissolve the Company;</p> <p>(3) dissolution is necessary due to a merger or division of the Company;</p> <p>(4) the business license is revoked, or the business is ordered to close down or is revoked, in accordance with the law;</p> <p>(5) where the Company encounters serious difficulties in its operation and management and its continuance shall cause a significant loss to the interest of shareholders, and where this cannot be resolved through other means, shareholders who hold more than 10% of the total shareholders' voting rights of the Company may present a petition to the People's Court for the dissolution of the Company.</p> <p><u>If the Company encounters the cause of dissolution as stipulated in the preceding paragraph, it shall announce the reasons of dissolution through the National Enterprise Credit Information Publicity System within 10 days.</u></p>

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No.	Original content	Content after amendment
Article 169	<p>In the event of item (1) in Article 165, the Company may carry on its existence by amending its Articles of Association.</p> <p>When making amendments to the Articles of Association in accordance with the provisions of the preceding paragraph, such amendments shall be passed by more than two thirds of the voting rights held by shareholders present at the shareholders' general meeting.</p>	<p>In the event of item (1) in Article 168 and the property has not yet been distributed to the shareholders, the Company may continue to exist by amending the Articles of Association or resolution of the general meeting. the Company may carry on its existence by amending its Articles of Association.</p> <p>When making amendments to the Articles of Association in accordance with the provisions of the preceding paragraph, such amendments shall be passed by more than two thirds of the voting rights held by shareholders present at the general meeting.</p>
Article 170	<p>Where the Company is dissolved under the provisions of items (1), (2), (4), (5) in Article 165, a liquidation committee shall be established and the liquidation shall commence within 15 days after the occurrence of an event of dissolution. The liquidation committee shall be composed of directors or the persons determined by the shareholders' general meeting by way of ordinary resolution. If a liquidation committee is not established within the stipulated period to conduct liquidation, the creditors may apply to the People's Court to appoint relevant personnel to form a liquidation committee to conduct liquidation.</p>	<p>Where the Company is dissolved under the provisions of items (1), (2), (4), (5) in Article 168, it shall a liquidation committee shall be established and the liquidation shall commence within 15 days after the occurrence of an event of dissolution be liquidated. Directors shall be the persons responsible for liquidation of the Company and shall <u>establish a liquidation committee within 15 days as of the dissolution circumstance arises, and the liquidation shall be performed.</u> The liquidation committee shall be composed of directors or the persons determined by the shareholders' general meeting by way of ordinary resolution. If a liquidation committee is not established within the stipulated period to conduct liquidation, the creditors may apply to the People's Court to appoint relevant personnel to form a liquidation committee to conduct liquidation.</p> <p><u>The liquidation committee shall be composed of Directors, unless otherwise provided in these Articles of Association or unless the general meeting resolves to elect other persons.</u></p> <p><u>If the liquidation obligors fail to fulfill their liquidation obligations in a timely manner and cause losses to the Company or creditors, they shall be liable for compensation.</u></p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original content	Content after amendment
Article 172	<p>The liquidation committee shall notify creditors within ten days after its establishment and shall make announcements in newspapers within 60 days. A creditor shall lodge his/her claim with the liquidation committee within 30 days after receiving the notice or within 45 days after the date of announcement if he/she did not receive the notice.</p> <p>When declaring their claims, the creditors shall explain the matters related to their claims and provide supporting materials. The liquidation committee shall register the creditor's rights.</p> <p>During the period of declaration of claims, the liquidation committee shall not settle any debts to creditors.</p>	<p>The liquidation committee shall notify creditors within ten days after its establishment and shall make announcements in newspapers or through the National Enterprise Credit Information Publicity System within 60 days. A creditor shall lodge his/her claim with the liquidation committee within 30 days after receiving the notice or within 45 days after the date of announcement if he/she did not receive the notice.</p> <p>When declaring their claims, the creditors shall explain the matters related to their claims and provide supporting materials. The liquidation committee shall register the creditor's rights.</p> <p>During the period of declaration of claims, the liquidation committee shall not settle any debts to creditors.</p>
Article 174	<p>The liquidation committee, having thoroughly examined the Company's assets and having prepared a balance sheet and an inventory of assets, discovers that the Company's assets are insufficient to pay its debts in full, it shall apply to the People's Court for a declaration of insolvency in accordance with law.</p> <p>After the People's Court has declared the Company bankrupt, the liquidation committee shall hand over the affairs of the liquidation to the People's Court.</p>	<p>The liquidation committee, having thoroughly examined the Company's assets and having prepared a balance sheet and an inventory of assets, discovers that the Company's assets are insufficient to pay its debts in full, it shall apply to the People's Court for a declaration of insolvency <u>liquidation</u> in accordance with law.</p> <p>After the People's Court accepts the bankruptcy application, <u>the liquidation committee shall hand over the liquidation matters to the bankruptcy administrator designated by the People's Court. After the People's Court has declared the Company bankrupt, the liquidation committee shall hand over the affairs of the liquidation to the People's Court.</u></p>
Article 175	<p>Upon completion of the liquidation, the liquidation committee shall prepare a liquidation report to be submitted to the shareholders' general meeting or the People's Court for confirmation, and then submit it to the company registration authority applying for cancelation of the Company's registration and announce the termination of the Company.</p>	<p>Upon completion of the liquidation, the liquidation committee shall prepare a liquidation report to be submitted to the general meeting or the People's Court for confirmation, and then submit it to the company registration authority applying for cancelation of the Company's registration and announce the termination of the Company.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original content	Content after amendment
Article 176	<p>Members of the liquidation committee are required to discharge their duties honestly and in compliance with the relevant laws.</p> <p>Members of the liquidation committee shall be prohibited from abusing their powers to accept bribes or other unlawful income and from misappropriating the Company's properties.</p> <p>A member of the liquidation committee is liable to indemnify the Company and its creditors in respect of any loss arising from his/her willful or material default.</p>	<p>Members of the liquidation committee are required to discharge their duties honestly and in compliance with the relevant laws.</p> <p><u>The members of the liquidation committee shall perform their liquidation obligations and bear duties of loyalty and diligence.</u></p> <p><u>Any member of the liquidation committee shall bear the liability for damages suffered by the Company due to their negligence to perform the obligations of liquidation; any member of the liquidation committee shall indemnify the creditors for the losses arising from his/her intentional or gross negligence.</u></p> <p>Members of the liquidation committee shall be prohibited from abusing their powers to accept bribes or other unlawful income and from misappropriating the Company's properties.</p> <p>A member of the liquidation committee is liable to indemnify the Company and its creditors in respect of any loss arising from his/her willful or material default.</p>
Article 177	New article	<p><u>Where the Company is declared bankrupt in accordance with the laws, it shall implement bankruptcy liquidation in accordance with the relevant laws relating to bankruptcy of enterprise.</u></p>
CHAPTER XVII AMENDMENTS TO THE ARTICLES OF ASSOCIATION		
Article 178	<p>The Company may amend the Articles of Association in accordance with the laws, administrative regulations and the Articles of Association.</p> <p>The Company shall amend the Articles of Association in any of the following circumstances:</p> <ol style="list-style-type: none"> (1) after the amendment to the Company Law or any other relevant law or administrative regulation, any provision of the Articles of Association is in conflict with the amended law or administrative regulation; (2) any change of the Company results in inconsistency with the relevant provisions of the Articles of Association; (3) the shareholders' general meeting decides to amend the Articles of Association. 	<p>The Company may amend the Articles of Association in accordance with the laws, administrative regulations and the Articles of Association.</p> <p>The Company <u>will</u> shall amend the Articles of Association in any of the following circumstances:</p> <ol style="list-style-type: none"> (1) after the amendment to the Company Law or any other relevant law or administrative regulation, any provision of the Articles of Association is in conflict with the amended law or administrative regulation; (2) any change of the Company results in inconsistency with the relevant provisions of the Articles of Association; (3) the general meeting decides to amend the Articles of Association.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original content	Content after amendment
CHAPTER XVIII SUPPLEMENTARY PROVISIONS		
Article 181	<p>In the Articles of Association, the term “accounting firm(s)” has/have the same meaning as the term “auditor(s)”.</p> <p>In the Articles of Association, a “de facto controller” refers to a person who, though not a shareholder of the Company, but through investment relationships, agreements, or other arrangements, may actually control the activities of the Company.</p> <p>In the Articles of Association, the terms “more than”, “within” and “below” shall all include the given figure; the terms “over”, “beyond”, “higher” and “other than” shall all exclude the given figure.</p> <p>In the Articles of Association, a “connected transaction” has the meaning ascribed to it by the Hong Kong Listing Rules.</p> <p>In the Articles of Association, a “general manager”, a “deputy general manager”, the “responsible financial officer” refers to the Company’s president, vice president and chief financial officer, respectively. In the Company’s internal management system, the meanings of president and vice president are the same with that of general manager and deputy general manager and the chief financial officer and responsible financial officer shall have the same meaning in the Articles of Association.</p> <p>In the Articles of Association, the term “RMB” refers to renminbi Yuan, the lawful currency of the People’s Public of China.</p> <p>In the Articles of Association, the term “laws and regulations of the PRC” refers to all the laws, regulations, rules and orders, including decrees, statutory laws or other legislative measures and regulations, rules, treaties, directives and government decrees, issued by the legislative, judicial and governmental agencies of the People’s Republic of China.</p>	<p>In the Articles of Association, the term “accounting firm(s)” has/have the same meaning as the term “auditor(s)”.</p> <p>In the Articles of Association, a “de facto controller” refers to <u>a natural person, legal person or other organization that actually possesses the power to direct the acts of the Company through investment, contract or other arrangement.</u> person who, though not a shareholder of the Company, but through investment relationships, agreements, or other arrangements, may actually control the activities of the Company.</p> <p>In the Articles of Association, the terms “more than”, “within” and “below” shall all include the given figure; the terms “over”, “beyond”, “higher” and “other than” shall all exclude the given figure.</p> <p>In the Articles of Association, a “connected transaction” has the meaning ascribed to it by the Hong Kong Listing Rules.</p> <p>In the Articles of Association, a “general manager”, a “deputy general manager”, the “responsible financial officer” refers to the Company’s president, vice president and chief financial officer, respectively. In the Company’s internal management system, the meanings of president and vice president are the same with that of general manager and deputy general manager and the chief financial officer and responsible financial officer shall have the same meaning in the Articles of Association.</p> <p>In the Articles of Association, the term “RMB” refers to renminbi Yuan, the lawful currency of the People’s Public of China.</p> <p>In the Articles of Association, the term “laws and regulations of the PRC” refers to all the laws, regulations, rules and orders, including decrees, statutory laws or other legislative measures and regulations, rules, treaties, directives and government decrees, issued by the legislative, judicial and governmental agencies of the People’s Republic of China.</p>
Article 185	Annexes to the Articles of Association include the Rules of Procedure for Shareholders’ General Meeting, the Rules of Procedure of the Board of Directors and the Rules of Procedure of the Board of Supervisors.	Annexes to the Articles of Association include the Rules of Procedure for General Meeting <u>and the Rules of Procedure of the Board of Directors</u> and the Rules of Procedure of the Board of Supervisors.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original content	Content after amendment
Article 186	The Articles of Association shall be proposed by the Board for the consideration and approval by the shareholders' general meeting, and shall take effect and come into force from the date on which the Company's overseas listed foreign shares are initially issued and listed and traded on the Hong Kong Stock Exchange. From the effective date of the Articles of Association, the existing articles of association of the Company shall lapse automatically.	The Articles of Association shall be proposed by the Board for the consideration and approval by the shareholders' general meeting, and shall take effect and come into force from the date when they are considered and approved by the general meeting on which the Company's overseas listed foreign shares are initially issued and listed and traded on the Hong Kong Stock Exchange. From the effective date of the Articles of Association, the existing articles of association of the Company shall lapse automatically.

The principal details of the proposed amendments to the Rules of Procedure for General Meeting are as follows:

Notes:

1. If there is any inconsistency between the Chinese and English versions of the amendments, the Chinese version shall prevail.
2. Where the amendments involve the addition or deletion of articles, the numbering of the original articles will be adjusted accordingly, and references to the numbering of articles within the provisions shall be updated sequentially as changes occur.
3. The term “general meeting” has been uniformly adjusted from “shareholders’ general meeting” throughout the original Rules of Procedure for General Meeting. Given that this change occurs frequently in the amendments, it will not be listed individually in the amendment table.

No.	Original content	Content after amendment
CHAPTER II CONVENING OF GENERAL MEETINGS		
Article 6	<p>Shareholders who request to convene an extraordinary Shareholders' General Meeting shall follow the following procedures:</p> <p>.....</p> <p>(3) If the board of directors disagrees to hold the meeting or no feedback is provided within 10 days after the request is received, the shareholder holding or shareholders aggregately holding 10% or more of the shares of the Company shall have the right to propose the holding of a special shareholders' meeting to the board of supervisors, but shall request it in writing.</p> <p>(4) If the board of supervisors agrees to hold the meeting, it shall issue a notice of holding a shareholders' meeting within five days after receiving the request, but any modification to the original request in the notice shall be subject to the consent of the relevant shareholder or shareholders.</p> <p>(5) If the board of supervisors fails to issue a notice of holding a shareholders' meeting within the prescribed time limit, it shall be deemed that the board of supervisors fails to convene and preside over the shareholders' meeting, and a shareholding holding or shareholders aggregately holding 10% or more of the shares of the Company for 90 consecutive days may convene and preside over the meeting on its or their own initiative.</p>	<p>Shareholders who request to convene an extraordinary General Meeting shall follow the following procedures:</p> <p>.....</p> <p>(3) If the board of directors disagrees to hold the meeting or no feedback is provided within 10 days after the request is received, the shareholder holding or shareholders aggregately holding 10% or more of the shares of the Company shall have the right to propose the holding of a special general meeting to the board of supervisors <u>Audit Committee</u>, but shall request it in writing.</p> <p>(4) If the board of supervisors <u>Audit Committee</u> agrees to hold the meeting, it shall issue a notice of holding a general meeting within five days after receiving the request, but any modification to the original request in the notice shall be subject to the consent of the relevant shareholder or shareholders.</p> <p>(5) If the board of supervisors <u>Audit Committee</u> fails to issue a notice of holding a general meeting within the prescribed time limit, it shall be deemed that the board of supervisors <u>Audit Committee</u> fails to convene and preside over the shareholders' meeting, and a shareholding holding or shareholders aggregately holding 10% or more of the shares <u>(including preferred shares with restored voting rights)</u> of the Company for 90 consecutive days may convene and preside over the meeting on its or their own initiative.</p>

No.	Original content	Content after amendment
CHAPTER III PROPOSAL AND NOTICE OF THE GENERAL MEETING		
Article 7	<p>When a company convenes a Shareholders' General Meeting, the Board of Directors, the Supervisory Committee and shareholders individually or jointly holding more than 3% of a company's shares shall have the right to submit proposals to the Company. Shareholders individually or jointly holding more than 3% of a company's shares may submit ad hoc proposals in writing to the convener 10 days before the Shareholders' General Meeting is convened. The convener shall issue a supplementary notice of the Shareholders' General Meeting to other shareholders within two days after receipt of the proposal, and include the matters in the proposal which are within the scope of duties of the Shareholders' General Meeting into the agenda of the meeting and submit it to the Shareholders' General Meeting for consideration.</p> <p>Except for the circumstances specified above, the convener shall not amend the proposals set out in the notice of the Shareholders' General Meeting or add new proposals after the issuance of the notice of the Shareholders' General Meeting.</p> <p>Proposals not set out in the notice of the Shareholders' General Meeting or not complying with these Articles of Association shall not be voted on or resolved at the Shareholders' General Meeting.</p>	<p>When a company convenes a General Meeting, the Board of Directors, the Supervisory Committee Audit Committee and shareholders individually or jointly holding more than 3% <u>1%</u> of a company's shares shall have the right to submit proposals to the Company. Shareholders individually or jointly holding more than 3% <u>1%</u> of a company's shares may submit ad hoc proposals in writing to the convener 10 days before the General Meeting is convened. The convener shall issue a supplementary notice of the General Meeting to other shareholders within two days after receipt of the proposal, and include the matters in the proposal which are within the scope of duties of the General Meeting into the agenda of the meeting and submit it to the General Meeting for consideration.</p> <p>Except for the circumstances specified above, the convener shall not amend the proposals set out in the notice of the General Meeting or add new proposals after the issuance of the notice of the General Meeting.</p> <p>Proposals not set out in the notice of the General Meeting or not complying with these Articles of Association shall not be voted on or resolved at the General Meeting.</p>

No.	Original content	Content after amendment
Article 9	<p>When the Company is to hold an annual Shareholders' General Meeting, it shall issue a written notice 20 days (excluding the date of the notice and the meeting) prior to the meeting informing all the registered shareholders of the matters to be considered at the meeting as well as the date and place of the meeting by way of an announcement. When the Company is to hold an extraordinary Shareholders' General Meeting, it shall issue a written notice 15 days (excluding the date of the notice and the meeting) prior to the meeting informing all the registered shareholders of the matters to be considered at the meeting as well as the date and place of the meeting by way of an announcement.</p> <p>Unless otherwise specified in these Articles of Association, the notice of the Shareholders' General Meeting shall be delivered to shareholders (with or without voting rights at the Shareholders' General Meeting) personally or by postage prepaid mails to their addresses registered in the register of shareholders, or subject to compliance with the applicable laws and regulations and the listing rules of the place where the shares of the Company are listed, be published at the Company's website and the website designated by the Hong Kong Stock Exchange. If an announcement shall be made to the shareholders of overseas listed shares pursuant to the Articles of Association, the relevant announcement shall be published in the manner required by the Hong Kong Listing Rules. The notice of the Shareholders' General Meeting to the shareholders of domestic shares may also be made by way of announcement.</p> <p>The announcement referred to in the preceding provision shall be published in one or more newspapers designated by the securities regulatory authority of the State Council within 20 days (excluding the date of the notice and the meeting) prior to the convening of the annual Shareholders' General Meeting or 15 days (excluding the date of the notice and the meeting) prior to the convening of the extraordinary Shareholders' General Meeting. Once the announcement is made, all holders of domestic shares shall be deemed to have received the notice of the relevant Shareholders' General Meeting.</p>	<p>When the Company is to hold an annual General Meeting, it shall issue a written notice 20 days (excluding the date of the notice and the meeting) prior to the meeting informing all the registered shareholders of the matters to be considered at the meeting as well as the date and place of the meeting by way of an announcement. When the Company is to hold an extraordinary General Meeting, it shall issue a written notice 15 days (excluding the date of the notice and the meeting) prior to the meeting informing all the registered shareholders of the matters to be considered at the meeting as well as the date and place of the meeting by way of an announcement.</p> <p>Unless otherwise specified in these Articles of Association, the notice of the General Meeting shall be delivered to shareholders (with or without voting rights at the Shareholders' General Meeting) personally or by postage prepaid mails to their addresses registered in the register of shareholders, or subject to compliance with the applicable laws and regulations and the listing rules of the place where the shares of the Company are listed, be published at the Company's website and the website designated by the Hong Kong Stock Exchange. If an announcement shall be made to the shareholders of overseas listed shares pursuant to the Articles of Association, the The relevant announcement shall be published in the manner required by the Hong Kong Listing Rules. The notice of the Shareholders' General Meeting to the shareholders of domestic shares may also be made by way of announcement.</p> <p>The announcement referred to in the preceding provision shall be published in one or more newspapers designated by the securities regulatory authority of the State Council within 20 days (excluding the date of the notice and the meeting) prior to the convening of the annual Shareholders' General Meeting or 15 days (excluding the date of the notice and the meeting) prior to the convening of the extraordinary Shareholders' General Meeting. Once the announcement is made, all holders of domestic shares shall be deemed to have received the notice of the relevant Shareholders' General Meeting.</p>

No.	Original content	Content after amendment
	<p>The notice of the Shareholders' General Meeting sent to the shareholders of overseas listed shares shall be served 20 days (excluding the date of the notice and the meeting) prior to the convening of the annual Shareholders' General Meeting or 15 days (excluding the date of the notice and the meeting) prior to the convening of the extraordinary Shareholders' General Meeting by any of the following means:</p> <ol style="list-style-type: none"> (1) to be sent to each shareholder of overseas listed shares in person or by mail to the registered address of each shareholder of overseas listed shares; (2) to be published on the website of the Company or the websites designated by the securities regulatory authority or stock exchange of the place where the shares of the Company are listed in accordance with the applicable laws, administrative regulations and relevant listing rules; (3) to be sent according to other requirements of the stock exchange of the place where the shares of the Company are listed and the Listing Rules. 	<p>The notice of the Shareholders' General Meeting sent to the shareholders of overseas listed shares shall be served 20 days (excluding the date of the notice and the meeting) prior to the convening of the annual Shareholders' General Meeting or 15 days (excluding the date of the notice and the meeting) prior to the convening of the extraordinary Shareholders' General Meeting by any of the following means:</p> <ol style="list-style-type: none"> (1) to be sent to each shareholder of overseas listed shares in person or by mail to the registered address of each shareholder of overseas listed shares; (2) to be published on the website of the Company or the websites designated by the securities regulatory authority or stock exchange of the place where the shares of the Company are listed in accordance with the applicable laws, administrative regulations and relevant listing rules; (3) to be sent according to other requirements of the stock exchange of the place where the shares of the Company are listed and the Listing Rules.
Article 11	<p>The notice of a Shareholders' General Meeting shall include the following:</p> <ol style="list-style-type: none"> (1) be made in writing; (2) the time, place and date of the designated meeting; (3) state the matters to be discussed at the meeting; (4) provide such information and explanation as are necessary for the shareholders to make sensible decisions on the proposals before them. This principle includes (but not limited to), where a proposal is made to amalgamate the Company with another, to repurchase shares, to reorganize the share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with the contracts, if any, and the cause and effect of such proposal must be seriously explained; (5) contain a disclosure of the nature and extent, if any, of the material interests of any Director, Supervisor, general manager and other Senior Management in the proposed transaction; (6) contain the full text of any special resolution proposed to be passed at the meeting; 	<p>The notice of a General Meeting shall include the following:</p> <ol style="list-style-type: none"> (1) be made in writing; (2) the time, place and date of the designated meeting; (3) state the matters to be discussed at the meeting; (4) provide such information and explanation as are necessary for the shareholders to make sensible decisions on the proposals before them. This principle includes (but not limited to), where a proposal is made to amalgamate the Company with another, to repurchase shares, to reorganize the share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with the contracts, if any, and the cause and effect of such proposal must be seriously explained; (5) contain a disclosure of the nature and extent, if any, of the material interests of any Director, Supervisor, general manager and other Senior Management in the proposed transaction; (6) contain the full text of any special resolution proposed to be passed at the meeting;

No.	Original content	Content after amendment
	<p>(7) contain conspicuously a statement that a shareholder entitled to attend and vote is entitled to appoint one or more proxies to attend and vote on his behalf and that a proxy need not be a shareholder of the Company;</p> <p>(8) specify the time and place for lodging proxy forms for voting at the meeting;</p> <p>(9) contain the registration date of shareholders entitled to attend the Shareholders' General Meeting;</p> <p>(10) contain the name and telephone number of the permanent contact person of the meeting;</p> <p>(11) voting time and voting procedures by online or other means;</p> <p>(12) other matters stipulated by laws, administrative regulations and regulatory documents.</p>	<p>(7) contain conspicuously a statement that a shareholder entitled to attend and vote is entitled to appoint one or more proxies to attend and vote on his behalf and that a proxy need not be a shareholder of the Company <u>all ordinary shareholders (including preferred shares with restored voting rights) and shareholders with special voting rights shares are entitled to attend and vote in the general meeting, and can appoint proxies to attend and vote on their behalf in the meeting and that a proxy need not be a shareholder of the Company;</u></p> <p>(8) specify the time and place for lodging proxy forms for voting at the meeting;</p> <p>(9) contain the registration date of shareholders entitled to attend the General Meeting;</p> <p>(10) contain the name and telephone number of the permanent contact person of the meeting;</p> <p>(11) voting time and voting procedures by online or other means;</p> <p>(12) other matters stipulated by laws, administrative regulations and regulatory documents.</p>
CHAPTER IV CONVENING OF GENERAL MEETING		
Article 22	If the Company convenes a shareholders' general meeting, all Directors, Supervisors and the secretary to the Board of the Company shall attend the meeting, and the general manager and other Senior Management shall be present at the meeting, except in cases where attendance is impossible due to objective reasons.	<p>If the Company convenes a shareholders' general meeting, all Directors, Supervisors and the secretary to the Board of the Company shall attend the meeting, and the general manager and other Senior Management shall be present at the meeting, except in cases where attendance is impossible due to objective reasons.</p> <p><u>Where Directors and Senior Management are required to attend a general meeting, such Directors and Senior Management shall be present and respond to shareholders' inquiries.</u></p>

No.	Original content	Content after amendment
Article 26	<p>The proxy form shall specify that if a shareholder fails to give instruction, the proxy may vote in such a way as he/she thinks fit.</p> <p>Save as provided above, the aforesaid proxy form shall also specify the number of shares to be represented by the proxy, the name of the proxy; whether or not the proxy has any voting right(s); whether or not the proxy has any voting right(s) in respect of interim proposals which may be included in the agenda of the general meeting; and, if the proxy has such voting right(s), specific instructions as to the exercise of those voting rights, being separate instructions as to whether to vote for, vote against, or abstain from voting on, each item included on the agenda of the general meeting as an item for consideration thereat; the date of issue and validity period. If several persons are appointed as the shareholder's proxies, the proxy form shall specify the number of shares to be represented by each proxy.</p> <p>Where the general meeting is attended by a proxy, he/she shall produce his/her own identity documents and the proxy form signed by the principal or its legal representative which indicates the date of issue. If the principal is a corporate shareholder, the proxy form shall be under the seal of the corporate.</p> <p>Where the general meeting is attended by an individual shareholder in person, he/she shall produce his or her own identity documents. Where a corporate shareholder appoints its legal representative to attend the meeting, the legal representative shall produce his/her own identity documents and a notarially certified copy of the resolution signed by the Board or other governing bodies of the corporate shareholder or other notarially certified documents allowed by the Company.</p>	<p>The proxy form shall specify that if a shareholder fails to give instruction, the proxy may vote in such a way as he/she thinks fit.</p> <p>Save as provided above, the aforesaid proxy form shall also specify the number of shares to be represented by the proxy, the name of the proxy; whether or not the proxy has any voting right(s); whether or not the proxy has any voting right(s) in respect of interim proposals which may be included in the agenda of the general meeting; and, if the proxy has such voting right(s), specific instructions as to the exercise of those voting rights, being separate instructions as to whether to vote for, vote against, or abstain from voting on, each item included on the agenda of the general meeting as an item for consideration thereat; the date of issue and validity period. If several persons are appointed as the shareholder's proxies, the proxy form shall specify the number of shares to be represented by each proxy.</p> <p>Where the general meeting is attended by a proxy, he/she shall produce his/her own identity documents and the proxy form signed by the principal or its legal representative which indicates the date of issue. If the principal is a corporate shareholder, the proxy form shall be under the seal of the corporate.</p> <p>Where the general meeting is attended by an individual shareholder in person, he/she shall produce his or her own identity documents. Where a corporate shareholder appoints its legal representative to attend the meeting, the legal representative shall produce his/her own identity documents and a notarially certified copy of the resolution signed by the Board or other governing bodies of the corporate shareholder or other notarially certified documents allowed by the Company.</p> <p><u>HKSCC is entitled to appoint proxies or corporate representatives to attend the Company's general meetings and creditors meetings and those proxies or corporate representatives shall enjoy rights equivalent to the rights of other shareholders, including the right to speak and vote.</u></p>

No.	Original content	Content after amendment
Article 28	<p>Where the shareholders' general meeting is convened by the Board of Directors, the chairman of the Board shall preside over and act as the chairman of the meeting. In the event that the chairman of the Board is incapable of performing or fails to perform his/her duties, the Board of Directors may designate a director of the Company to preside over the meeting and act as the chairman of the meeting on its behalf. If no chairman of the meeting is designated, shareholders attending the meeting may elect a chairman. In case where shareholders are unable, for any reason, to elect a chairman for the meeting, that the attending shareholder (including proxies) who holds the largest number of voting shares shall be the chairman of the meeting.</p> <p>If the Board of Directors fails or is unwilling to convene a shareholders' general meeting, the Supervisory Committee shall promptly convene and preside over such meeting; if the Supervisory Committee fails or is unwilling to convene or preside over such meeting, the shareholders holding 10% or more of the shares in the Company individually or in aggregate for more than consecutive 90 days may convene and preside over such meeting by themselves.</p> <p>A shareholders' general meeting convened by the Supervisory Committee on its own shall be presided over by the chairman of the Supervisory Committee. In the event that the chairman of the Supervisory Committee is incapable of performing or fails to perform his/her duties, the meeting shall be presided over by a Supervisor jointly elected by more than half of the Supervisors.</p> <p>The shareholders' general meeting convened by shareholder(s) shall be presided over by a representative elected by the convener. If no chairman of the meeting has been so elected, shareholders present shall elect one person to be the chairman of the meeting. In case where shareholders are unable, for any reason, to elect a chairman for the meeting, that the attending shareholder (including proxies) who holds the largest number of voting shares shall be the chairman of the meeting.</p>	<p>Where the general meeting is convened by the Board of Directors, the chairman of the Board shall preside over and act as the chairman of the meeting. In the event that the chairman of the Board is incapable of performing or fails to perform his/her duties, the Board of Directors may designate a director of the Company to preside over the meeting and act as the chairman of the meeting on its behalf. If no chairman of the meeting is designated, shareholders attending the meeting may elect a chairman. In case where shareholders are unable, for any reason, to elect a chairman for the meeting, that the attending shareholder (including proxies) who holds the largest number of voting shares shall be the chairman of the meeting.</p> <p>If the Board of Directors fails or is unwilling to convene a general meeting, the Supervisory Committee <u>Audit Committee</u> shall promptly convene and preside over such meeting; if the Supervisory Committee <u>Audit Committee</u> fails or is unwilling to convene or preside over such meeting, the shareholders holding 10% or more of the shares in the Company individually or in aggregate for more than consecutive 90 days may convene and preside over such meeting by themselves.</p> <p>A general meeting convened by the Supervisory Committee <u>Audit Committee</u> on its own shall be presided over by the chairman of the Supervisory Committee <u>convener of the Audit Committee</u>. In the event that the chairman of the Supervisory Committee <u>convener of the Audit Committee</u> is incapable of performing or fails to perform his/her duties, the meeting shall be presided over by a Supervisor <u>member of the Audit Committee</u> jointly elected by more than half of the Supervisors <u>members of the Audit Committee</u>.</p> <p>The general meeting convened by shareholder(s) shall be presided over by a representative elected by the convener. If no chairman of the meeting has been so elected, shareholders present shall elect one person to be the chairman of the meeting. In case where shareholders are unable, for any reason, to elect a chairman for the meeting, that the attending shareholder (including proxies) who holds the largest number of voting shares shall be the chairman of the meeting.</p>

No.	Original content	Content after amendment
	<p>When a shareholders' general meeting is convened, if the chairman of the meeting violates the rules of procedure, making continuance of the shareholders' general meeting impossible, with the consent of shareholders holding more than one half of the voting rights present at the meeting, the shareholders' general meeting may elect a person to serve as the chairman of the meeting and the meeting shall continue. In case where shareholders are unable, for any reason, to elect a chairman for the meeting, that the attending shareholder (including proxies) who holds the largest number of voting shares shall be the chairman of the meeting.</p>	<p>When a general meeting is convened, if the chairman of the meeting violates the rules of procedure, making continuance of the general meeting impossible, with the consent of shareholders holding more than one half of the voting rights present at the meeting, the general meeting may elect a person to serve as the chairman of the meeting and the meeting shall continue. In case where shareholders are unable, for any reason, to elect a chairman for the meeting, that the attending shareholder (including proxies) who holds the largest number of voting shares shall be the chairman of the meeting.</p>
Article 29	<p>The contents of a resolution of the Company's shareholders' general meetings in violation of a law or administrative regulation shall be deemed invalid.</p> <p>If the procedure of convening or the method of voting at the shareholders' general meetings of the Company violates the laws, administrative regulations or these Articles of Association, or if the content of a resolution is in breach of these Articles of Association, shareholders shall have the right to petition People's Court to revoke such resolution within 60 days from the date on which the resolution is adopted.</p>	<p>The contents of a resolution of the Company's general meetings in violation of a law or administrative regulation shall be deemed invalid.</p> <p>If the procedure of convening or the method of voting at the general meetings of the Company violates the laws, administrative regulations or these Articles of Association, or if the content of a resolution is in breach of these Articles of Association, shareholders shall have the right to petition People's Court to revoke such resolution within 60 days from the date on which the resolution is adopted. However, if the procedural or voting irregularities are minor and have no material impact on the resolution, such requests shall not be entertained.</p> <p><u>Where there is a dispute regarding the validity of a resolution of the general meetings among the Board of Directors, shareholders, or other relevant parties, a lawsuit shall be promptly filed with the People's Court. Before the People's Court renders a judgment or ruling revoking the resolution or otherwise, the relevant parties shall comply with the resolution of the general meetings. The Company, directors and senior management shall fulfil their duties in good faith to ensure the normal operation of the Company.</u></p> <p><u>Upon the issuance of a judgment or ruling by the People's Court on the relevant matter, the Company shall perform its information disclosure obligations in accordance with laws, administrative regulations, the rules of the CSRC, and the stock exchange, fully explaining the impact, and shall actively cooperate with the enforcement of such ruling or judgment once it becomes effective. If prior matters need to be corrected, such corrections shall be promptly handled and the corresponding disclosure obligations fulfilled.</u></p>

No.	Original content	Content after amendment
CHAPTER V VOTING AND RESOLUTIONS OF THE GENERAL MEETINGS		
Article 30	<p>Resolutions of the shareholders' general meeting shall be divided into ordinary resolutions and special resolutions.</p> <p>To adopt an ordinary resolution, votes representing more than half of the voting rights represented by the shareholders (including proxies) present at the meeting must be exercised in favor of the resolution in order for it to be passed.</p> <p>To adopt a special resolution, votes representing more than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting must be exercised in favor of the resolution in order for it to be passed.</p> <p>A shareholder (including his/her proxy) attending the meeting shall vote for or against each resolution relating to every matter which has been put to vote at the relevant meeting. Any voting form which is uncompleted, wrongly completed, completed with illegible writing or not cast will be deemed as having waived voting rights, and the corresponding poll will be counted as "Abstain". When the Company calculates the voting results on this matter, abstention votes are included in the number of votes with voting rights and participation.</p>	<p>Resolutions of the general meeting shall be divided into ordinary resolutions and special resolutions.</p> <p>To adopt an ordinary resolution, votes representing more than half of the voting rights represented by the shareholders (including proxies) present at the meeting must be exercised in favor of the resolution in order for it to be passed.</p> <p>To adopt a special resolution, votes representing more than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting must be exercised in favor of the resolution in order for it to be passed.</p> <p>A shareholder (including his/her proxy) attending the meeting shall vote for or against each resolution relating to every matter which has been put to vote at the relevant meeting. Any voting form which is uncompleted, wrongly completed, completed with illegible writing or not cast will be deemed as having waived voting rights, and the corresponding poll will be counted as "Abstain". When the Company calculates the voting results on this matter, abstention votes are included in the number of votes with voting rights and participation.</p>

No.	Original content	Content after amendment
Article 32	<p>The following shall be resolved by an ordinary resolution at a shareholders' general meeting:</p> <ol style="list-style-type: none"> (1) work reports of the Board and the Supervisory Committee; (2) profit distribution plans and loss recovery plans formulated by the Board; (3) appointment and removal of the members of the Board and the Supervisory Committee (except for the employee representative Supervisors) and their remuneration and method of payment; (4) annual financial budget and final account proposals of the Company; (5) the annual report of the company; (6) resolution on the employment, dismissal or non-renewal of the Company's accounting firm and its remuneration; (7) other matters other than those required by the laws, administrative regulations, the listing rules of the place where the shares of the Company are listed, or the Articles of Association to be adopted by special resolutions. 	<p>The following shall be resolved by an ordinary resolution at a general meeting:</p> <ol style="list-style-type: none"> (1) work report of the Board and the Supervisory Committee; (2) profit distribution plans and loss recovery plans formulated by the Board; (3) appointment and removal of the members of the Board and the Supervisory Committee (except for the employee representative Supervisors <u>Directors</u>) and their remuneration and method of payment; (4) annual financial budget and final account proposals of the Company; (5) the annual report of the company; (4) resolution on the employment, dismissal or non-renewal of the Company's accounting firm and its remuneration; (5) other matters other than those required by the laws, administrative regulations, the listing rules of the place where the shares of the Company are listed, or the Articles of Association to be adopted by special resolutions.

No.	Original content	Content after amendment
Article 33	<p>The following shall be resolved by a special resolution at a shareholders' general meeting:</p> <ol style="list-style-type: none"> (1) the increase or decrease of the Company's registered capital; (2) the issuance of corporate bonds by the Company; (3) division, merger, splitting, dissolution, liquidation and change of corporate form of the Company; (4) amendments to the Articles of Association; (5) the Company's purchase or sale of material assets with a guaranteed amount exceeding 30% of the Company's total assets within one year; (6) equity incentive plans; (7) any other matters required by the laws, administrative regulations, listing rules of the place where the shares of the Company are listed or the Articles of Association, and matters considered by the shareholders' general meeting, by way of an ordinary resolution, to be of a nature which may have a material impact on the Company and shall be adopted by a special resolution; (8) other matters required by the listing rules of the place where the shares of the Company are listed to be approved by a special resolution. 	<p>The following shall be resolved by a special resolution at a general meeting:</p> <ol style="list-style-type: none"> (1) the increase or decrease of the Company's registered capital; (2) the issuance of corporate bonds by the Company; (3) (2) division, merger, splitting, dissolution, and liquidation and change of corporate form of the Company; (4)(3) amendments to the Articles of Association; (5)(4) the Company's purchase or sale of material assets with a guaranteed amount to others exceeding 30% of the Company's <u>latest audited</u> total assets within one year; (6)(5) equity incentive plans; (7)(6) any other matters required by the laws, administrative regulations, listing rules of the place where the shares of the Company are listed or the Articles of Association, and matters considered by the general meeting, by way of an ordinary resolution, to be of a nature which may have a material impact on the Company and shall be adopted by a special resolution; (8)(7) other matters required by the listing rules of the place where the shares of the Company are listed to be approved by a special resolution. <p><u>If at any time the Company's shares are divided into different classes of shares, and the Company intends to change or abolish the rights of a particular class of shareholders, such change or abolition shall be passed by a special resolution of the affected class of shareholders at a separately convened general meeting.</u></p>
Article 34	<p>The Directors, Supervisors and Senior Management attending or present at the meeting shall answer or explain inquiries made by shareholders except that the business secrets of the Company are involved and cannot be disclosed at the shareholders' general meeting.</p>	<p>The Directors, Supervisors and Senior Management attending or present at the meeting shall answer or explain inquiries made by shareholders except that the business secrets of the Company are involved and cannot be disclosed at the shareholders' general meeting.</p> <p><u>When a general meeting requires the Directors and Senior Management to attend the meeting, the Directors and Senior Management shall so attend and answer shareholders' questions.</u></p>

No.	Original content	Content after amendment
Article 36	<p>The nomination methods and procedures for the election of Directors and Supervisors (excluding employee representative Supervisors) at the shareholders' general meeting are as follows:</p> <p>(1) Shareholders who hold or jointly hold more than 3% of the Company's total outstanding shares with voting rights may propose candidates for Directors and non-employee representative Supervisors to the shareholders' general meeting by way of written proposal, provided that the number of candidates nominated shall comply with the provisions of the Articles of Association and shall not exceed the number of candidates to be elected. The aforesaid proposal made by shareholders to the Company shall be delivered to the Company at least seven days prior to the date of the shareholders' general meeting.</p> <p>(2) The Directors and Supervisors may, within the number specified in the Articles of Association and based on the number of candidates to be elected, propose a list of candidates for Directors and Supervisors, and submit the list to the Board and the Supervisory Committee for review. After the Board and the Supervisory Committee have reviewed and resolved to determine the candidates for Directors and Supervisors, they shall submit a written proposal to the shareholders' general meeting.</p> <p>(3) A written notice of the intention to nominate a candidate for election as a Director or a Supervisor who is not an employee representative, the acceptance of nomination by such candidate and the relevant written materials of the nominated candidate shall be given to the Company not less than seven days prior to the date of the shareholders' general meeting (such seven-day period shall commence no earlier than the second day after the issue of the notice of the meeting at which the election shall be conducted and end no later than seven days prior to the date of the shareholders' general meeting). The Board and the Supervisory Committee shall provide shareholders with the resumes and basic information of the candidates for Directors and Supervisors.</p>	<p>The nomination methods and procedures for the election of Directors and Supervisors (excluding employee representative Supervisors <u>Directors</u>) at the general meeting are as follows:</p> <p>(1) Shareholders who hold or jointly hold more than 3% <u>1%</u> of the Company's total outstanding shares with voting rights may propose candidates for Directors and non-employee representative Supervisors <u>Directors</u> to the general meeting by way of written proposal, provided that the number of candidates nominated shall comply with the provisions of the Articles of Association and shall not exceed the number of candidates to be elected. The aforesaid proposal made by shareholders to the Company shall be delivered to the Company at least seven days <u>ten days</u> prior to the date of the general meeting.</p> <p>(2) The Directors and Supervisors may, within the number specified in the Articles of Association and based on the number of candidates to be elected, propose a list of candidates for Directors and Supervisors, and submit the list to the Board and the Supervisory Committee for review. After the Board and the Supervisory Committee have reviewed and resolved to determine the candidates for Directors and Supervisors, they shall submit a written proposal to the general meeting.</p> <p>(3) A written notice of the intention to nominate a candidate for election as a Director or a Supervisor who is not an employee representative, the acceptance of nomination by such candidate and the relevant written materials of the nominated candidate shall be given to the Company not less than seven days <u>ten days</u> prior to the date of the general meeting (such seven-day <u>seventeen-day</u> period shall commence no earlier than the second day after the issue of the notice of the meeting at which the election shall be conducted and end no later than seven <u>ten</u> days prior to the date of the general meeting). The Board and the Supervisory Committee shall provide shareholders with the resumes and basic information of the candidates for Directors and Supervisors.</p>

No.	Original content	Content after amendment
	<p>(4) The period for nominating candidates for Directors and Supervisors to submit the aforesaid notice and documents (such period shall commence from the day following the date of the notice of the shareholders' general meeting) shall be no less than seven days.</p> <p>(5) The shareholders' general meeting shall vote on each candidate for Director or Supervisor one by one.</p> <p>In the event of a temporary vacancy of Director or Supervisor, the Board or the Supervisory Committee shall propose to elect or replace one at the shareholders' general meeting.</p>	<p>(4) The period for nominating candidates for Directors and Supervisors to submit the aforesaid notice and documents (such period shall commence from the day following the date of the notice of the general meeting) shall be no less than seven days <u>ten days</u>.</p> <p>(5) The general meeting shall vote on each candidate for Director or Supervisor one by one.</p> <p>In the event of a temporary vacancy of Director or Supervisor, the Board or the Supervisory Committee shall propose to elect or replace one at the general meeting.</p> <p><u>Employee representative Directors shall be elected by the Company's employees at an employee representative meeting or through other means of democratic election, without requiring consideration and approval at a general meeting. If the date of democratic election of employee representatives in the new Board of Directors is earlier than the date of formation of the new Board of Directors, their term of office shall commence on the date of formation of the new Board of Directors; if it is later than the date of formation of the new Board of Directors, their term of office shall commence on the date of democratic election.</u></p>
CHAPTER VII GENERAL MEETING DISCIPLINE		
Article 43	Registered shareholders or their proxies, Directors, Supervisors, senior management, and visitors and reporters invited by the Board or proposing shareholders can attend the meeting. Admission of any other person is not allowed.	Registered shareholders or their proxies, Directors, Supervisors , senior management, and visitors and reporters invited by the Board or proposing shareholders can attend the meeting. Admission of any other person is not allowed.
Article 45	<p>When deliberating on a proposal, only the shareholders or their proxies have the right to speak, while other persons are not allowed to ask questions or make speeches. A shareholder or proxy who wishes to speak shall first raise his/her hands and then speak at his/her seat or at the designated speaking seat after being permitted by the chairman of the meeting.</p> <p>When several shareholders or proxies raise their hands, the chairman of the meeting shall designate one shareholder or proxy to speak.</p> <p>The chairman of the meeting shall stipulate the speaking duration and frequency for each person based on the actual situation. A shareholder shall not be interrupted during the prescribed speaking period to ensure his/her right to speak.</p> <p>The chairman of the meeting may refuse or stop any speech made by a shareholder or proxy in violation of the preceding three paragraphs.</p>	<p>When deliberating on a proposal, only the shareholders or their proxies have the right to speak, while other persons are not allowed to ask questions or make speeches. A shareholder or proxy who wishes to speak shall first raise his/her hands and then speak at his/her seat or at the designated speaking seat after being permitted by the chairman of the meeting.</p> <p>When several shareholders or proxies raise their hands, the chairman of the meeting shall designate one shareholder or proxy to speak.</p> <p>The chairman of the meeting shall stipulate the speaking duration and frequency for each person based on the actual situation. A shareholder shall not be interrupted during the prescribed speaking period to ensure his/her right to speak.</p> <p>The chairman of the meeting may refuse or stop any speech made by a shareholder or proxy in violation of the preceding three paragraphs.</p>

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

No.	Original content	Content after amendment
	The Directors, Supervisors, general manager and other senior management attending the meeting and the persons approved by the chairman of the meeting may speak at the meeting.	The Directors, Supervisors , general manager and other senior management attending the meeting and the persons approved by the chairman of the meeting may speak at the meeting.
CHAPTER IX IMPLEMENTATION OF RESOLUTIONS OF THE GENERAL MEETING AND DISCLOSURE OF INFORMATION		
Article 51	<p>The Board of Directors shall be responsible for the implementation of the resolution of the shareholders' general meeting, and shall procure the general manager of the Company to designate the relevant persons to implement the resolutions of the shareholders' general meetings. The matters that resolutions of the shareholders' general meeting request the Board of Supervisors to handle shall be directly organized and implemented by the Board of Supervisors.</p> <p>The Company shall disclose information in accordance with the relevant laws, regulations, and listing rules of the place where the shares of the Company are listed after a shareholders' general meeting is held.</p>	<p>The Board of Directors shall be responsible for the implementation of the resolution of the general meeting, and shall procure the general manager of the Company to designate the relevant persons to implement the resolutions of the general meetings. The matters that resolutions of the shareholders' general meeting request the Board of Supervisors to handle shall be directly organized and implemented by the Board of Supervisors.</p> <p>The Company shall disclose information in accordance with the relevant laws, regulations, and listing rules of the place where the shares of the Company are listed after a general meeting is held.</p>
Article 52	The chairman of the Board shall oversee and inspect the implementation of the resolutions of the shareholders' general meetings, except those that shall be implemented by the Supervisory Committee, and may convene an extraordinary meeting of the Board of Directors to receive and review on the reports on the implementation of the resolutions of the shareholders' general meetings when necessary.	The chairman of the Board shall oversee and inspect the implementation of the resolutions of the general meetings; except those that shall be implemented by the Supervisory Committee , and may convene an extraordinary meeting of the Board of Directors to receive and review on the reports on the implementation of the resolutions of the general meetings when necessary.
CHAPTER X SUPPLEMENTARY PROVISIONS		
Article 55	The Rules of Procedure shall be proposed by the Board for the consideration and approval by the shareholders' general meeting, and shall take effect and come into force from the date on which the Company's overseas listed foreign shares are initially issued and listed and traded on the Hong Kong Stock Exchange. From the effective date of the Rules of Procedure, the existing Rules of Procedure for Shareholders' General Meeting of the Company shall lapse automatically.	The Rules of Procedure shall be proposed by the Board for the consideration and approval by the general meeting , and shall take effect and come into force from the date when they are considered and approved by the general meeting on which the Company's overseas listed foreign shares are initially issued and listed and traded on the Hong Kong Stock Exchange. From the effective date of the Rules of Procedure, the existing Rules of Procedure of the Board of Directors of the Company shall lapse automatically.

The principal details of the proposed amendments to the Rules of Procedure of the Board of Directors are as follows:

Notes:

1. If there is any inconsistency between the Chinese and English versions of the amendments, the Chinese version shall prevail.
2. Where the amendments involve the addition or deletion of articles, the numbering of the original articles will be adjusted accordingly, and references to the numbering of articles within the provisions shall be updated sequentially as changes occur.
3. The term “general meeting” has been uniformly adjusted from “shareholders’ general meeting” throughout the original Rules of Procedure of the Board of Directors. Given that this change occurs frequently in the amendments, it will not be listed individually in the amendment table.

No.	Original content	Content after amendment
CHAPTER I GENERAL PROVISIONS		
Article 3	Under any of the following circumstances, the chairman of the Board shall convene an extraordinary meeting of the Board within ten days after receipt of the proposal: (1) proposed by shareholders representing more than one tenth of the voting rights; (2) jointly proposed by more than one-third of the directors; (3) proposed by the Supervisory Committee.	Under any of the following circumstances, the chairman of the Board shall convene an extraordinary meeting of the Board within ten days after receipt of the proposal: (1) proposed by shareholders representing more than one tenth of the voting rights; (2) jointly proposed by more than one-third of the directors; (3) proposed by the Supervisory Committee <u>Audit Committee</u> .
CHAPTER III NOTICE OF MEETING		
Article 7	Notice shall be given to all directors and supervisors at least 14 days prior to a regular meeting of the Board, and at least 5 days prior to an extraordinary meeting of the Board. The responsible body of the Company shall serve a written notice of the meeting convened to all directors, supervisors and the general manager by hand, fax, express mail service or other means of electronic communication. Notices that are not served by hand shall be confirmed by telephone and record should be made accordingly. In case of emergency and an extraordinary meeting of the Board is required to be convened as soon as possible, the notice of meeting may be given by telephone or by other verbal means at any time, but the convener shall provide an explanation at the meeting.	Notice shall be given to all directors and supervisors at least 14 days prior to a regular meeting of the Board, and at least 5 days prior to an extraordinary meeting of the Board. The responsible body of the Company shall serve a written notice of the meeting convened to all directors, supervisors and the general manager by hand, fax, express mail service or other means of electronic communication. Notices that are not served by hand shall be confirmed by telephone and record should be made accordingly. In case of emergency and an extraordinary meeting of the Board is required to be convened as soon as possible, the notice of meeting may be given by telephone or by other verbal means at any time, but the convener shall provide an explanation at the meeting.

No.	Original content	Content after amendment
CHAPTER V CONVENING OF MEETING		
Article 14	When a director is connected to an enterprise related to a resolution of the meeting of the Board, such director shall not exercise his or her voting rights in respect of such resolution, nor shall he or she vote on behalf of other directors. The meeting of the Board may be held with the presence of more than half of the non-connected directors, resolutions at the meeting of the Board shall be passed by more than half of the non-connected directors. If the number of non-connected directors attend the meeting of Board is less than three, the matter shall be submitted to the shareholders' general meeting for consideration.	When a director is connected to an enterprise <u>or an individual related to a resolution of the meeting of the Board</u> , such director shall promptly submit a written report to the Board of Directors. <u>Such connected director shall not</u> exercise his or her voting rights in respect of such resolution, nor shall he or she vote on behalf of other directors. The meeting of the Board may be held with the presence of more than half of the non-connected directors, resolutions at the meeting of the Board shall be passed by more than half of the non-connected directors. If the number of non-connected directors attend the meeting of Board is less than three, the matter shall be submitted to the general meeting for consideration.
Article 24	<p>After each proposal has been thoroughly discussed, the chairperson shall promptly put it to a vote by the attending directors.</p> <p>After the directors in attendance have completed the voting, the secretary to the Board or its designated personnel shall collect the directors' ballot papers immediately for counting purposes by the personnel designated by the Board of Directors under the scrutiny of a supervisor.</p> <p>For meetings held in person, the meeting chairperson shall announce the results of the tally on the spot. In other cases, the meeting chairperson shall require the personnel designated by the Board of Directors to notify the directors of the voting results by the next working day following the expiration of the specified voting time limit.</p>	<p>After each proposal has been thoroughly discussed, the chairperson shall promptly put it to a vote by the attending directors.</p> <p>After the directors in attendance have completed the voting, the secretary to the Board or its designated personnel shall collect the directors' ballot papers immediately for counting purposes by the personnel designated by the Board of Directors under the scrutiny of a supervisor.</p> <p>For meetings held in person, the meeting chairperson shall announce the results of the tally on the spot. In other cases, the meeting chairperson shall require the personnel designated by the Board of Directors to notify the directors of the voting results by the next working day following the expiration of the specified voting time limit.</p>

No.	Original content	Content after amendment
Article 29	<p>The secretary to the Board shall be responsible for recording the Board meetings. Minutes of the Board meetings shall include the following contents:</p> <ol style="list-style-type: none"> (1) the session number, date, time, location, and method of the meeting; (2) the issuance of meeting notices; (3) the convener and chairperson of the meeting; (4) the attendance of directors in person or by proxy; (5) the proposals discussed at the meeting, the key points and main opinions of each director on relevant matters, and their voting intentions on the proposals; (6) the voting method and results for each proposal (specifying the exact number of votes in favor, against, and abstentions); (7) other matters deemed necessary to be recorded by the attending directors. 	<p>The secretary to the Board shall be responsible for recording the Board meetings. Minutes of the Board meetings shall include the following contents:</p> <ol style="list-style-type: none"> (1) the session number, date, time, location, and method of the meeting the date and venue of the meeting and the name of the convener; (2) the issuance of meeting notices the names of the attending directors and the directors (proxies) attending the meeting on behalf of others; (3) the convener and chairperson of the meeting the agenda of the meeting; (4) the attendance of directors in person or by proxy the highlights of directors' speeches; (5) the proposals discussed at the meeting, the key points and main opinions of each director on relevant matters, and their voting intentions on the proposals; the voting method and result of each resolution (the result shall specify the number of votes for, against and abstaining). (6) the voting method and results for each proposal (specifying the exact number of votes in favor, against, and abstentions); (7) other matters deemed necessary to be recorded by the attending directors.
CHAPTER VIII SUPPLEMENTARY PROVISIONS		
Article 39	<p>The Rules of Procedure shall be proposed by the Board for the consideration and approval by the shareholders' general meeting, and shall take effect and come into force from the date on which the Company's overseas listed foreign shares are initially issued and listed and traded on the Hong Kong Stock Exchange. From the effective date of the Rules of Procedure, the existing Rules of Procedure of the Board of Directors of the Company shall lapse automatically.</p>	<p>The Rules of Procedure shall be proposed by the Board for the consideration and approval by the general meeting, and shall take effect and come into force from the date when they are considered and approved by the general meeting on which the Company's overseas listed foreign shares are initially issued and listed and traded on the Hong Kong Stock Exchange. From the effective date of the Rules of Procedure, the existing Rules of Procedure of the Board of Directors of the Company shall lapse automatically.</p>

NOTICE OF 2025 FIRST EXTRAORDINARY GENERAL MEETING



REPT BATTERO Energy Co., Ltd.

瑞浦蘭鈞能源股份有限公司

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

(Stock Code: 0666)

NOTICE OF 2025 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2025 first EGM of REPT BATTERO Energy Co., Ltd. (the “**Company**”) will be held at the Conference Room, R&D Building, No. 205, Binhai 6th Road, Wenzhouwan New District, Longwan District, Wenzhou, Zhejiang Province, the PRC on Wednesday, 31 December 2025 at 9:30 a.m. to consider and, if thought fit, pass the following resolutions. Unless the context otherwise requires, the terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 15 December 2025.

SPECIAL RESOLUTIONS

1. To consider and approve by way of separate resolutions in relation to the abolishment of Supervisory Committee and amendments to the Articles of Association and related rules of procedure and to authorise the Board and relevant personnel authorised by the Board of the Company to approve and arrange for the respective applications, disclosures, registrations and filings in relation to the amendments to the Articles of Association and related rules of procedure, and to make any necessary and suitable non-substantive amendments to the amended versions in accordance with the actual circumstances of the Company and the amendments requirements raised by the relevant regulatory, registration or filing authorities (if any) from time to time:
 - 1.01 To consider and approve that the Company will no longer have Supervisory Committee or Supervisors, the audit committee of the Company will assume the duties and powers of the Supervisory Committee as stipulated in the Company Law of the People's Republic of China, and the Rules of Procedure of the Board of Supervisors will be abolished;
 - 1.02 To consider and approve the amendments to the Articles of Association;
 - 1.03 To consider and approve the amendments to the Rules of Procedure for Shareholders' General Meeting;

NOTICE OF 2025 FIRST EXTRAORDINARY GENERAL MEETING

1.04 To consider and approve the amendments to the Rules of Procedure of the Board of Directors.

The proposed amendments to the Articles of Association, the Rules of Procedure for Shareholders' General Meeting and the Rules of Procedure of the Board of Directors are set out in the Company's circular dated 15 December 2025.

By Order of the Board
REPT BATTERO Energy Co., Ltd.
Dr. Cao Hui
Chairman and Executive Director

Hong Kong, 15 December 2025

Directors of the Company as of the date of this Notice are: Dr. Cao Hui, Mr. FENG, TING, Mr. Hu Xiaodong, Dr. Wu Yanjun and Ms. Huang Jiehua as executive Directors; Mr. Wang Haijun, Ms. Xiang Yangyang and Mr. Wei Yong as non-executive Directors; and Ms. Wong Sze Wing, Dr. Wang Zhenbo, Dr. Ren Shenggang and Dr. Simon Chen as independent non-executive Directors.

Notes:

- (1) Individual Shareholders who wish to attend the meeting in person shall produce their identity cards or other effective document or proof of identity. Proxies of individual Shareholders shall produce their effective proof of identity and proxy form. A corporate Shareholder should attend the meeting by its legal representative or a person authorized by its board of directors or other decision-making body upon resolution. A legal representative or an authorized person who wishes to attend the meeting should produce his/her identity card or other effective document or proof of identity. If appointed to attend the meeting, the proxy should produce his/her identity card and the proxy form which bears the corporate shareholders' seal or is signed by its director or a proxy duly appointed.
- (2) Any Shareholder entitled to attend and vote at the EGM is entitled to appoint one or more persons (whether such person is a Shareholder or not) as his/her proxy or proxies to attend and vote on his/her behalf.
- (3) The instrument appointing a proxy must be in writing under the hand of the Shareholder or his/her attorney duly authorized in writing. For a corporate Shareholder, the proxy instrument must be affixed with the common seal or signed by its director or attorney duly authorized in writing.
- (4) For H Shareholders who wish to attend the EGM, the proxy form (together with a notarized copy of the power of attorney or other authority (if any) if the proxy form is signed by a person on behalf of the H Shareholder) must be delivered to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time stipulated for convening the EGM (i.e. before 9:30 a.m. on Tuesday, 30 December 2025) or any adjournment thereof in order to be valid. If no direction is given, the proxy will be entitled to vote or abstain as he/she thinks fit. The proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than those referred to in the notice of the EGM.

NOTICE OF 2025 FIRST EXTRAORDINARY GENERAL MEETING

- (5) The H Shares register of members of the Company will be closed from Wednesday, 24 December 2025 to Wednesday, 31 December 2025 (both days inclusive), during which period no transfer of H Shares of the Company will be effected. For unregistered H Shareholders who intend to attend the EGM, all share certificates and the transfer documents must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 23 December 2025. The H Shareholders whose names appear on the register of members of the Company on Wednesday, 31 December 2025 will be entitled to attend and vote at the EGM.
- (6) Pursuant to the Hong Kong Listing Rules, each of the resolutions set out in the notice of the EGM will be voted by poll. Results of the poll will be published on the Company's website at www.reptbattero.com and the HKEXnews' website at www.hkexnews.hk after the EGM.
- (7) Shareholders who attend the EGM in person or by proxy shall bear their own traveling, dining and other accommodation expenses.