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SEMICONDUCTOR MANUFACTURING INTERNATIONAL CORPORATION
中芯國際集成電路製造有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00981)

AMENDMENTS OF
ARTICLES OF ASSOCIATION OF THE COMPANY

This announcement is made by Semiconductor Manufacturing International Corporation (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Pursuant to the latest provisions and regulatory requirements under the Guidelines for the Articles of Association of Listed Companies (《上市公司章程指引》) and the Code of Corporate Governance for Listed Companies (《上市公司治理準則》) promulgated by the China Securities Regulatory Commission, and the Rules Governing the Listing of Stocks on the Science and Technology Innovation Board of the Shanghai Stock Exchange (《上海證券交易所科創板股票上市規則》) and other applicable laws, regulations and normative documents, and taking into account the actual circumstances of the Company, the Board proposes to amend certain provisions of the Company’s existing articles of association (the “**Existing Articles**”).

A comparison between the provisions of the Existing Articles and the proposed amendments to the Existing Articles are set out in the appendix to this announcement.

The proposed amendments to the Existing Articles are subject to the approval of the shareholders by way of a special resolution at the 2026 annual general meeting of the Company (the “AGM”) and shall take effect upon such approval. A circular containing, among other things, (i) details of the proposed amendments to the Existing Articles; and (ii) a notice convening the AGM will be despatched to the shareholders in due course.

By order of the Board
Semiconductor Manufacturing International Corporation
Company Secretary/Board Secretary
Guo Guangli

Shanghai, PRC
14 May 2026

As at the date of this announcement, the Directors of the Company are:

Executive Director

LIU Xunfeng

Non-executive Directors

LU Guoqing

CHEN Shanzhi

YANG Lumin

Huang Dengshan

Independent Non-executive Directors

FAN Ren Da Anthony

LIU Ming

WU Hanming

CHEN Xinyuan

* *For identification purposes only*

APPENDIX
PROPOSED AMENDMENTS TO EXISTING ARTICLES

Article No.	Articles of the Existing Articles	Article No.	Proposed Amendments to the Existing Articles
51	<p>The general meeting of the Company shall by Ordinary Resolution approve the following:</p> <p>(1) to determine any fundamental change of the Company's business;</p> <p>.....</p> <p>(10) to decide on appointment or removal of any Director (including a managing or other executive Director), and to appoint a new Director upon removal of any Director to proceed with the latter's duties (except where the Board is authorized to make such appointment or removal under these Articles);</p> <p>.....</p>	51	<p>The general meeting of the Company shall by Ordinary Resolution approve the following:</p> <p>(1) to determine any fundamental change of the Company's business;</p> <p>.....</p> <p><u>(10) to approve the provision of financial assistance by the Company to entities outside the scope of the Company's consolidated financial statements where (i) the amount of a single financial assistance exceeds 10% of the Company's audited net assets as shown in its latest audited financial statements; (ii) the financial statements of the assisted party for its latest financial period show an asset-liability ratio exceeding 70%; (iii) the aggregate amount of financial assistance provided within the preceding twelve (12) months, on a cumulative basis, exceeds 10% of the Company's audited net assets as shown in its latest audited financial statements; or (iv) such financial assistance to entities outside the scope of the Company's consolidated financial statements is subject to shareholders' approval under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;</u></p>

Article No.	Articles of the Existing Articles	Article No.	Proposed Amendments to the Existing Articles
			<p>(10)(11) to decide on appointment or removal of any Director (including a managing or other executive Director), <u>to determine the remuneration of the Directors,</u> and to appoint a new Director upon removal of any Director to proceed with the latter's dutiesoffice (except where the Board is authorized to make such appointment or removal under these Articles);</p> <p>.....</p> <p><u>Notwithstanding any other provisions of these Articles, where applicable laws, rules or regulations, the Exchange Rules or these Articles provide that certain resolutions of the general meeting shall be passed by more than two-thirds of the voting rights held by the Members (including their duly authorized proxies) present at the meeting and entitled to vote, such provisions shall prevail.</u></p>
52	<p>The general meeting of the Company shall by Special Resolution approve the following:</p> <p>.....</p> <p>(5) to approve provision of guarantee by the Company to entities outside the scope of the Company's consolidated financial statements in cases of the guarantee amounts within one year exceeding 30% of the Company's audited total assets in its latest audited accounts;</p>	52	<p>The general meeting of the Company shall by Special Resolution approve the following:</p> <p>.....</p> <p>(5) to approve provision of guarantee by the Company to entities outside the scope of the Company's consolidated financial statements in cases of the guarantee amounts within one year exceeding 30% of the Company's audited total assets in its latest audited accounts;</p>

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	<p>(6) to approve the purchase or sale of material assets of the Company within one year which exceeds 30% of the Company's audited total assets in the latest financial period; and</p> <p>.....</p>		<p>(6)(5) to approve the purchase or sale of material assets of the Company within one year, <u>or the provision of guarantees by the Company to entities outside the scope of the Company's consolidated financial statements, where the amount which</u> exceeds 30% of the Company's audited total assets in the latest financial period <u>its latest audited accounts</u>; and</p> <p>.....</p>
53	<p>Subject to applicable laws, rules or regulations and the Exchange Rules, a written resolution signed by or on behalf of each Member entitled to vote on it at a general meeting shall be as effective as a resolution passed at a general meeting. The resolution may be passed using several copies of a document if each document is signed by one or more Members. These copies can be fax copies.</p>	-	<p>Subject to applicable laws, rules or regulations and the Exchange Rules, a written resolution signed by or on behalf of each Member entitled to vote on it at a general meeting shall be as effective as a resolution passed at a general meeting. The resolution may be passed using several copies of a document if each document is signed by one or more Members. These copies can be fax copies.</p>
57	<p>Members who individually or collectively hold not less than 10% of the voting rights, on a one vote per Share basis, of the Company's Shares shall have the right to propose in writing the holding of an extraordinary general meeting to the Board. The Board shall, in accordance with applicable laws, rules or regulations, the Exchange Rules and these Articles, issue a written affirmative or negative opinion to hold such meeting within ten (10) days upon receiving such proposal. If the Board agrees to hold the meeting,</p>	56	<p>Members who individually or collectively hold not less than 10% of the voting rights, on a one vote per Share basis, of the Company's Shares, <u>the audit committee, or the independent non-executive Directors (upon approval by more than half of all independent non-executive Directors) (individually or collectively, the "Convener(s))"</u> shall have the right to propose in writing the holding of an extraordinary general meeting to the Board. The Board shall, in accordance with applicable laws, rules or regulations,</p>

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	it shall issue a notice of holding a general meeting within a reasonable period of time after the relevant Board resolution is made, while such notice shall set forth any modification to the original proposal that is subject to the consent of the Members.		the Exchange Rules and these Articles, issue a written affirmative or negative opinion to hold such meeting within ten (10) days upon receiving such proposal.
58	If the Board disagrees to hold the meeting or no feedback is provided within ten (10) days after the proposal is received, the Members being so entitled to make such proposal may, in accordance with applicable laws, rules or regulations and the Exchange Rules, convene and preside over an extraordinary general meeting on their initiative.		<p>If the Board agrees to hold the meeting, it shall issue a notice of holding a general meeting <u>within five (5) days</u> within a reasonable period of time after the relevant Board resolution is made, while such notice shall set forth any modification to the original proposal that is subject to the consent of the Members.</p> <p>If the Board disagrees to hold the meeting or no feedback is provided within ten (10) days after the proposal is received, the Members being so entitled to make such proposal may, in accordance with applicable laws, rules or regulations and the Exchange Rules, convene and preside over an extraordinary general meeting on their initiative. <u>to the aforesaid proposal of the Members to convene an extraordinary general meeting, or fails to provide any feedback within ten (10) days upon receipt of such request, the Members requesting the convening of the extraordinary general meeting may propose to the audit committee to convene such extraordinary general meeting and shall submit such request to the audit committee in writing. If the audit committee agrees to convene the extraordinary general meeting, it shall issue a notice of the general meeting within five (5) days upon</u></p>

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			<p><u>receipt of the request. Any modification to the original request as set out in such notice shall be subject to the consent of the relevant Members. If the audit committee fails to issue the notice of the general meeting within the prescribed period, it shall be deemed that the audit committee does not convene or preside over the general meeting, and Members who have individually or collectively held 10% or more (including 10%), on a one vote per Share basis, of the Company's issued Shares for more than ninety (90) consecutive days may convene and preside over the extraordinary general meeting on their own in accordance with applicable laws, rules or regulations and the Exchange Rules.</u></p> <p><u>Where the Board disagrees to the proposal of the audit committee to convene an extraordinary general meeting, or fails to provide any feedback within ten (10) days upon receipt of such proposal, it shall be deemed that the Board is unable or fails to perform its duties to convene the extraordinary general meeting, and the audit committee may convene and preside over such meeting on its own.</u></p> <p><u>Where the Board disagrees to the proposal of the independent non-executive Directors to convene an</u></p>

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			<u>extraordinary general meeting, it shall state the reasons therefor and make an announcement.</u>
59	The Board and the secretary of the Board/Secretary shall cooperate with any general meeting convened by the Members. The Company shall bear all necessary and reasonable expenses incurred due to such general meeting convened by Members on their initiative pursuant to Article 58.	57	The Board and the secretary of the Board/Secretary shall cooperate with any general meeting convened by the Members <u>or the audit committee</u> . The Company shall bear all necessary and reasonable expenses incurred due to such general meeting convened by Members on their initiative pursuant to Article 58 <u>56</u> .
68	The instrument appointing a proxy shall be in writing and may be in any usual or common form or any other form as the Board may from time to time determine. The instrument of proxy shall be executed under the hand of a Member (or any other person duly authorized by such Member in writing). If a Member is a corporation, the instrument of proxy shall be executed under the hand of its senior management or any person duly authorized in writing by such Member.	66	The instrument appointing a proxy shall be in writing <u>(including in electronic form)</u> and may be in any usual or common form or any other form <u>(including in electronic form)</u> as the Board may from time to time determine. The instrument of proxy shall be executed under the hand of a Member (or any other person duly authorized by such Member in writing). If a Member is a corporation, the instrument of proxy shall be executed under the hand of its senior management or any person duly authorized in writing by such Member.
71	No business may be transacted at any general meeting, other than business that is either: 71.1 specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board (or any duly authorized committee thereof);	69	No business may be transacted at any general meeting, other than business that is either: 71.1 <u>69.1</u> specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board (or any duly authorized committee thereof);

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	<p>71.2 otherwise properly brought before an annual general meeting by or at the direction of the Board (or any duly authorized committee thereof); or</p> <p>71.3 otherwise properly brought before an annual general meeting by any Member who (i) is a Member on record on both the date of giving the notice by such Member as specified in Article 73 and the record date for determination of Members entitled to vote at such annual general meeting, and (ii) complies with the notice procedures set forth in Article 73.</p>		<p>71.2<u>69.2</u> otherwise properly brought before an annual general meeting by or at the direction of the Board (or any duly authorized committee thereof); or</p> <p>71.3<u>69.3</u> otherwise properly brought before an annual general meeting <u>in the manner permitted under applicable laws, rules or regulations and these Articles</u> by any Member who (i) is a Member on record on both the date of giving the notice by such Member as specified in Article 73-56 or 71 and the record date for determination of Members entitled to vote at such annual general meeting, and (ii) complies with the notice procedures set forth in Article 73-56 or 71.</p>
73.2	<p>For all matters other than the nomination for election of a Director, such Member's notice shall be given in the following manners:</p> <p>73.2.1 Such Member(s) shall individually or collectively hold 3% or more of the total number of Shares issued by the Company with voting rights.</p> <p>73.2.2 To be given timely, the notice shall be delivered to the secretariat at the principal executive offices of the Company not less than sixty (60) days nor more than ninety (90) days prior to the first anniversary of the preceding year's annual general meeting; provided, however, that in the event that the date of the annual general meeting is advanced by more</p>	71.2	<p>For all matters other than the nomination for election of a Director, such Member's notice shall be given in the following manners:</p> <p>73.2.1<u>71.2.1</u> Such Member(s) shall individually or collectively hold 3% <u>1%</u> or more of the total number of Shares issued by the Company with voting rights.</p> <p>73.2.2 To be given timely, the notice shall be delivered to the secretariat at the principal executive offices of the Company not less than sixty (60) days nor more than ninety (90) days prior to the first anniversary of the preceding year's annual general meeting; provided, however, that in the event that the date of the annual general meeting is advanced by more</p>

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	<p>than thirty (30) days or delayed by more than sixty (60) days from such anniversary date, the notice must be delivered not earlier than the ninetieth (90) day prior to such annual general meeting and not later than the close of business on the later of the sixtieth (60) day prior to such annual general meeting or the tenth (10) day following the day on which public announcement of the date of such meeting is first made.</p> <p>73.2.3 To be in proper written form, the notice must set forth as to each matter such Member proposes to bring before the annual general meeting, including (i) a brief description of the business desired to be brought before the annual general meeting and the reasons for transacting such business at the annual general meeting; (ii) the name and address of such Member as recorded in the Register of Members; (iii) the class or series and number of Shares of the Company which are owned beneficially or registered in the name of such Member; (iv) a description of all arrangements or understandings between such Member and any other person or persons (including their names) in connection with the proposal of such business by such Member and any material interest of such Member in such business; and (v) a representation that such Member intends to appear in person or by proxy at the annual general meeting to bring such business before the meeting.</p>		<p>than thirty (30) days or delayed by more than sixty (60) days from such anniversary date, the notice must be delivered not earlier than the ninetieth (90) day prior to such annual general meeting and not later than the close of business on the later of the sixtieth (60) day prior to such annual general meeting or the tenth (10) day following the day on which public announcement of the date of such meeting is first made <u>71.2.2 For the purpose of “timely” notice, the aforesaid Member(s) may propose a provisional resolution no later than ten (10) days prior to the convening of the general meeting and submit it to the Board in writing, provided that such provisional resolution shall not violate applicable laws or administrative regulations or the provisions of these Articles, nor fall outside the scope of authority of the general meeting. The Company shall, where the issuance of a supplemental notice is permissible under applicable laws, rules or regulations and these Articles, include such provisional resolution in a supplemental notice of general meeting, except where inclusion of such proposed resolution would violate the laws of the place of incorporation of the Company or the applicable regulatory requirements of the place of listing.</u></p>

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	<p>73.2.4 Once the relevant business has been properly brought before the annual general meeting in accordance with the procedures above, nothing in Articles 71 to 72 shall be deemed to preclude transaction at the annual general meeting of any such business. If the chairman of the annual general meeting determines that such business was not properly brought before the annual general meeting in accordance with the foregoing procedures, the chairman shall declare to the meeting that the business was not properly brought before the meeting and thus shall not be transacted.</p>		<p>73.2.371.2.3 To be in proper written form, the notice must set forth as to each matter such Member proposes to bring before the annual general meeting, including (i) a brief description of the business desired to be brought before the annual general meeting and the reasons for transacting such business at the annual general meeting; (ii) the name and address of such Member as recorded in the Register of Members; (iii) the class or series and number of Shares of the Company which are owned beneficially or registered in the name of such Member; (iv) a description of all arrangements or understandings between such Member and any other person or persons (including their names) in connection with the proposal of such business by such Member and any material interest of such Member in such business; and (v) a representation that such Member intends to appear in person or by proxy at the annual general meeting to bring such business before the meeting.</p> <p>73.2.4 Once the relevant business has been properly brought before the annual general meeting in accordance with the procedures above, nothing in Articles 71 to 72 shall be deemed to preclude transaction at the annual general meeting of any such business. If the chairman of the annual general meeting determines that such business was not properly brought before the annual general</p>

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			meeting in accordance with the foregoing procedures, the chairman shall declare to the meeting that the business was not properly brought before the meeting and thus shall not be transacted.
73.3	<p>For nomination for election of a Director, in addition to the requirement under Article 73.1, such Member's notice shall be given in compliance with the following requirements:</p> <p>73.3.1 For a nomination of non-independent director candidate, such Member(s) shall individually or collectively hold 3% or more of the total number of Shares issued by the Company with voting rights; in the case of nomination of independent director candidates, such Member(s) shall individually or collectively hold 1% or more of the total number of Shares issued by the Company with voting rights.</p> <p>73.3.2 If such Member is entitled to vote only for a specific class or category of directors at the general meeting, his right to nominate persons for election as a Director at the relevant meeting shall be limited to such class or category of Directors.</p> <p>73.3.3 To be given timely, in the event the Company calls an extraordinary general meeting for the purpose of electing one or more Directors to the Board, any Member entitled to vote for the election of such Director(s) at such meeting and</p>	71.3	<p>For nomination for election of a Director, in addition to the requirement under Article 73.1 Articles 71.1 and 71.2, such Member's notice shall be given in compliance with the following requirements:</p> <p>73.3.1 For a nomination of non-independent director candidate, such Member(s) shall individually or collectively hold 3% or more of the total number of Shares issued by the Company with voting rights; in the case of nomination of independent director candidates, such Member(s) shall individually or collectively hold 1% or more of the total number of Shares issued by the Company with voting rights.</p> <p>73.3.271.3.1 If such Member is entitled to vote only for a specific class or category of directors at the general meeting, his right to nominate persons for election as a Director at the relevant meeting shall be limited to such class or category of Directors.</p> <p>73.3.3 To be given timely, in the event the Company calls an extraordinary general meeting for the purpose of electing one or more Directors to the Board, any Member entitled to vote for the election of</p>

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	<p>satisfying the requirements specified above may nominate a person or persons (as the case may be) for election to such position(s) as are specified in the Company's notice of such meeting, but only if the notice required thereof shall be lodged at least fourteen (14) days prior to the date of the general meeting of election but no earlier than the day after despatch of the notice of the general meeting appointed for such election.</p> <p>.....</p>		<p>such Director(s) at such meeting and satisfying the requirements specified above may nominate a person or persons (as the case may be) for election to such position(s) as are specified in the Company's notice of such meeting, but only if the notice required thereof shall be lodged at least fourteen (14) days prior to the date of the general meeting of election but no earlier than the day after despatch of the notice of the general meeting appointed for such election.</p> <p>.....</p> <p><u>71.3.6 Where two or more independent non-executive Directors are to be elected at a general meeting, the cumulative voting system shall be adopted.</u></p> <p><u>For the purpose of the preceding paragraph, the "cumulative voting system" means that, when electing independent non-executive Directors at a general meeting, each Share shall carry the same number of voting rights as the number of independent non-executive Directors to be elected, and the voting rights held by a Member may be cast collectively for one candidate or distributed among several candidates. The Board shall disclose to the Members the biographies and basic information of the candidates for independent non-executive Directors.</u></p>

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-	-	76	<p><u>If, after the notice of a general meeting (including any adjourned meeting) has been issued and prior to the convening of the relevant meeting (whether or not notice of such adjourned meeting is required to be given), the Board considers that the date, time, place of the meeting or the electronic facilities specified in the notice are inappropriate, the Board may, at its absolute discretion, change the date, time and place of the meeting and vary the form of the meeting (including a Physical Meeting, an Electronic Meeting or a combination of both).</u></p>
-	-	86	<p><u>The Board, the independent non-executive Directors, Member(s) holding more than 1% of the voting Shares, or any investor protection institution established in accordance with applicable laws, administrative regulations or the requirements of the CSRC, may publicly request Members of the Company to entrust them to attend the general meeting on their behalf and to exercise shareholders' rights such as the right to propose resolutions and voting rights. Unless otherwise provided by applicable laws, rules or regulations, neither the Company nor the convener of the general meeting shall impose conditions on the person soliciting such rights. The solicitation of shareholders' rights shall be conducted without consideration and sufficient information necessary for</u></p>

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			<p><u>Members to make an authorization shall be fully disclosed to the persons being solicited. No solicitation of shareholders' rights shall be conducted in a paid or disguised paid manner.</u></p>
93	<p>The office of a Director shall be vacated:</p> <p>93.1 If he gives notice in writing to the chairman of the Board or the secretary of the Board/Secretary that he resigns the office of Director;</p> <p>93.2 If all of the Directors (excluding the Director to be removed) pass a resolution or sign a notice effecting the removal of such Director from his office, provided that the Board shall, immediately prior to such notice being delivered, comprise at least four (4) persons (the Director to be removed);</p> <p>93.3 If he is prohibited from being a Director under any applicable law, rules or regulations and the Exchange Rules;</p> <p>93.4 If he absents himself (without being represented by a proxy or an alternate Director appointed by him) from three consecutive meetings of the Board without special leave of absence from the Board, and the Board passes a resolution that he has by reason of such consecutive absence vacated the office;</p>	93	<p>The office of a Director shall be vacated:</p> <p>93.1 If he gives notice in writing to the chairman of the Board or the secretary of the Board/Secretary that he resigns the office of Director;</p> <p>93.2 If all of the Directors (excluding the Director to be removed) pass a resolution or sign a notice effecting the removal of such Director from his office, provided that the Board shall, immediately prior to such notice being delivered, comprise at least four (4) persons (the Director to be removed) <u>Where the Board resolves to remove a Director from office; when the Board considers a resolution for the removal of such Director, the Director proposed to be removed shall abstain from voting;</u></p> <p><u>93.3 Where a Director fails to attend two consecutive meetings of the Board in person and does not appoint another Director to attend on his/her behalf, such Director shall be deemed unable to perform his/her duties and shall cease to hold office as a Director upon removal by a resolution of the Board; or</u></p>

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	<p>93.5 If he dies, becomes bankrupt or makes any arrangement or composition with his creditors generally; or</p> <p>93.6 If he is found suffering from mental disorder or becomes of unsound mind.</p>		<p><u>93.4 A Director shall vacate his/her office upon the occurrence of any of the following circumstances, after the Board has performed the relevant procedures under applicable laws, regulations and these Articles: (i) he/she is prohibited from acting as a Director pursuant to applicable laws, rules or regulations and the Exchange Rules; (ii) he/she dies, becomes bankrupt or enters into any arrangement or composition with his/her creditors for debt restructuring or reorganisation; or (iii) he/she is adjudged to be of unsound mind or becomes mentally incapacitate.</u></p> <p>93.3 If he is prohibited from being a Director under any applicable law, rules or regulations and the Exchange Rules;</p> <p>93.4 If he absents himself (without being represented by a proxy or an alternate Director appointed by him) from three consecutive meetings of the Board without special leave of absence from the Board, and the Board passes a resolution that he has by reason of such consecutive absence vacated the office;</p> <p>93.5 If he dies, becomes bankrupt or makes any arrangement or composition with his creditors generally; or</p> <p>93.6 If he is found suffering from mental disorder or becomes of unsound mind.</p>

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96	The remuneration to be paid to the Directors shall be determined by the Board from time to time and be deemed to accrue from day to day.	96	The remuneration to be paid to the Directors shall be determined by the Board <u>general meeting, which may authorise the Board to determine the specific amount thereof, and such remuneration shall</u> from time to time and be deemed to accrue from day to day <u>accrue on a daily basis.</u>
105	Any Director (other than an alternate Director) may appoint any other Director, or any other person willing to act, to be an alternate Director and may remove from office an alternate Director so appointed by him. Any appointment or removal of an alternate Director shall be notified to the Company in writing, unless the Board determines otherwise.	-	Any Director (other than an alternate Director) may appoint any other Director, or any other person willing to act, to be an alternate Director and may remove from office an alternate Director so appointed by him. Any appointment or removal of an alternate Director shall be notified to the Company in writing, unless the Board determines otherwise.
106	An alternate Director shall be deemed for all purposes to be a Director. The alternate Director, as well as the Director appointing such alternate Director, shall be responsible for the alternate Director's acts and defaults.	-	An alternate Director shall be deemed for all purposes to be a Director. The alternate Director, as well as the Director appointing such alternate Director, shall be responsible for the alternate Director's acts and defaults.
107	An alternate Director shall be entitled to receive notice of all meetings of the Board and of all meetings of committees of the Board of which his appointor is a member, and to attend and vote at every such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in his absence.	-	An alternate Director shall be entitled to receive notice of all meetings of the Board and of all meetings of committees of the Board of which his appointor is a member, and to attend and vote at every such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in his absence.
108	An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director.	-	An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director.

Article No.	Articles of the Existing Articles	Article No.	Proposed Amendments to the Existing Articles
110	<p>Subject to the provisions of the Companies Act and these Articles, the Board may exercise the following authorities and duties:</p> <p>.....</p> <p>110.11 To appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, provided that the total number of Directors (excluding alternate Directors) shall not exceed that fixed under these Articles;</p> <p>110.12 To decide on the remuneration of Directors;</p> <p>.....</p>	106	<p>Subject to the provisions of the Companies Act and these Articles, the Board may exercise the following authorities and duties:</p> <p>.....</p> <p><u>106.11 to approve the provision of financial assistance by the Company to entities outside the scope of the Company’s consolidated financial statements;</u></p> <p>110.11106.12 To appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, provided that the total number of Directors (excluding alternate Directors) shall not exceed that fixed under these Articles;</p> <p>110.12106.13 To decide on the remuneration of Directors <u>in accordance with the authorization by the general meeting;</u></p> <p>.....</p>
128	<p>Guarantees within the scope of authority of the Board shall, in addition to being approved by the majority of all Directors, be approved by more than two-thirds of the Directors attending the Board meeting.</p>	124	<p>Guarantees <u>or financial assistance</u> within the scope of authority of the Board shall, in addition to being approved by the majority of all Directors, be approved by more than two-thirds of the Directors attending the Board meeting.</p>

Article No.	Articles of the Existing Articles	Article No.	Proposed Amendments to the Existing Articles
129	Where the Board approve matters relating to share repurchase in accordance with requirements of the relevant laws and regulations of Mainland China or the authorization of the general meeting, the resolution shall be passed at a meeting of the Board at which at least two thirds (2/3) of Directors shall be present.	125	<p>Where the Board approve matters relating to share repurchase in accordance with requirements of the relevant laws and regulations of Mainland China or the authorization of the general meeting, the resolution shall be passed at a meeting of the Board at which at least two thirds (2/3) of Directors shall be present.</p> <p><u>Where the Company repurchases Shares in accordance with Article 21 of these Articles, such repurchase shall, unless otherwise permitted under applicable laws, rules or regulations and the Exchange Rules, be subject to the consideration and approval of the general meeting.</u></p> <p><u>Pursuant to the relevant laws and regulations of Mainland China and the provisions of these Articles, where the Company repurchases Renminbi ordinary Shares under any of the following circumstances, a resolution of the Board passed at a duly convened Board meeting at which no less than two-thirds of the Directors are present shall suffice: (i) where the Shares are to be used for an employee share ownership scheme or equity incentive; (ii) where the Shares are to be used for the conversion of corporate bonds issued by the Company that are convertible into Shares; or (iii) where such repurchase is necessary for the Company to safeguard its value and the interests of its shareholders, etc.</u></p>

Article No.	Articles of the Existing Articles	Article No.	Proposed Amendments to the Existing Articles
134	The Board may from time to time appoint one or more chairman of the Board, president, chief executive officer, chief financial officer and such other senior managers as it considers necessary in the management of the business of the Company and it may decide for such period and upon such terms as it thinks fit and upon such terms as to remuneration as it may decide in accordance with these Articles.	130	<p>The Board may from time to time appoint one or more chairman of the Board, president, chief executive officer, chief financial officer and such other senior managers as it considers necessary in the management of the business of the Company and it may decide for such period and upon such terms as it thinks fit and upon such terms as to remuneration as it may decide in accordance with these Articles. <u>The senior management of the Company shall include: (i) the executive Directors; and (ii) the chief executive officer, the president, the secretary of the Board, the person in charge of finance and such other senior management as may be appointed by the Board.</u></p>
-	-	131	<p><u>The term of office of senior management (other than executive Directors) shall take effect from the date of appointment by resolution of the Board and shall terminate upon the occurrence of any of the following circumstances:</u></p> <p><u>131.1 the senior management gives written notice to the chairman of the Board or the secretary of the Board/Secretary of the Company to resign from his/her position as senior management;</u></p> <p><u>131.2 the Board resolves to remove such senior management from office;</u></p>

Article No.	Articles of the Existing Articles	Article No.	Proposed Amendments to the Existing Articles
			<p><u>131.3 where, during his/her term of office, the senior management becomes subject to any circumstance under applicable laws and regulations prohibiting him/her from acting as senior management, he/she shall vacate his/her office after the Board has performed the relevant procedures under applicable laws, regulations or the Company's internal policies.</u></p>
137	Subject to the Companies Act and any applicable laws, rules or regulations and the Exchange Rules, the Board may appoint the Secretary/secretary of the Board for such term and on such conditions as it may consider appropriate.	134	Subject to the Companies Act and any applicable laws, rules or regulations and the Exchange Rules, the Board may appoint the Secretary/secretary of the Board for such term and on such conditions as it may consider appropriate. <u>The duties of the secretary of the Board shall be performed in accordance with the applicable laws and regulations.</u>

Notes:

1. Amendments to punctuation and formatting of numbers, and amendments made solely as a result of renumbering of provisions, and textual refinements that do not affect the substantive meaning of the relevant provisions are not set out individually in the comparison table, as such changes do not constitute substantive amendments.
2. Save as disclosed in the comparison table, all references to “general meeting” have been revised from “股東大會” to “股東會”, references to “annual general meeting” have been revised from “股東週年大會” to “年度股東會”, references to “extraordinary general meeting” have been revised from “股東特別大會” to “臨時股東會” in the Chinese version, and all expressions of “alternate Director(s)” have been deleted.