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中國東方航空股份有限公司
CHINA EASTERN AIRLINES CORPORATION LIMITED

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

(Stock code: 00670)

ANNOUNCEMENT
AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
THE RULES FOR PROCEDURES FOR GENERAL MEETINGS
AND THE RULES FOR MEETINGS OF
THE BOARD OF DIRECTORS

On 1 July 2025, China Eastern Airlines Corporation Limited (the “**Company**”) considered and approved the Resolution on Amendments to the Articles of Association, the Resolution on Amendments to the Rules for Procedures for General Meetings, and the Resolution on Amendments to the Rules for Meetings of the Board of Directors at the 2025 sixth meeting of the tenth session of the Board of Directors.

In order to further enhance the standard operation of the Company, in accordance with the Company Law of the People's Republic of China, the Transitional Arrangements Related to the Implementation of Supplementary Institutional Rules for the Revised Company Law, the Guidelines for the Articles of Association of Listed Companies, the Rules Governing the Listing of Stocks on Shanghai Stock Exchange, the Guidelines No. 1 of Shanghai Stock Exchange for Self-Regulation of Listed Companies – Standardized Operations and other relevant regulations and in combination with the latest requirements of listing regulatory rules and actual conditions, the Company proposes to amend the Articles of Association, the Rules for Procedures for General Meetings and the Rules for Meetings of the Board of Directors. Please refer to the appendices to this announcement for specific amendments.

The Resolution on Amendments to the Articles of Association, the Resolution on Amendments to the Rules for Procedures for General Meetings and the Resolution on Amendments to the Rules for Meetings of the Board of Directors are still subject to consideration at the shareholders' general meeting of the Company.

By order of the Board
CHINA EASTERN AIRLINES CORPORATION LIMITED
Li Ganbin
Joint Company Secretary
Shanghai, the People's Republic of China
1 July 2025

As at the date of this announcement, the directors of the Company include Wang Zhiqing (Chairman), Liu Tiexiang (Vice Chairman, General Manager), Cheng Guowei (Director), Sun Zheng (Independent Non-Executive Director), Lu Xiongwen (Independent Non-Executive Director), Luo Qun (Independent Non-Executive Director), Feng Yongyi (Independent Non-Executive Director), Zheng Hongfeng (Independent Non-Executive Director) and Jie Xiaoqing (Employee Representative Director).

Appendix I

COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF CHINA EASTERN AIRLINES CORPORATION LIMITED

Existing Articles	Revised Articles
CHAPTER 1: GENERAL PROVISIONS	
<p>Article 1. The Company is a joint stock limited company established in accordance with the “Company Law of the People’s Republic of China” (the “Company Law”), the “Securities Law of the People’s Republic of China” (the “Securities Law”), “State Council’s Special Regulations Regarding the Issue of Shares Overseas and the Listing of Shares Overseas by Companies Limited by Share” (the “Special Regulations”) and other relevant laws and regulations of the State.</p> <p>The Company was established by way of promotion with the approval under the document “Ti Gai Sheng” [1994] No. 140 of the People’s Republic of China’s State Commission for Restructuring the Economic System. It is registered with and has obtained a business licence from China’s State Administration for Industry and Commerce on April 14, 1995. On February 8, 2017, the Company completed the “Combination of Three Licenses into One” procedures for its business license, organisation code certificate and tax registration certificate. The unified social credit code of the business license of the Company after the integration is 913100007416029816.</p> <p>The promoter of the Company is:</p> <p>China Eastern Air Holding Company Limited</p>	<p>Article 1. <u>To safeguard the legitimate rights and interests of the Company, its shareholders, employees and creditors, and regulate the organization and activities of the Company, these Articles of Association are formulated</u> is a joint stock limited company established in accordance with the “Company Law of the People’s Republic of China” (the “Company Law”), the “Securities Law of the People’s Republic of China” (the “Securities Law”), <u>the Guidelines on the Articles of Association of Listed Companies and other relevant regulations</u>.</p> <p><u>Article 2. The Company</u> was incorporated as a joint stock company with limited liability <u>in accordance with the Company Law</u> and other relevant <u>PRC</u> laws and regulations <u>and departmental rules</u>.</p> <p>The Company was established by way of promotion with the approval under the document “Ti Gai Sheng” [1994] No. 140 of the People’s Republic of China’s State Commission for Restructuring the Economic System. It is registered with and has obtained a business licence from China’s State Administration for Industry and Commerce on April 14, 1995. On February 8, 2017, the Company completed the “Combination of Three Licenses into One” procedures for its business license, organisation code certificate and tax registration certificate. The unified social credit code of the business license of the Company after the integration is 913100007416029816.</p>

Existing Articles	Revised Articles
	<p><u>Article 3.</u> <u>Approved by the document [1996] No.180 of the State Commission for Restructuring the Economic System and the document “Zheng Wei Fa” [1997] No. 4, “Approval Concerning Consent to the Issuance of Foreign Shares Listed Overseas by China Eastern Airlines Corporation Limited” issued by the State Council Securities Commission, the Company was listed on The Stock Exchange of Hong Kong Limited in February 1997, issuing 1,566,950,000 H Shares at a price of HK\$1.38 per share. Upon completion of the issuance, the total number of the Company’s shares increased to 4,566,950,000 shares, with a par value of RMB1 per share.</u></p> <p><u>Approved by the document “Min Hang Ti Han” [1997] No. 390 and the document “Min Hang Ti Han” [1997] No. 393 of the Civil Aviation Administration of China, as well as the document “Zheng Jian Fa Zi” [1997] No. 471, “Approval Concerning the Application for Public Offering by China Eastern Airlines Corporation Limited”, and the document “Zheng Jian Fa Zi” [1997] No. 472, “Approval Concerning the A Share Issuance Plan of China Eastern Airlines Corporation Limited”, issued by the China Securities Regulatory Commission, the Company was listed on the Shanghai Stock Exchange in October 1997, issuing 300,000,000 A Shares at a price of RMB2.45 per share. Upon completion of the issuance, the total number of the Company’s shares was 4,866,950,000 shares, with a par value of RMB1 per share.</u></p>
<p>Article 2. The Company’s registered name in Chinese is:</p> <p>中國東方航空股份有限公司</p> <p>and in English is: CHINA EASTERN AIRLINES CORPORATION LIMITED</p>	<p><u>Article 4.</u> The Company’s registered name in Chinese is:</p> <p>中國東方航空股份有限公司</p> <p>and in English is: CHINA EASTERN AIRLINES CORPORATION LIMITED</p>

Existing Articles	Revised Articles
<p>Article 3. The Company's address: 66, Airport Avenue, International Airport, Pudong New Area, Shanghai, The People's Republic of China</p> <p>Zip Code: 201202</p> <p>Telephone: (021) 62686268</p> <p>Facsimile: (021) 62686116</p>	<p>Article 5. The Company's address: 66, Airport Avenue, International Airport, Pudong New Area, Shanghai, The People's Republic of China</p> <p>Zip Code: 201202</p> <p>Telephone: (021) 62686268</p> <p>Facsimile: (021) 62686116</p>
<p>Article 25. The registered capital of the Company is RMB22,291,296,570.</p>	<p>Article 6. The registered capital of the Company is RMB22,291,296,570.</p>
<p>Article 5. The Company is a joint stock limited company in perpetual existence.</p>	<p>Article 7. The Company is a joint stock limited company in perpetual existence.</p>
<p>Article 4. The Company's legal representative is the Chairman of the board of directors of the Company.</p>	<p>Article 8. <u>The Chairman of the board of directors of the Company is the Company's legal representative. Where the director serving as the legal representative resigns, the director is deemed to have concurrently resigned from the office of the legal representative. Where the legal representative resigns, the Company shall have the board of directors elect a director or manager who represents the Company in its business operations as the legal representative of the Company within 30 days of resignation of the legal representative.</u></p> <p><u>The legal consequences of civil activities performed by the legal representative of the Company in the name of the Company shall be assumed by the Company. Any restriction on the power of the legal representative imposed by these Articles of Association or the Shareholders' general meeting shall not be set up against a bona fide opposite party. Where the legal representative causes any harm to any other person for execution of his functions, the Company shall assume civil liability for such harm. The Company may, after assuming civil liability, recover loss from the legal representative at fault in accordance with laws or these Articles of Association.</u></p>

Existing Articles	Revised Articles
	<p><u>Article 9. The liability of its shareholders for the Company is limited to the extent of the shares they subscribe for and the liability of the Company for its own debts is limited to all the properties it owns.</u></p>
<p>Article 8. From the date of these articles of association becoming effective, these articles of association constitute a legally binding document regulating the Company’s organisation and activities, and the rights and obligations between the Company and each shareholder and among the shareholders inter se.</p> <p>Article 9. These articles of association are binding on the Company and its shareholders of the Company, directors, supervisors, general manager, deputy general managers and other senior administrative officers of the Company; all of whom are entitled to claim rights concerning the affairs of the Company in accordance with these articles of association.</p> <p>These articles of association are actionable by a shareholder against the Company and vice versa, by shareholders against each other and by a shareholder against the directors, supervisors, general manager, deputy general managers and other senior administrative officers of the Company in respect of rights and obligations concerning the affairs of the Company arising out of these articles of association.</p> <p>The actions referred to in the preceding paragraph include court proceedings and arbitration proceedings.</p> <p>The other senior administrative officers as referred herein shall refer to the financial controller, the secretary of the board of directors and the general counsel legal adviser of the Company and the senior administrative officers appointed by the board of directors excluded in preceding paragraphs.</p>	<p><u>Article 10. These Articles of Association shall come into force on the date when it is considered and approved by the Shareholders’ general meeting of the Company. The original Articles of Association of the Company shall automatically become invalid upon the date when these Articles of Association become effective.</u> From the date of these articles of association becoming effective, these articles of association constitute a legally binding document regulating the Company’s organisation and activities, and the rights and obligations between the Company and each shareholder and among the shareholders inter se. These articles of association are <u>legally</u> binding on the Company and its shareholders, directors, senior administrative officers of the Company. <u>Pursuant to these Articles of Association, legal proceedings may be lodged by shareholders against each other, by a shareholder against Directors and Senior Management, These articles of association are actionable</u> by a shareholder against the Company and <u>vice versa by the Company against its shareholders, Directors and Senior Management.</u> The senior administrative officers as referred herein shall refer to the <u>general manager, deputy general managers,</u> financial controller, the secretary of the board of directors and the general counsel legal adviser of the Company and the senior administrative officers appointed by the board of directors excluded in preceding paragraphs.</p>

Existing Articles	Revised Articles
<p>Article 10. The Company may invest in other limited liability companies or joint stock limited companies. The Company's liabilities to an investee company shall be limited to the amount of its capital contribution to the investee company.</p>	<p>Article 11. The Company may invest in other <u>enterprises. If it is stipulated by law that the Company shall not make capital contribution to its investee enterprises whose debts the Company has to bear joint liability on, the Company shall comply with such law.</u></p>
	<p><u>Article 12. The company must conduct its business in accordance with laws and regulations as well as public and commercial ethics, be honest and trustworthy and accept the supervision of the government and the public.</u></p>
<p>Article 12. In accordance with the Constitution of the Communist Party of China (the "Party"), the Company shall establish Party organizations. The Party committee at different levels of the Company shall perform functions in accordance with provisions of the Constitution of Party. The Company shall set up the working organs of the Party, and maintain an adequate level of staffing to handle Party affairs as well as sufficient funding necessary for the activities of the Party organizations.</p>	<p>Article 13. In accordance with the Constitution of the Communist Party of China (the "Party"), the Company shall establish Party organizations <u>to carry out the activities of the Party.</u> The Party committee at different levels of the Company shall perform functions in accordance with provisions of the Constitution of Party. <u>The Company shall provide the necessary conditions for the activities of Party organizations.</u></p>
<p>CHAPTER 2: PURPOSES AND SCOPE OF BUSINESS</p>	
<p>Article 13. The business purposes of the Company are: to provide the public with safe, punctual, comfortable, fast and convenient air transport service and other ancillary services, to enhance the cost-effectiveness of the services and to protect the lawful rights and interests of the shareholders.</p>	<p>Article 14. The business purposes of the Company are: to provide the public with safe, punctual, comfortable, fast and convenient <u>air transport</u> service and other ancillary services, to enhance the cost-effectiveness of the services <u>and social benefits</u> and to protect the lawful rights and interests of the shareholders.</p>

Existing Articles	Revised Articles
<p>Article 14. The scope of business of the Company shall comply with those items approved by the companies registration authority.</p> <p>The scope of business of the Company includes: domestic and approved international and regional business for air transportation of passengers, cargo, mail, luggage and extended services; general aviation business; maintenance of aviation equipment and machinery; manufacture and maintenance of aviation equipment; agency business for domestic and overseas airlines and other business related to air transportation; insurance by-business agency services; e-commerce (excluding value added telecommunication services such as third-party platforms); in-flight supermarket (excluding products sold under quota licenses and special permits); wholesale and retail of goods.</p>	<p>Article 15. <u>Upon registration in accordance with the law, T</u>the scope of business of the Company includes: domestic and approved international and regional business for air transportation of passengers, cargo, mail, luggage and extended services; general aviation business; maintenance of aviation equipment and machinery; manufacture and maintenance of aviation equipment; agency business for domestic and overseas airlines and other business related to air transportation; insurance by-business agency services; e-commerce (excluding value added telecommunication services such as third-party platforms); in-flight supermarket (excluding products sold under quota licenses and special permits); wholesale and retail of goods.</p>
CHAPTER 3: SHARES	
	Section 1 Issuance of Shares
	<p><u>Article 16. The stock of the Company shall take the form of shares.</u></p>
	<p><u>Article 17. The shares of the Company shall be issued in accordance with the principles of openness, fairness and justice. Each share of the same class shall carry the same rights. Shares of the same class and in the same issue shall be issued on the same conditions and at the same price. The same price is paid for each share subscribed for by the subscribers.</u></p>
	<p><u>Article 18. The Company issues par value shares, which are denominated in Renminbi.</u></p>

Existing Articles	Revised Articles
	<p><u>Article 19. The domestic listed shares issued by the Company shall be kept at the Shanghai Branch of China Securities Depository and Clearing Corporation Limited. H Shares issued by the Company shall primarily be put under custody of the Company authorized by the Hong Kong Securities Clearing Company Limited.</u></p>
	<p><u>Article 20. The promoter of the Company is China Eastern Air Holding Company Limited, which subscribed for 3,000,000,000 shares, with a par value of RMB1 per share. Such shares were fully subscribed by China Eastern Air Holding Company Limited on April 14, 1995. The total number of shares issued upon the establishment of the Company was 3,000,000,000 shares.</u></p>
<p>Article 22. The Company has issued a total of 22,291,296,570 ordinary shares, comprising a total of 17,114,518,793 A shares, representing 76.78% of the total share capital of the Company, a total of 5,176,777,777 H shares, representing 23.22% of the total share capital of the Company.</p>	<p>Article 21. The Company currently has a total of 22,291,296,570 ordinary shares, comprising a total of 17,114,518,793 A shares, representing 76.78% of the total share capital of the Company, a total of 5,176,777,777 H shares, representing 23.22% of the total share capital of the Company.</p>

Existing Articles	Revised Articles
<p>Article 35. The Company and its subsidiaries shall not, by any means at any time, provide any kind of financial assistance to a person who is acquiring or is proposing to acquire shares in the Company. The said acquirer of shares of the Company includes a person who directly or indirectly incurs any obligations due to the acquisition of shares in the Company (the “obligor”).</p> <p>The Company and its subsidiaries shall not, by any means at any time, provide financial assistance to the obligor as referred to in the preceding paragraph for the purpose of reducing or discharging the obligations assumed by that person.</p> <p>This Article shall not apply to the circumstances specified in Article 37 of this Chapter.</p>	<p><u>Article 22. Neither the Company nor its subsidiaries (including affiliated enterprises of the Company) shall provide financial assistance to others for the purpose of acquiring shares in the Company or its parent company by way of gift, advance, guarantee, loan or otherwise, except for the implementation of the Employee Stock Ownership Plan of the Company.</u></p> <p><u>For the benefit of the Company, the Company may provide financial assistance to others for the purpose of acquiring shares in the Company or its parent company upon a resolution passed at a Shareholders’ general meeting, or by the board of directors pursuant to the Articles of Association or the mandate of the Shareholders’ general meeting, provided that the aggregate amount of such financial assistance shall not exceed 10% of the total issued share capital. Any resolution of the board of directors in this regard must be approved by more than two-thirds of all the directors.</u></p>

Existing Articles	Revised Articles
<p>Article 26. The Company may, based on its requirements for operation and development and in accordance with the relevant provisions of these articles of association, approve an increase of capital.</p> <p>The Company may increase its capital in the following ways:</p> <p>(1) offering new shares to non-specially-designated investors for subscription;</p> <p>(2) placing new shares to its existing shareholders;</p> <p>(3) allotting bonus shares to its existing shareholders;</p> <p>(4) any other ways permitted by relevant laws and administrative regulations.</p> <p>The Company's increase of capital by issuing new shares shall, after being approved in accordance with the provisions of these articles of association, be conducted in accordance with the procedures stipulated by relevant laws and administrative regulations.</p>	<p>Section 2: Changes in Share Capital and Share Repurchase</p> <p>Article 23. The Company may, based on its requirements for operation and development <u>and in accordance with applicable laws and regulations, increase its share capital by a resolution passed at a Shareholders' general meeting</u> in the following ways:</p> <p><u>(1) issuing shares to unspecified investors;</u></p> <p><u>(2) issuing shares to specified investors;</u></p> <p><u>(3) distributing bonus shares to existing shareholders;</u></p> <p><u>(4) converting capital reserves into share capital;</u></p> <p><u>(5) any other ways permitted by laws, administrative regulations, and as approved by the CSRC.</u></p>
<p>Article 28. In accordance with the provisions of these articles of association, the Company may reduce its registered capital.</p>	<p>Article 24. The Company may reduce its registered capital. <u>Any reduction of the Company's registered capital shall be carried out in accordance with the procedures stipulated in the Company Law, other applicable regulations, and the provisions of the Articles of Association.</u></p>

Existing Articles	Revised Articles
<p>Article 30. The Company shall not acquire its own shares, except that the acquisitions are carried out under any of the following circumstances:</p> <p>(1) <u>cancellation of shares for the</u> reduction of its capital;</p> <p>(2) merging with another company that holds shares in the Company;</p> <p>(3) issue of shares in connection with staff shareholding plans or share incentives;</p> <p>(4) requesting the Company to purchase its own shares where shareholders object to the merger or demerger resolution of a general meeting;</p> <p>(5) issue of shares in connection with convertible bonds issued by the Company;</p> <p>(6) deemed necessary by the Company for protecting the Company’s value and shareholders’ interests;</p> <p>(7) other circumstances permitted by relevant laws and administrative regulations.</p> <p>The acquisition of its own shares by the Company pursuant to the foregoing paragraphs (1) or (2) shall be subject to approval at the general meeting by way of resolution; the acquisition of its own shares by the Company pursuant to the foregoing paragraphs (3), (5) or (6) shall be subject to approval by way of Board resolution at a Board meeting attended by more than two-thirds of the directors in accordance with the provisions of the Articles of Association or the mandate of the general meeting.</p>	<p>Article 25. The Company may, with the approval of the relevant State governing authority for repurchasing its shares, conduct the repurchase in one of the following ways:</p> <p>(1) <u>reduction of its registered capital;</u></p> <p>(2) merging with another company that holds shares in the Company;</p> <p>(3) issue of shares in connection with staff shareholding plans or share incentives;</p> <p>(4) requesting the Company to purchase its own shares where shareholders object to the merger or demerger resolution of a general meeting;</p> <p>(5) issue of shares in connection with convertible bonds issued by the Company;</p> <p>(6) deemed necessary by the Company for protecting the Company’s value and shareholders’ interests;</p> <p>(7) other circumstances <u>as prescribed by laws, administrative regulations, departmental rules, and the securities regulatory rules of the stock exchange where the Company’s shares are listed.</u></p> <p>The acquisition of its own shares by the Company pursuant to the foregoing paragraphs (1) or (2) shall be subject to approval at the Shareholders’ general meeting by way of resolution; the acquisition of its own shares by the Company pursuant to the foregoing paragraphs (3), (5) or (6) shall be subject to approval by way of a resolution at a meeting of the board of directors attended by more than two-thirds of the directors in accordance with the provisions of the Articles of Association or the mandate of the Shareholders’ general meeting.</p>

Existing Articles	Revised Articles
	<p><u>Where the Company repurchases its shares in accordance with the above provisions, under circumstance (1), the shares shall be cancelled within ten days from the date of repurchase; under circumstances (2) and (4), the shares shall be transferred or cancelled within six months; and under circumstances (3), (5) and (6), the total number of shares held by the Company shall not exceed 10% of its total issued share capital and shall be transferred or cancelled within three years. Where laws, administrative regulations, departmental rules, or the securities regulatory rules of the stock exchange on which the Company's shares are listed provide otherwise in respect of the matters related to such share repurchases, such provisions shall prevail.</u></p>
	<p>Article 26. The Company may repurchase its shares through public centralized trading or other methods permitted by laws, administrative regulations, and as recognized by the CSRC.</p> <p>Where the Company repurchases its shares under the circumstances specified in Article 25, Paragraph 1, Items (3), (5), and (6) of the Articles of Association, such repurchase shall be conducted through public centralized trading.</p> <p>When the Company repurchases its shares, it shall fulfill its information disclosure obligations in accordance with the Securities Law and the relevant securities regulatory rules of the stock exchange where its shares are listed.</p>
	<p>Section 3: Transfer of Shares</p>
	<p><u>Article 27.</u> The shares of the Company shall be transferred in accordance with the law.</p>
	<p><u>Article 28.</u> The Company shall not accept its own shares as the subject of a pledge.</p>

Existing Articles	Revised Articles
	<p><u>Article 29. The transfer of the Company's shares shall comply with the following provisions: (1) Shares issued before the Company's public issuance of A shares shall not be transferred within one year from the date when the Company's A shares are listed and traded on the stock exchange. (2) Directors and senior management of the Company shall report to the Company their holdings of the Company's shares (including preferred shares) and any changes thereto. During their tenure, the shares they transfer each year shall not exceed 25% of the total shares of the same class they hold in the Company; shares held by them shall not be transferred within one year from the date when the Company's shares are listed and traded. After leaving their positions, they shall not transfer any shares they hold within six months. (3) Other circumstances prescribed by laws, administrative regulations, departmental rules, or the securities regulatory rules of the stock exchange where the Company's shares are listed.</u></p>

Existing Articles	Revised Articles
	<p><u>Article 30. Shareholders holding more than 5% of the Company's shares, as well as directors and senior management personnel, who sell shares or other equity-type securities of the Company within six months after purchase, or repurchase such shares or securities within six months after sale, shall have the gains from such transactions belong to the Company. The Company's board of directors shall recover such gains. However, this does not apply to securities companies holding more than 5% of shares due to purchasing unsold shares in underwriting, nor to other circumstances stipulated by the CSRC.</u></p> <p><u>The shares or other equity-type securities held by the directors, senior management, and individual shareholders mentioned in the preceding paragraph include those held by their spouses, parents, children, and those held through accounts of others.</u></p> <p><u>If the board of directors fails to enforce the provisions of the first paragraph of this Article, shareholders have the right to require the board of directors to enforce it within thirty days. If the board of directors still fails to enforce it within the specified period, shareholders have the right, in the interest of the Company, to initiate litigation in their own name directly with the People's Court. The responsible directors shall bear joint and several liability in accordance with the law if the board of directors fails to enforce the provisions of the first paragraph of this Article.</u></p>

Existing Articles	Revised Articles
CHAPTER 4: SHAREHOLDER AND SHAREHOLDERS' GENERAL MEETINGS	
	Section 1: Shareholder
<p>Article 40. The Company shall keeps a register of its shareholders and enter in the register the following particulars:</p> <p>(1) the name (title) and address (residence), the occupation or nature of each shareholder;</p> <p>(2) the class and quantity of shares held by each shareholder;</p> <p>(3) the amount paid or agreed to be paid on the shares of each shareholder;</p> <p>(4) the share certificate numbers of the shares held by each shareholder;</p> <p>(5) the date on which each person was entered in the register as a shareholder;</p> <p>(6) the date on which any shareholder ceased to be a shareholder.</p> <p>Unless contrary evidence is shown, the register of shareholders shall be sufficient evidence of the shareholders' shareholdings in the Company.</p> <p>Article 50. A shareholder of the Company is a person who lawfully holds shares in the Company and whose name (title) is entered in the register of shareholders.</p> <p>A shareholder shall enjoy rights and bear obligations according to the class and proportion of the shares held by him; shareholders who hold shares of the same class shall enjoy the same rights and bear the same obligations.</p>	<p>Article 31. The Company shall establish the register of shareholders <u>based on certificates provided by the securities registration institution</u>. The register of shareholders shall serve as sufficient evidence to prove a shareholder's ownership of the Company's shares. A shareholder shall enjoy rights and bear obligations according to the class of the shares held by him; shareholders who hold shares of the same class shall enjoy the same rights and bear the same obligations.</p> <p><u>The register of shareholders in Hong Kong shall be available for shareholders to inspect free of charge during business hours. This provision shall not affect the Company's right to suspend the registration of share transfers in accordance with the rules of the regulatory authorities of the place where the shares are listed.</u></p>

Existing Articles	Revised Articles
	<p><u>Article 32. When the Company convenes a Shareholders’ general meeting, distributes dividends, undergoes liquidation, or engages in other activities requiring confirmation of shareholder identity, the board of directors or the convener of the Shareholders’ general meeting shall determine the record date. Shareholders registered in the register of shareholders after the close of business on the record date shall be entitled to the relevant rights and interests.</u></p>
<p>Article 51. The ordinary shareholders of the Company shall enjoy the following rights:</p> <p>(1) the right to dividends and other distributions in proportion to the number of shares held;</p> <p>(2) the right to attend or appoint a proxy to attend Shareholders’ general meetings and to vote thereat;</p> <p>(3) the right to supervise of supervisory management over the Company’s business operations, and the right to present proposals or enquiries;</p> <p>(4) the right to transfer shares in accordance with laws, administrative regulations and provisions of these articles of association;</p> <p>(5) the right to obtain relevant information in accordance with the provisions of these articles of association, including:</p> <p>(i) the right to obtain a copy of these articles of association, subject to payment of the cost of such copy;</p>	<p>Article 33. The shareholders of the Company shall enjoy the following rights:</p> <p>(1) the right to dividends and other distributions in proportion to the number of shares held;</p> <p>(2) the rights to <u>require the holding of, convene, preside over,</u> attend or appoint a proxy to attend Shareholders’ general meetings and <u>exercise corresponding speaking and voting right (except where individual shareholders are required to abstain from voting on specific matters under the listing rules of the place(s) where the Company’s shares are listed);</u></p> <p>(3) the right to supervise the Company’s business operations, and the right to present proposals or enquiries;</p> <p>(4) the right to transfer shares, <u>give by way of gift or pledge shares held</u> in accordance with laws, administrative regulations and provisions of these articles of association;</p>

Existing Articles	Revised Articles
<p>(ii) the right to inspect and copy, subject to payment of a reasonable charge:</p> <p>(a) all parts of the register of shareholders;</p> <p>(b) personal particulars of each of the Company's directors, supervisors, general manager, deputy general managers and other senior administrative officers, including: (aa) present name and alias and any former name or alias; (bb) principal address (residence); (cc) nationality; (dd) primary and all other part-time occupations and duties; (ee) identification documents and their relevant numbers;</p> <p>(c) state of the Company's share capital;</p> <p>(d) 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 last accounting year and the aggregate amount paid by the Company for this purpose;</p> <p>(e) minutes of Shareholders' general meetings and accountant's report;</p> <p>(6) in the event of the termination or liquidation of the Company, to participate in the distribution of surplus assets of the Company in accordance with the number of shares held;</p> <p>(7) other rights in the conferred by laws, administrative regulations and these articles of association.</p>	<p><u>(5) the right to inspect and make copies of these Articles of Association, the register of shareholders, minutes of Shareholders' general meetings, resolutions of the board of directors, and financial and accounting reports. Shareholders who meet the prescribed conditions may also inspect the Company's accounting books and accounting vouchers;</u></p> <p>(6) in the event of the termination or liquidation of the Company, to participate in the distribution of surplus assets of the Company in accordance with the number of shares held;</p> <p><u>(7) for the shareholder who raises an objection to the resolutions of the Shareholders' general meeting regarding the merger or division of the Company, the right to require the Company to purchase his shares;</u></p> <p>(8) other rights <u>stipulated</u> in the laws, administrative regulations, <u>departmental rules, regulatory rules of the place where the Company's shares are listed or the Articles of Association.</u></p>

Existing Articles	Revised Articles
	<p><u>Article 34. Shareholders who request to inspect or make photocopies of the aforesaid relevant information or documents, he shall provide the Company with documents showing the class and number of shares he holds. The Company shall provide such information as requested by the shareholder after his identification has been verified.</u></p>
	<p><u>Article 35. Where the resolutions of a Shareholders’ general meeting or a meeting of the board of directors violate laws or administrative regulations, shareholders are entitled to make a petition to the people’s court to nullify such resolutions.</u></p> <p><u>Where the convening or voting procedures of a Shareholders’ general meeting or a meeting of the board of directors violates laws, administrative regulations or these Articles, or the resolutions of such meeting violate these Articles, shareholders are entitled to make a petition to the people’s court to revoke the resolutions adopted in such meeting within 60 days from the date when such resolutions are adopted. However, this will not apply where there are only minor defects in the procedures for convening or the voting methods of the Shareholders’ general meeting or the board of directors that do not have a substantive impact on the resolution.</u></p>

Existing Articles	Revised Articles
	<p><u>If the board of directors, shareholders or other relevant parties dispute the validity of a resolution at the Shareholders' general meeting, they shall promptly initiate legal proceedings with the People's Court. Prior to the issuance of a judgment or ruling by the People's Court to revoke such resolution or otherwise, the relevant parties shall implement the resolution of the Shareholders' general meeting, and no party may refuse to execute such resolutions on the grounds of their alleged invalidity. The Company, its directors and senior management shall practically perform their duties to ensure the normal operation of the Company.</u></p> <p><u>Where the People's Court makes a judgment or ruling on the relevant matter, the Company shall, in accordance with the law, administrative regulations, and the requirements of the CSRC and the stock exchange, fulfil its information disclosure obligations, fully explain the impact, and actively cooperate in enforcement after such judgment or ruling becomes effective. If correction of prior matters is involved, the Company should promptly address them and discharge the corresponding information disclosure obligations.</u></p>

Existing Articles	Revised Articles
	<p><u>Resolutions of a Shareholders' general meeting or a Board meeting of the Company shall be invalid in any of the following circumstances: (1) the resolution was not made by a Shareholders' general meeting or a board meeting; (2) no voting on the resolution was made on at a Shareholders' general meeting or a Board meeting; (3) the number of attendees of the meeting or the number of their voting rights does not meet the quorum or the number of voting rights as required by the Company Law or these Articles of Association; (4) the number of attendees voting in favor of the resolution or the number of their voting rights do not meet the quorum or the number of voting rights as required by the Company Law or these Articles of Association.</u></p>

Existing Articles	Revised Articles
	<p><u>Article 36. Where the Company incurs losses as a result of a director or senior management other than a member of the Audit and Risk Management Committee having violated any provision of laws, administrative regulations or the Articles of Association in the course of performing their duties with the Company, shareholders alone or in aggregate holding no less than 1% of the Company's shares for no less than 180 consecutive days shall be entitled to request in writing the Audit and Risk Management Committee to initiate proceedings in a people's court. Where the Company incurs losses as a result of the Audit and Risk Management Committee having violated any provision of laws, administrative regulations or these Articles in the course of performing its duties with the Company, the above shareholders may request in writing the board of directors to initiate proceedings in a people's court.</u></p> <p><u>If the Audit and Risk Management Committee or the board of directors refuses to initiate proceedings upon receipt of the written request of the shareholders set forth in the preceding paragraph, or fails to initiate such proceedings within 30 days from the date on which such request is received, or in case of emergency where failure to initiate such immediately proceedings result in will irreparable damages to the Company's interests, shareholders described in the preceding paragraph shall have the right to initiate proceedings in a people's court in their own names in the interests of the Company.</u></p>

Existing Articles	Revised Articles
	<p><u>Shareholders described in the first paragraph of this Article may also initiate proceedings in a people’s court in accordance with the preceding two paragraphs of this Article in the event that the legal interests of the Company is infringed upon by a third party and that the Company suffers from losses accordingly.</u></p> <p><u>If any director, supervisor or senior management of a wholly-owned subsidiary of the Company violates any law, administrative regulation or these Articles of Association in performing his/her duties, causing losses to the Company, or the infringement of the legitimate rights and interests of a wholly-owned subsidiary of the Company by others causing losses, shareholders who holds 1% or more of the shares in the Company, either individually or collectively, for 180 or more consecutive days shall request the supervisory committee and board of directors of a wholly-owned subsidiary in writing in accordance with the provisions of the first three paragraphs of Article 189 of the Company Law to institute a legal action in a people’s court or to institute a legal action in a people’s court in their own names (If a wholly-owned subsidiary of the Company does not have a supervisor, such requirement shall be implemented in accordance with the provisions of the first and second paragraphs of this Article).</u></p>
	<p><u>Article 37. Shareholders may institute legal proceedings in the People’s Court against any director or senior management member who damages the shareholders’ interests by violating any law, administrative regulation, regulatory rules of the place where the Company’s shares are listed or the Articles of Association.</u></p>

Existing Articles	Revised Articles
<p>Article 52. The ordinary shareholders of the Company shall assume the following obligations:</p> <p>(1) to abide by these articles of association;</p> <p>(2) to pay subscription monies according to the number of shares subscribed and the method of subscription;</p> <p>(3) other obligations imposed by laws, administrative regulations and these articles of association.</p> <p>are not liable to make any further contribution to the share capital other than as agreed by the subscriber of the relevant shares on subscription.</p>	<p>Article 38. The shareholders of the Company shall assume the following obligations:</p> <p>(1) to abide by <u>laws, administrative regulations and</u> these Articles of Association;</p> <p>(2) to pay subscription monies according to the number of shares subscribed and the method of subscription;</p> <p><u>(3) not to withdraw their share capital except in circumstances allowed by laws and regulations;</u></p> <p><u>(4) not to abuse the its/his rights as a shareholder to infringe the interests of the Company or other shareholders and not to abuse the independent position of the Company as a legal person or the limited liability status of the shareholders to infringe the interests of creditors of the Company;</u></p> <p>(5) other obligations imposed by laws, administrative regulations, <u>departmental rules, regulatory rules of the place where the Company's shares are listed and</u> these articles of association.</p> <p><u>Where a shareholder's abuse of rights as a shareholder has caused damages to the Company or other shareholders, he/it shall be liable for compensation in accordance with laws. Where a shareholder abuses the independent position of the Company as a legal person, or the limited liability status of shareholders for the evasion of its debts and such acts have caused serious damages to interests of the Company's creditors, he/it shall bear joint and several liabilities in respect of the debts of the Company.</u></p>

Existing Articles	Revised Articles
	<p><u>Article 39. The controlling shareholder and the actual controller of the Company shall exercise their rights and perform their obligations in accordance with the provisions under the law, administrative regulations, the regulations of the CSRC, the rules of the stock exchange and regulatory rules of the place where the Company’s shares are listed, and shall safeguard the interests of the Company.</u></p>
	<p><u>Article 40. The controlling shareholder and the actual controller of the Company shall comply with the following provisions:</u></p> <p><u>(1) Exercise shareholder rights in accordance with the law, without abusing control rights or exploiting related-party relationships to harm the lawful rights and interests of the Company or other shareholders;</u></p> <p><u>(2) Strictly perform any public statements and undertakings made, without unauthorized alteration or waiver;</u></p> <p><u>(3) Fulfil information disclosure obligations in strict accordance with relevant regulations, actively cooperate with the Company in its information disclosure, and promptly inform the Company of any material events that have occurred or are expected to occur;</u></p> <p><u>(4) Shall not occupy corporate funds in any manner;</u></p> <p><u>(5) Shall not compel, instruct, or require the Company or its relevant personnel to provide guarantees in violation of laws or regulations;</u></p>

Existing Articles	Revised Articles
	<p><u>(6) Shall not exploit any undisclosed material information of the Company to seek benefits, shall not disclose any undisclosed material information relating to the Company in any manner, and shall not engage in insider trading, short-swing trading, market manipulation or any other unlawful or non-compliant conduct;</u></p> <p><u>(7) Shall not harm the lawful rights and interests of the Company and other shareholders through any unfair related party transactions, profit distributions, asset restructurings, external investments or any other means;</u></p> <p><u>(8) Shall ensure the integrity of the Company's assets, independence of its personnel, finance, organisation and business, and shall not interfere with the Company's independence in any manner;</u></p> <p><u>(9) Comply with other provisions under the laws, administrative regulations, regulatory rules of the place where the Company's shares are listed and the Articles of Association.</u></p> <p><u>Where the controlling shareholder or actual controller of the Company does not serve as a director but actually transacts the business of the Company, the provisions of these Articles of Association concerning the fiduciary duties and duties of diligence of directors shall apply. Where the controlling shareholder or actual controller instructs any director or senior management to engage in acts that are detrimental to the interests of the Company or its shareholders, they shall bear joint and several liability with such management.</u></p>

Existing Articles	Revised Articles
	<p><u>Article 41</u> <u>Where the controlling shareholder or actual controller pledges the shares of the Company held or effectively controlled by them, they shall ensure the stability of the Company's control and business operations.</u></p>
	<p><u>Article 42</u> <u>Where the controlling shareholder or actual 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 and regulatory rules of the place where the Company's shares are listed, as well as any undertakings made by them in relation to the restriction on share transfers.</u></p>
	<p>Section 2: General provisions for Shareholders' general meeting</p>
<p>Article 56. The Shareholders' general meeting is the organ of authority of the Company and shall exercise its functions and powers in accordance with law.</p> <p>Article 57. The Shareholders' general meeting shall have the following functions and powers:</p> <p>(1) to decide on the Company's operational policies and investment plans;</p> <p>(2) to elect and replace directors (excluding employee representative directors) and decide on matters relating to the remuneration of directors;</p> <p>(3) to elect and replace the supervisors who are representatives of shareholders and decide on matters relating to the remuneration of supervisors;</p> <p>(4) to examine and approve reports of the board of directors;</p>	<p>Article 43. <u>The Shareholders' general meeting of the Company shall be composed of all shareholders.</u> The Shareholders' general meeting is the organ of authority of the Company and shall exercise <u>the following</u> functions and powers in accordance with law:</p> <p>(1) to elect and replace directors <u>who are not employee representatives</u> and decide on matters relating to the remuneration of directors;</p> <p>(2) to examine and approve reports of the board of directors;</p> <p>(3) to examine and approve the Company's profit distribution plans and plans for making up losses;</p> <p>(4) to decide on increases or reductions in the Company registered capital;</p> <p>(5) <u>to authorize the board of directors</u> to decide on the issue of debentures by the Company;</p>

Existing Articles	Revised Articles
<p>(5) to examine and approve reports of the supervisory committee;</p> <p>(6) to examine and approve the Company's proposed annual preliminary and final financial budgets;</p> <p>(7) to examine and approve the Company's profit distribution plans and plans for making up losses;</p> <p>(8) to decide on increases or reductions in the Company registered capital;</p> <p>(9) to decide on matters such as merger, division, spin-off, change in company form, dissolution and liquidation of the Company;</p> <p>(10) to decide on the issue of debentures by the Company;</p> <p>(11) to decide on the appointment, dismissal and disengagement of the accountants of the Company;</p> <p>(12) to amend these articles of association;</p> <p>(13) to examine and approve changes in the use of proceeds;</p> <p>(14) to examine and approve share incentive plan and employee share ownership plan of the Company;</p> <p>(15) to examine the purchases and disposals of significant assets within one year exceeding 30% of the latest audited total assets of the Company;</p> <p>(16) to approve the external guarantees subject to Article 58;</p> <p>(17) to approve the financial assistance subject to Article 59;</p>	<p>(6) to decide on matters such as merger, division, spin-off, change in company form, dissolution and liquidation of the Company;</p> <p>(7) to decide on the appointment, dismissal and disengagement of the accountants of the Company;</p> <p>(8) to amend these articles of association;</p> <p>(9) to examine and approve changes in the use of proceeds;</p> <p>(10) to examine and approve share incentive plan and employee share ownership plan;</p> <p>(11) to examine the purchases and disposals of significant assets within one year exceeding 30% of the latest audited total assets of the Company;</p> <p>(12) to approve the guarantees subject to Article 44;</p> <p>(13) to approve the financial assistance subject to Article 45;</p> <p>(14) to examine and approve the connected transaction amounting to more than RMB30 million, and exceeding 5% of the absolute value of the latest audited net assets of the Company <u>(as otherwise provided in the listing rules of the place where the Company's shares are listed or in these Articles);</u></p> <p>(15) <u>to examine</u> other matters which require resolutions of the shareholders in general meeting according to relevant laws, administrative regulations, <u>departmental rules</u>, the <u>securities regulatory</u> rules of the place where the shares of the Company are listed, and provisions of these articles of association;</p>

Existing Articles	Revised Articles
<p>(18) to examine and approve the connected transaction amounting to more than RMB30 million, and exceeding 5% of the absolute value of the latest audited net assets of the Company (except for the provision of guarantees by the Company and the receipt of endowment in cash assets);</p> <p>(19) to decide on other matters which require resolutions of the shareholders in general meeting according to relevant laws, administrative regulations, the listing rules of the place where the shares of the Company are listed, and provisions of these articles of association;</p> <p>(20) to deal with matters which the board of directors may be delegated or authorized to deal with by the shareholders in general meeting. The general meeting shall not authorize the board of directors to perform statutory duties that the general meeting is supposed to perform.</p> <p>For the matters which can be exempted from or waived for consideration and disclosure under relevant provisions of laws, administrative regulations, and the listing rules of the place(s) where the Company's shares are listed, the Company may be exempted from or apply for a waiver for being exempted from such consideration and disclosure under relevant provisions.</p>	<p>(16) to deal with matters which the board of directors may be delegated or authorized to deal with by the shareholders in general meeting.</p> <p><u>Shares and corporate bonds convertible into shares of the Company may be issued by a resolution of the Shareholders' general meeting or by a resolution of the Board of Directors as authorized by the Articles of Association or the Shareholders' general meeting, the specific implementation of which shall comply with the laws, administrative regulations, the requirements of the CSRC and the rules of the stock exchanges.</u></p> <p><u>Unless otherwise provided by law, administrative regulations, the regulations of the CSRC or the rules of the stock exchange, the Shareholders' general meeting shall not delegate the powers and functions legally to be exercised by the Shareholders' general meeting to the board of directors or to other organizations and individuals to exercise on its behalf.</u></p> <p>For the matters which can be exempted from or waived for consideration and disclosure under relevant provisions of laws, administrative regulations, and the securities regulatory rules of the place(s) where the Company's shares are listed, the Company may be exempted from or apply for a waiver for being exempted from such consideration and disclosure under relevant provisions.</p>

Existing Articles	Revised Articles
<p>Article 58. The provision of external guarantee by the Company shall be subject to consideration and approval by the general meeting if:</p> <p>(1) the provision of any guarantee where the total amount of the external guarantee by the Company and its subsidiaries exceeds 50% of the latest audited net assets;</p> <p>(2) the provision of any guarantee where the total amount of the external guarantee by the Company exceeds 30% of the latest audited total assets;</p> <p>(3) any guarantee where the amount of the guarantee by the Company within one year exceeds 30% of the latest audited total assets;</p> <p>(4) the provision of any guarantee to any guaranteed party with a gearing ratio exceeding 70%;</p> <p>(5) the provision of any single guarantee in which the amount exceeds 10% of the latest audited net assets;</p> <p>(6) the provision of guarantees to its shareholders, de facto controllers and their related parties.</p> <p>The abovesaid “guarantee” includes the guarantee to non-wholly owned subsidiaries, etc. For those external guarantees violating relevant laws and regulations, the approval authority and the consideration procedures under the Articles of Association, the Company shall take reasonable and effective measures to release itself from the obligation thereunder or rectify the guarantee in violation to reduce the loss of the Company and protect the interests of the Company and minority shareholders, while looking into the accountability of the relevant personnel.</p>	<p>Article 44. The provision of guarantee by the Company shall be subject to consideration and approval by the general meeting if:</p> <p>(1) the provision of any guarantee where the total amount of the guarantee by the Company and its subsidiaries exceeds 50% of the latest audited net assets;</p> <p>(2) the provision of any guarantee where the total amount of the guarantee by the Company exceeds 30% of the latest audited total assets;</p> <p>(3) any guarantee where the amount of the guarantee by the Company within one year exceeds 30% of the latest audited total assets;</p> <p>(4) the provision of any guarantee to any guaranteed party with a gearing ratio exceeding 70%;</p> <p>(5) the provision of any single guarantee in which the amount exceeds 10% of the latest audited net assets;</p> <p>(6) the provision of guarantees to its shareholders, de facto controllers and their related parties.</p> <p>The abovesaid “guarantee” includes the guarantee to non-wholly owned subsidiaries, etc. For those guarantees violating relevant laws and regulations, the approval authority and the consideration procedures under the Articles of Association, the Company shall take reasonable and effective measures to release itself from the obligation thereunder or rectify the guarantee in violation to reduce the loss of the Company and protect the interests of the Company and minority shareholders, while looking into the accountability of the relevant personnel.</p>

Existing Articles	Revised Articles
<p>Article 59. The following financial assistance (including interest-bearing or non-interest bearing loans, entrusted loans, etc.) provided by the Company are subject to the consideration and approval of the general meeting, if:</p> <p>(1) a single financial assistance with the amount exceeding 10% of the latest audited net assets of the Company;</p> <p>(2) the gearing ratio in the latest financial statement of the party receiving such assistance is in excess of 70%;</p> <p>(3) the cumulative amount of financial assistance for the past 12 months exceeding 10% of the latest audited net assets of the Company.</p> <p>If the target for assistance is a non-wholly owned subsidiary within the scope of consolidated financial statements of the Company and other shareholders of such non-wholly owned subsidiary are not the Company's controlling shareholder, de facto controller and the related party, the above provisions shall not apply.</p> <p>The Company shall not provide financial assistance to its related parties, unless the financial assistance is provided to a related investee company not controlled by the controlling shareholder or de facto controller of the Company and that other shareholders of the investee company also provide such financial assistance under the same conditions in proportion to their capital contribution. For the provision of financial assistance to such related investee company subject to the above paragraph by the Company, it shall be submitted to the general meeting for consideration.</p>	<p>Article 45. The following financial assistance (including interest-bearing or non-interest bearing loans, entrusted loans, etc.) provided by the Company are subject to the consideration and approval of the general meeting, if:</p> <p>(1) a single financial assistance with the amount exceeding 10% of the latest audited net assets of the Company;</p> <p>(2) the gearing ratio in the latest financial statement of the party receiving such assistance is in excess of 70%;</p> <p>(3) the cumulative amount of financial assistance for the past 12 months exceeding 10% of the latest audited net assets of the Company;</p> <p><u>(4) other circumstances as stipulated in the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.</u></p> <p>If the target for assistance is a non-wholly owned subsidiary within the scope of consolidated financial statements of the Company and other shareholders of such non-wholly owned subsidiary are not the Company's controlling shareholder, de facto controller and the related party, the above provisions shall not apply.</p>

Existing Articles	Revised Articles
<p>If the financial assistance violates the relevant laws and regulations, the approval authority thereunder the Articles of Association or consideration procedures, the Company shall take reasonable and effective measures to release itself from the obligation thereunder or rectify the assistance in violation to reduce losses suffered by the Company, protect the interests of the Company and minority shareholders and look into the accountability of the relevant personnel.</p>	<p>The Company shall not provide financial assistance to its related parties, unless the financial assistance is provided to a related investee company not controlled by the controlling shareholder or de facto controller of the Company and that other shareholders of the investee company also provide such financial assistance under the same conditions in proportion to their capital contribution. <u>If the Company intends to provide financial assistance to any of the related investee companies, in addition to consideration and approval by a simple majority of all non-related directors, consideration and approval by more than two-thirds of the non-related directors present at the board of directors' meeting shall be required, and the matter shall be submitted to the shareholders' general meeting for deliberation.</u></p> <p>If the financial assistance violates the relevant laws and regulations, the approval authority thereunder the Articles of Association or consideration procedures, the Company shall take reasonable and effective measures to release itself from the obligation thereunder or rectify the assistance in violation to reduce losses suffered by the Company, protect the interests of the Company and minority shareholders and look into the accountability of the relevant personnel.</p>

Existing Articles	Revised Articles
<p>Article 61 Shareholders' general meetings are divided into annual general meetings and extraordinary general meetings. Shareholders' general meetings shall be convened by the board of directors. Annual general meetings are held once every year and within six (6) months from the end of the preceding financial year. Under any of the following circumstances, the board of directors shall convene an extraordinary general meeting within two (2) months:</p> <p>(1) when the number of directors is less than the number of directors required by the Company Law or two thirds of the number of directors specified in these articles of association;</p> <p>(2) when the unrecovered losses of the Company amount to one third of the total amount of its share capital;</p> <p>(3) when shareholder(s), individually or in aggregate, holding 10 percent or more of the Company's issued and outstanding shares carrying voting rights request(s) in writing the convening of an extraordinary general meeting;</p> <p>(4) when deemed necessary or as requested by the board of directors or as requested by the supervisory committee;</p> <p>(5) other circumstances subject to the laws, administrative regulations, departmental rules or the Articles of Association.</p>	<p>Article 46 Shareholders' general meetings are divided into annual general meetings and extraordinary general meetings. Annual general meetings are held once every year and within six (6) months from the end of the preceding financial year. Under any of the following circumstances, the <u>Company</u> shall convene an extraordinary general meeting within two (2) months <u>from the date of the occurrence</u>:</p> <p>(1) when the number of directors is less than the number of directors required by the Company Law or two thirds of the number of directors specified in these Articles of Association;</p> <p>(2) when the unrecovered losses of the Company amount to one third of the total amount of its share capital;</p> <p>(3) when shareholder(s), individually or in aggregate, holding <u>10 percent or more of the shares of the Company request(s) to hold such a meeting;</u></p> <p>(4) when deemed necessary by the board of directors or as <u>proposed by the audit and risk management committee of the board of directors;</u></p> <p>(5) other circumstances subject to the laws, administrative regulations, departmental rules, <u>the securities regulatory rules of the place where the Company's shares are listed</u> or the Articles of Association.</p>

Existing Articles	Revised Articles
	<p><u>Article 47</u> <u>The venue of the general meeting convened by the Company shall be the place specified in the notice of general meetings. After a notice of the general meeting is given, the venue of the live conference of the general meeting shall not be changed, unless with valid reasons. In case of actual needs to change, the convener shall make an announcement and explain the reasons at least 2 business days prior to the date of the live conference. A meeting venue shall be established for the general meeting, and meetings will take the form of physical meeting. On the premise of the lawfulness and validity of general meetings, according to the laws, administrative regulations, departmental rules and securities regulatory rules of the place where the shares of the Company are listed, the Company shall facilitate the participation of shareholders in general meetings by providing Internet voting method. The shareholders shall be deemed as present when participating in the general meeting via the abovementioned methods.</u></p>

Existing Articles	Revised Articles
	<p><u>Article 48 The Company shall engage lawyers to issue legal opinions in respect of the following matters relating to the holding of general meetings and make relevant announcements:</u></p> <p><u>(1) whether the convening and holding procedures of the meeting comply with provisions of the relevant laws, administrative regulations and these Articles of Association;</u></p> <p><u>(2) whether the qualifications of the attendees and the convener of the meeting are lawful and valid;</u></p> <p><u>(3) whether the procedures of voting at the meeting and the voting results are lawful and valid;</u></p> <p><u>(4) provision of any legal advice on any other matters requested by the Company.</u></p>
	<p>Section 3: Convening of Shareholders' General Meeting</p>
	<p><u>Article 49 Shareholders' general meeting shall be convened by the board of directors according to laws. Where the board of directors cannot or do not fulfill the obligation to convene general meeting, the audit and risk management committee of the board of directors shall take over without delay; where the audit and risk management committee of the board of directors do not convene and preside over the meeting, the shareholder(s) (either independently or jointly) holding more than 10% of the total shares of the Company may convene and preside over the meeting on their own.</u></p>

Existing Articles	Revised Articles
	<p><u>Article 50 Subject to the consent of more than half of all the independent directors, independent directors are entitled to propose to the Board to convene an extraordinary general meeting. The Board shall, in accordance with laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and these Articles of Association, inform in writing whether it agrees or disagrees to convene an extraordinary general meeting within ten (10) days upon receipt of the proposal. If the Board agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five (5) days after the resolution is made by the Board. If the Board does not agree to hold the extraordinary general meeting, it shall give the reasons and publish an announcement thereof.</u></p>

Existing Articles	Revised Articles
	<p><u>Article 51 The audit and risk management committee of the board of directors has the right to propose an extraordinary general meeting to be convened to the board of directors, and the proposal shall be made to the board of directors in writing. The board of directors shall in accordance with the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and these Articles of Association within 10 days of the receipt of the proposal for convening an extraordinary general meeting, provide a written feedback as to whether or not it agrees to convene the proposed meeting.</u></p> <p><u>If the board of directors agrees to convene the proposed extraordinary general meeting, it shall within 5 days of making board resolution give a notice of convening the aforesaid meeting. Any alteration to the original proposal within the notice shall be subject to the agreement of the audit and risk management committee of the board of directors.</u></p> <p><u>If the board of directors does not agree to convene the proposed extraordinary general meeting or fails to provide a feedback within 10 days of the receipt of the proposal, the board of directors shall be deemed as unable to perform or not performing its duty of convening Shareholders' general meeting, and the audit and risk management committee of the board of directors is entitled to convene and preside at the proposed meeting.</u></p>

Existing Articles	Revised Articles
<p>Article 82 Shareholders requisitioning the convening of extraordinary general meetings of shareholders or class meetings shall abide by the following procedures:</p> <p>(1) Two or more shareholders holding in aggregate 10 per cent or more of the shares carrying the right to vote at the meeting sought to be held shall sign one or more counterpart requisitions stating the object of the meeting and requiring the board of directors to convene a shareholders' extraordinary general meeting or a class meeting thereof. The board of directors shall as soon as possible proceed to convene the extraordinary general meeting of shareholders or a class meeting thereof after receiving the requisition.</p> <p>The amount of shareholdings referred to above shall be calculated as at the date of the deposit of the requisition.</p> <p>(2) If the board of directors fails to issue a notice of such a meeting within thirty (30) days from the date of the receipt of the requisition, the requisitionists may themselves convene such a meeting in a manner as similar as possible as that in which shareholders' meetings are to be convened by the board of directors within four (4) months from the date of receipt of the requisition by the board of directors.</p> <p>Any reasonable expenses incurred by the requisitionists by reason of the failure of the board of directors to duly convene a meeting shall be repaid to the requisitionists by the Company and any sum so repaid shall be set off against sums owed by the Company to the directors in default.</p>	<p><u>Article 52 Shareholders solely or collectively holding 10% or more of the shares of the Company shall have the right to propose to the board of directors for holding an extraordinary general meeting, and shall put forward the proposal in writing to the board of directors. The board of directors shall, in accordance with the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and these Articles of Association, give a written reply on whether to hold the extraordinary general meeting or not within ten (10) days upon receipt of the proposal.</u></p> <p><u>If the board of directors agrees to convene the proposed extraordinary general meeting, it shall within 5 days of making board resolution give a notice of convening the aforesaid meeting. Any alteration to the original proposal within the notice shall be subject to the agreement of the relevant shareholders.</u></p> <p><u>If the board of directors does not agree to hold the extraordinary general meeting or fails to give a reply within ten (10) days upon receipt of the proposal, shareholders or collectively holding 10% or more of the shares of the Company shall have the right to propose to the audit and risk management committee of the board of directors for holding the extraordinary general meeting, and shall put forward the request to the audit and risk management committee of the board of directors in writing.</u></p>

Existing Articles	Revised Articles
	<p><u>If the audit and risk management committee of the board of directors agrees to hold the extraordinary general meeting, it shall serve a notice of such meeting within five (5) days upon receipt of the request. In the event of any change to the original proposal set forth in the notice, the consent of the relevant shareholders shall be obtained.</u></p> <p><u>If the audit and risk management committee of the board of directors fails to serve a notice of the Shareholders’ general meeting within the prescribed period, it shall be regarded that the audit and risk management committee of the board of directors will not convene or preside over the meeting, and shareholders solely or collectively holding 10% or more of the shares of the Company for 90 or more consecutive days may hold or preside over the meeting by themselves.</u></p>
	<p><u>Article 53 If the audit and risk management committee of the board of directors or shareholder decides to convene the general meeting on its own, it shall publish the notice for convening the Shareholders’ general meeting after giving a notice to the Board of Directors in writing, and reporting to the stock exchanges accordingly.</u></p> <p><u>The audit and risk management committee of the board of directors or convening shareholder shall submit relevant evidence to the stock exchange upon the issuance of the notice of Shareholders’ general meeting and the announcement of the resolutions of the general meeting.</u></p> <p><u>The shareholding proportion of the convening shareholders (including preferred shares with voting rights restored, etc.) shall not be lower than 10% prior to the announcement of the resolutions of the Shareholders’ general meeting.</u></p>

Existing Articles	Revised Articles
	<p><u>Article 54</u> <u>When a Shareholders’ general meeting is convened by the audit and risk management committee of the board of directors or by the shareholders, the board of directors and the secretary to the board of directors shall act in concert therewith. The board of directors shall provide the register of shareholders as on the record date. Where the board of directors does not provide a register of members, the convener may apply for obtaining it to the securities registration and clearing institution by providing relevant announcement on convention of a Shareholders’ general meeting. The register of members obtained by the convener may not be used for other purposes except convention of a general meeting.</u></p> <p><u>Any expenses necessary for holding shareholders’ general meetings convened by the audit and risk management committee of the board of directors or shareholders shall be borne by the Company.</u></p>
	<p>Section 4: Proposals and Notices for Shareholders’ General Meetings</p>
	<p><u>Article 55</u> <u>The content of the proposal shall fall within the scope of the authority of the shareholders’ general meeting, have a clear subject matter and specific resolution matters, and comply with the relevant provisions of laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company’s shares are listed and these articles of association.</u></p>

Existing Articles	Revised Articles
	<p data-bbox="810 193 1509 506"><u>Article 56</u> <u>When the Company convenes a Shareholders’ general meeting, the board of directors, the audit and risk management committee of the board of directors and shareholders individually or jointly holding 1% or more of the total shares of the Company are entitled to propose resolutions to the Company.</u></p> <p data-bbox="810 555 1509 1470"><u>Shareholder(s) either individually or jointly holding 1% or more of the Company’s shares may propose extraordinary resolutions and submit the same in writing to the convener ten (10) days prior to the holding of the Shareholders’ general meeting. Extraordinary resolutions shall have clear topics and specific resolution matters. The convener shall, within two (2) days after the receipt of such extraordinary resolutions, issue a supplemental notice of the Shareholders’ general meeting, announce the contents of such extraordinary resolutions and submit the same to the Shareholders’ general meeting for consideration. However, extraordinary resolutions that violate laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company’s shares are listed, or the Articles of Association, or are not within the authority of the Shareholders’ general meeting, shall be excluded.</u></p> <p data-bbox="810 1519 1509 1753"><u>Except as prescribed in the preceding paragraph, the convener, after issuing the notice of the Shareholders’ general meeting, shall neither revise the resolutions stated in the notice of the Shareholders’ general meeting nor add new resolutions.</u></p> <p data-bbox="810 1802 1509 2036"><u>No voting may take place and no resolutions may be made at the Shareholders’ general meeting on proposals which are not set out in the notice of general meeting or do not meet the requirements of the Articles of Association.</u></p>

Existing Articles	Revised Articles
<p>Article 62 When the Company convenes an annual general meeting, written notice of the meeting shall be given to Shareholders who are entitled to attend this general meeting at least twenty (20) days before the date of the meeting. When the Company convenes an extraordinary general meeting, written notice of the meeting shall be given to Shareholders who are entitled to attend this general meeting at least fifteen (15) days before the date of the meeting.</p> <p>Where laws, administrative regulations, departmental rules and the authorities in charge of the securities or stock exchanges in the places where the Company's shares are listed provide otherwise, such provisions shall prevail.</p>	<p>Article 57 When the Company convenes an annual general meeting, written notice of the meeting shall be given to Shareholders who are entitled to attend this general meeting at least twenty (20) days before the date of the meeting. When the Company convenes an extraordinary general meeting, written notice of the meeting shall be given to Shareholders who are entitled to attend this general meeting at least fifteen (15) days before the date of the meeting.</p> <p>Where laws, administrative regulations, departmental rules and <u>the securities regulatory rules of</u> the places where the Company's shares are listed provide otherwise, such provisions shall prevail.</p>
<p>Article 65. A notice of meeting of shareholders shall meet the following requirements:</p> <p>(1) be in writing;</p> <p>(2) specify the place, the date and time of the meeting;</p> <p>(3) state the matters to be discussed at the meeting;</p> <p>(4) provide such information and explanation as are necessary for the shareholders to make an informed decision on the proposals put before them. Without limiting the generality of the foregoing, 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 copies of the proposed agreement, if any, and the cause and effect of such proposal must be properly explained;</p>	<p>Article 58. A notice of meeting of shareholders <u>shall include:</u></p> <p>(1) <u>time, place and duration</u> of the meeting;</p> <p>(2) the matters <u>and proposals to be considered at the</u> meeting;</p> <p>(3) <u>a conspicuous statement that all shareholders are entitled to attend the shareholders' general meeting, and all shareholders have the right to appoint proxies in writing to attend the meeting and vote on his/her behalf, and that such proxy need not be a shareholder of the Company;</u></p> <p>(4) <u>the record date for shareholders entitled to attend the shareholders' general meeting;</u></p> <p>(5) <u>the names and telephone numbers of the contact persons of the meeting;</u></p> <p>(6) <u>time and procedures of the voting online or by any other means.</u></p>

Existing Articles	Revised Articles
<p>(5) contain a disclosure of the nature and extent, if any, of the material interests of any director, supervisor, general manager, deputy general manager or other senior administrative officer in the proposed transaction and the effect of the proposed transaction on them in their capacity as shareholders in so far as it is different from the effect on the interests of the shareholders of the same class;</p> <p>(6) contain the full text of any special resolution to be proposed at the meeting;</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 instead of him and that a proxy need not be a shareholder;</p> <p>(8) specify the time and place for lodging proxy forms for the relevant meeting.</p>	

Existing Articles	Revised Articles
	<p><u>Article 59. If the matters involving the election of directors are to be discussed at the Shareholders’ general meeting, the notice of the Shareholders’ general meeting shall fully disclose the detailed information of the candidates for directors, which shall at least include the following:</u></p> <p><u>(I) personal particulars including educational background, working experience, part-time jobs;</u></p> <p><u>(II) whether there is any connected relationship between such candidates and the Company or controlling shareholders and actual controller of the Company;</u></p> <p><u>(III) disclosure of their shareholdings in the Company;</u></p> <p><u>(IV) whether the candidates have been punished by CSRC and other relevant authorities or reprimanded by a stock exchange.</u></p> <p><u>Except for the directors elected through the cumulative voting system, each candidate for director shall be individually proposed.</u></p>
	<p><u>Article 60. After the issuance of the notice for a Shareholders’ general meeting, the general meeting shall not be postponed or canceled without any proper reasons, and the proposals specified in the notice shall not be withdrawn. In case of delay or cancellation, the convener shall give a notice to shareholders stating the reasons at least two business days before the original meeting date.</u></p>

Existing Articles	Revised Articles
	Section 5 Holding of Shareholders’ General Meetings
	<p><u>Article 61. The Board of the Company and other conveners shall take all necessary measures to ensure that the Shareholders’ general meeting is conducted in an orderly manner, and shall take steps to prevent any activities that interfere the Shareholders’ general meetings, cause disturbances and infringe the legal interests of the shareholders, and report such activities to the relevant authorities for investigation and punishment.</u></p>
	<p><u>Article 62. All shareholders of ordinary shares (including preference shareholders with restored voting rights) whose names appear on the register of shareholders on the record date, shareholders holding special voting rights or their proxies shall be entitled to attend and exercise voting rights at the shareholders’ general meeting in accordance with relevant laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company’s shares are listed and the Articles of Association.</u></p> <p><u>Shareholders may attend the shareholders’ general meeting in person or appoint a proxy to attend and vote on their behalf.</u></p>

Existing Articles	Revised Articles
<p>Article 68. Any shareholder entitled to attend and vote at a shareholders' meeting of the Company shall be entitled to appoint one or more other persons (whether a shareholder or not) as his or her proxies to attend and vote on his or her behalf, and a proxy so appointed shall be entitled to exercise the following rights pursuant to the authorization from that shareholder:</p> <p>(1) the shareholder's right to speak at the meeting;</p> <p>(2) the right to demand or join in demanding a poll;</p> <p>(3) the right to vote by hand or on a poll, but proxies of a shareholder who has appointed more than one proxy may only vote on a poll.</p> <p>Where shareholder is a recognised clearing house within the meaning of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and any amendments thereto or re-enactment thereof from time to time, it may authorise such person or persons as it thinks fit to act as its representative (or representatives) at any Shareholders' general meeting or any meeting of any class of shareholders provided that, if more than one person is so authorised, the authorisation must specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be entitled to exercise the same power on behalf of the recognised clearing house as that clearing house (or its nominees) could exercise if it were an individual shareholder of the Company.</p>	<p>Article 63. Any shareholder entitled to attend and vote at a shareholders' meeting of the Company shall be entitled to appoint one or more other persons (whether a shareholder or not) as his or her proxies to attend and vote on his or her behalf, and a proxy so appointed shall be entitled to exercise the following rights pursuant to the authorization from that shareholder:</p> <p>(1) the shareholder's right to speak at the meeting;</p> <p>(2) the right to demand or join in demanding a poll;</p> <p>(3) the right to vote by hand or on a poll, but proxies of a shareholder who has appointed more than one proxy may only vote on a poll.</p> <p>Where shareholder is a recognised clearing house within the meaning of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and any amendments thereto or re-enactment thereof from time to time, it may authorise such person or persons as it thinks fit to act as its representative (or representatives) at any Shareholders' general meeting or meeting of any class of shareholders provided that, if more than one person is so authorised, the authorisation must specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be entitled to exercise the same power on behalf of the recognised clearing house as that clearing house (or its nominees) could exercise if it were an individual shareholder of the Company.</p>

Existing Articles	Revised Articles
<p>Article 73. A proxy who attends a Shareholders' general meeting on behalf of a shareholder shall present his identification document.</p> <p>If a shareholder who is a legal person appoints its legal representative to attend the meeting, the legal representative shall present his own identification document and a notarially certified copy of the resolution of the board of directors or other governing body of the appointor or letter of authorization.</p>	<p>Article 64. <u>Individual shareholders attending the meeting in person shall present their identity cards or any other valid certificates or documents or stock account cards for identification. Proxies attending the meeting shall present their personal identity cards and the power of attorney from the shareholder.</u></p> <p><u>Legal person shareholders shall assign their legal representatives or the proxies they entrust to attend the meeting. Legal representatives attending the meeting shall present their identity cards and valid documents that can prove his or her qualification as the legal representative. Proxies authorized to attend the meeting shall present their identity cards and the written power of attorney legally issued by the legal representative of the legal person shareholder.</u></p>
<p>Article 69. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing, or if the appointer is a legal entity, either under seal or under the hand of a director or attorney duly authorized.</p>	<p>Article 65. <u>The power of attorney issued by a shareholder to appoint another person to attend a Shareholders' general meeting shall contain the following information:</u></p> <ul style="list-style-type: none"> <u>(i) the name of the principal, the class and number of shares held in the company;</u> <u>(ii) the name of the proxy;</u> <u>(3) specific instructions of the shareholder, including instructions to vote for, against, or abstain from each item on the agenda of the Shareholders' general meeting;</u> <u>(4) the date of issuance and period of validity of the power of attorney;</u> <u>(5) the signature (or seal) of the principal. If the principal is a corporate shareholder, the corporate seal should be affixed.</u>

Existing Articles	Revised Articles
<p>Article 70. The instrument appointing a voting proxy and, if If such instrument is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or other authority shall be deposited at the residence of the Company or at such other place as is specified for that purpose in the notice convening the meeting, not less than twenty-four (24) hours before the time for holding the meeting at which the proxy propose to vote or the time appointed for the passing of the resolution.</p> <p>If the appointor is a legal person, its legal representative or such person as is authorized by resolution of its board of directors or other governing body may attend at any meeting of shareholders of the Company as a representative of the appointor.</p>	<p>Article 66. If <u>the proxy form</u> is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or other authority shall both be deposited at the residence of the Company or at such other place as is specified for that purpose in the notice convening the meeting.</p> <p>If the appointor is a legal person, its legal representative or such person as is authorized by resolution of its board of directors or other governing body may attend at any meeting of shareholders of the Company as a representative of the appointor.</p>
	<p><u>Article 67. The attendance register of persons attending the meeting shall be prepared by the Company. The register shall specify the attendants' names (or the name of their entities), ID numbers, home addresses, number of voting shares held or represented, and the names of the proxies' principals (or the names of the principals' entities).</u></p>

Existing Articles	Revised Articles
	<p><u>Article 68. The convener and the lawyers engaged by the Company shall jointly verify the validity of the shareholders' qualifications based on the register of members provided by the securities registration and clearing authorities, and shall register the names of the shareholders as well as the number of their voting shares. The registration for a meeting shall end before the chairman of the meeting announces the number of shareholders and proxies attending the meeting in person and the total number of their voting shares held.</u></p>
	<p><u>Article 69. If the Shareholders' general meeting requests the attendance of directors and senior management, the directors and senior management shall attend the meeting and accept the enquiry of shareholders.</u></p>

Existing Articles	Revised Articles
<p>Article 83. The Chairman of the board of directors shall convene and take the chair of every Shareholders' general meeting. If the Chairman is unable to attend the meeting for any reason, the vice-chairman of the board of directors shall convene and take the chair of the meeting. If both the Chairman and vice-chairman of the board of directors are unable to attend the meeting, then the board of directors may designate a director to convene and take the chair of the meeting. If no chairman of the meeting has been so designated, shareholders present shall choose one person to be the chairman of the meeting. If for any reason, the shareholders shall fail to elect a chairman, then the shareholder (including proxy) present in person or by proxy and holding the largest number of shares carrying the right to vote thereat shall be the chairman of the meeting.</p>	<p>Article 70. <u>The Shareholders' general meeting shall be presided over by the chairman of the board of directors. Where the chairman of the board of directors is unable to discharge the duty or will not discharge the duty, the meeting shall be presided over by the vice chairman of the board. Where the vice chairman of the board is unable to discharge the duty or will not discharge the duty, more than one half of the directors shall jointly designate a director to preside over the meeting.</u></p> <p><u>If a Shareholders' general meeting is convened by the audit and risk management committee of the board of directors, the chairman of the audit and risk management committee of the board of directors shall preside over the meeting. If the chairman of the audit and risk management committee of the board of directors is unable to discharge the duty or will not discharge the duty, more than one half of the members of the audit and risk management committee of the board of directors shall jointly designate a member to preside over the meeting.</u></p> <p><u>If a Shareholders' general meeting is convened by the shareholders themselves, the convener or a representative elected by him/her shall nominate a representative to preside over the meeting. If for any reason the convener fails to elect a chairman, the shareholder (including proxy thereof) holding the most voting shares thereat shall preside over the meeting.</u></p>
	<p><u>At a Shareholders' general meeting, if the chairman of the meeting contravenes the meeting procedures, making the Shareholders' general meeting impossible to proceed, with consent from more than one half of the attendant shareholders with voting rights, a person may be nominated at the Shareholders' general meeting to serve as the chairman and continue with the meeting.</u></p>

Existing Articles	Revised Articles
	<p><u>Article 71. The Company shall formulate the rules for procedures for the Shareholders' general meeting which shall specify in detail the convening, holding and voting procedures of a Shareholders' general meeting, including notification, registration, consideration of proposals, voting, counting of votes, announcement of voting results, formation of resolutions, meeting minutes and their signing, announcements and other contents, and the principles of authorization to the board of directors at the Shareholders' general meeting. The authorization shall be clear and specific. The rules for procedures for the Shareholders' general meeting shall be annexed to these articles of association and shall be prepared by the board of directors and approved by the Shareholders' general meeting.</u></p>
	<p><u>Article 72. At an annual general meeting, the board of directors shall report to the meeting on their work over the past year. Each independent director shall also present reports on their work at the meeting.</u></p>
	<p><u>Article 73. The directors and senior management officers shall reply or give explanation and description to the inquiries and suggestions raised by the shareholders at the Shareholders' general meeting.</u></p>
	<p><u>Article 74. The chairman of the meeting shall declare the number of attending shareholders and proxies and the total number of shares with voting rights they hold prior to voting. To determine the number of shareholders and proxies present and the total number of shares with voting rights they hold, the meeting register shall prevail.</u></p>

Existing Articles	Revised Articles
	<p data-bbox="810 193 1508 427"><u>Article 75. The Shareholders' general meeting shall have meeting minutes, and the secretary to the board of directors shall be responsible for the meeting minutes. The meeting minutes shall contain the following contents:</u></p> <p data-bbox="810 476 1508 591"><u>(1) the time, venue of, and the agenda for, the meeting, and the name or title of the convener;</u></p> <p data-bbox="810 640 1508 832"><u>(2) the name of the chairman of the meeting, the directors, general manager, deputy general manager and other senior administrative officers attending the meeting;</u></p> <p data-bbox="810 880 1508 1072"><u>(3) the number of shareholders and proxies attending the meeting, the total number of their voting shares and their respective proportions to the total number of shares of the Company;</u></p> <p data-bbox="810 1121 1508 1229"><u>(4) the process of deliberation of each proposal, the main points of speeches and the voting results;</u></p> <p data-bbox="810 1278 1508 1393"><u>(5) the inquiries or suggestions of the shareholders and the corresponding replies or explanations;</u></p> <p data-bbox="810 1442 1508 1517"><u>(6) the names of legal counsel, vote counters, and supervisors;</u></p> <p data-bbox="810 1566 1508 1674"><u>(7) other contents which, shall be contained in the minutes of the meeting as prescribed by these Articles of Association.</u></p>

Existing Articles	Revised Articles
	<p><u>Article 76. The convener shall ensure that the meeting minutes are true, accurate and complete. The Directors and Secretary to the Board who attended the meeting, the convener or his/her representative and the chairman of the meeting shall sign the minutes. The meeting minutes shall be maintained together with the signature book of the shareholders present in person, the instruments of appointment of proxies and valid information on votes cast online or by other means for a period of no less than 10 years.</u></p>
	<p><u>Article 77. The convener shall ensure that the Shareholders’ general meeting is held continuously until the final resolution is made. If the Shareholders’ General Meeting is suspended or the resolution cannot be made due to force majeure or other special causes, necessary measures shall be taken to resume the Shareholders’ general meeting as soon as possible or directly terminate the general meeting, and an announcement shall be made promptly. Meanwhile, the convener shall report to the local office of the CSRC in the locality of the Company as well as the stock exchange.</u></p>

Existing Articles	Revised Articles
	Section 6 Voting and Resolutions of the Shareholders' General Meeting
<p>Article 74. Resolutions of Shareholders' general meetings shall be divided into ordinary resolutions and special resolutions.</p> <p>To adopt an ordinary resolution, votes representing a majority of the voting rights represented by the shareholders (including proxies) present at the meeting must be exercised in favour 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 favour of the resolution in order for it to be passed.</p> <p>If any shareholder (including his or her proxy) who is required under relevant rules governing the listing of securities to abstain from voting on any particular resolution or is restricted to vote only for or against any particular resolution fails to comply with any such requirement or restriction, his or her vote shall not be counted towards the voting results.</p>	<p>Article 78. Resolutions of Shareholders' general meetings shall be divided into ordinary resolutions and special resolutions.</p> <p>To adopt an ordinary resolution, votes representing a majority of the voting rights represented by the shareholders (including proxies) present at the meeting must be exercised in favour 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 favour of the resolution in order for it to be passed.</p>

Existing Articles	Revised Articles
<p>Article 80. The following matters shall be resolved by an ordinary resolution at a Shareholders' general meeting:</p> <p>(1) work reports of the board of directors and the supervisory committee;</p> <p>(2) plans formulated by the board of directors for distribution of profits and for making up losses;</p> <p>(3) removal of the members of the board of directors and members of the supervisory committee, their remuneration and method of payment;</p> <p>(4) annual preliminary and final budgets, balance sheets and profit and loss accounts and other financial statements of the Company;</p> <p>(5) matters other than those required by the laws and administrative regulations or by these articles of association to be adopted by special resolutions.</p>	<p>Article 79. The following matters shall be resolved by an ordinary resolution at a Shareholders' general meeting:</p> <p>(1) work report of the board of directors;</p> <p>(2) plans formulated by the board of directors for distribution of profits and for making up losses;</p> <p>(3) removal of the members of the board of directors, their remuneration and method of payment;</p> <p>(4) matters other than those required by the laws and administrative regulations, <u>departmental rules, the securities regulatory rules of the place where the Company's shares are listed</u> or by these articles of association to be adopted by special resolutions.</p>

Existing Articles	Revised Articles
<p>Article 81. The following matters shall be resolved by a special resolution at a shareholders' general meeting:</p> <p>(1) the increase or reduction in share capital and the issue of shares of any class, warrants and other similar securities;</p> <p>(2) the issue of debentures of the Company;</p> <p>(3) the division, spin-off, merger, dissolution and liquidation of the Company;</p> <p>(4) amendments to Company's Articles of Association;</p> <p>(5) the amount of purchases and disposals of significant assets or guarantee by the Company within one year exceeding 30% of the latest audited total assets of the Company;</p> <p>(6) the share incentive scheme;</p> <p>(7) any other matters considered by the Shareholders' general meeting, resolved by way of an ordinary resolution, to be of a nature which may have a material impact on the Company and should be adopted by a special resolution.</p>	<p>Article 80. The following matters shall be resolved by a special resolution at a shareholders' general meeting:</p> <p><u>(1) the increase or reduction in share capital;</u></p> <p>(2) the division, spin-off, merger, dissolution and liquidation of the Company;</p> <p>(3) amendments to the Articles of Association;</p> <p>(4) the amount of purchases and disposals of significant assets or guarantee by the Company within one year exceeding 30% of the latest audited total assets of the Company;</p> <p>(5) the share incentive scheme;</p> <p>(6) any other matters <u>as provided by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and</u> considered by the Shareholders' general meeting, resolved by way of an ordinary resolution, to be of a nature which may have a material impact on the Company and should be adopted by a special resolution.</p>

Existing Articles	Revised Articles
	<p data-bbox="810 193 1506 427"><u>Article 81. A shareholder (including proxy) may exercise voting rights in accordance with the number of shares carrying the right to vote and each share shall have one vote, except for class shareholders.</u></p> <p data-bbox="810 474 1506 789"><u>For significant matters to be decided in general meetings of the Company that would affect the interests of its small and medium sized investors, the votes by the small and medium sized investors shall be counted separately. The result of such separate vote counting shall be disclosed publicly in a timely manner.</u></p> <p data-bbox="810 836 1506 1032"><u>Shares held by the Company shall not carry any voting right and shall not be counted into the total shares with voting rights represented by shareholders attending the Shareholders' general meeting.</u></p> <p data-bbox="810 1078 1506 1513"><u>If the purchase of the Company's voting shares by the shareholders violates the provisions under Clauses 63(1) and (2) of the Securities Law, the voting rights of such shares in excess of the prescribed proportion shall not be exercised within 36 months after the purchase, and shall not be counted in the total number of shares carrying voting rights represented by shareholders present at the Shareholders' general meeting.</u></p>

Existing Articles	Revised Articles
	<p><u>The Board of the Company, Independent Directors, shareholders with more than 1% of the voting shares or investor protection agencies established in accordance with laws, administrative regulations or the provisions of the CSRC may openly collect voting rights from the Company's shareholders. While collecting votes of the shareholders, sufficient disclosure of information such as the specific voting preference shall be made to the shareholders from whom voting rights are being collected. No consideration or other form of de facto consideration shall be involved in the collection of voting rights from the shareholders. The Company shall not impose any limitation related to minimum shareholdings on the collection of voting rights except under statutory conditions.</u></p>
	<p><u>Article 82. When related transactions are considered at the Shareholders' general meeting, the related shareholders shall not participate in voting, and the number of voting shares represented by them shall not be counted into the total number of valid votes. The announcement of any resolution made at the Shareholders' general meeting shall adequately disclose information relating to voting by non-connected shareholders. When related transactions are considered at the general meeting, the board of directors of the Company shall remind the related shareholders to abstain from voting prior to voting by shareholders; the related shareholders shall proactively declare the relationship to the Shareholders' general meeting and abstain from voting.</u></p>

Existing Articles	Revised Articles
	<p><u>Article 83. Unless the Company is in a crisis or under other special circumstances, the Company shall not, without the approval by special resolutions at the Shareholders' general meeting, enter into contracts with persons other than directors and senior management officers granting those persons responsibility for the management of all or part of the Company's material business.</u></p>

Existing Articles	Revised Articles
	<p><u>Article 84. The list of candidates for directors shall be submitted by way of proposal for voting at the general meeting. The nomination methods and procedures of directors are set out below: (I) Any shareholders or the board of directors may propose a resolution for the nomination of directors at the general meeting. (II) candidates for independent directors are nominated by the board of directors of the Company, the audit and risk management committee of the board of directors, or any shareholders holding 1% or above of the issued shares of the Company individually or in aggregate.</u></p> <p><u>In considering the proposal for the election of directors, the general meeting shall vote on each candidate for director one by one. The board of directors shall inform the shareholders of the resumes and basic information of the candidates for directors. When voting on the election of two directors and above at the Shareholders' general meeting, cumulative voting system may be implemented in accordance with the provisions of these Articles of Association or the resolutions at the general meeting.</u></p> <p><u>The cumulative voting system mentioned in the preceding paragraph means that when directors are being elected at the general meeting, each share carries a number of voting right equivalent to the number of directors to be elected, and the shareholders' voting rights may be used in a concentrated manner.</u></p>

Existing Articles	Revised Articles
	<p><u>Article 85. Shareholders attending the Shareholders’ general meeting shall have the same number of votes for each share held as the number of directors to be elected under each resolution group for which the cumulative voting system is adopted. The shareholders may cast all their votes on one candidate or split them on a few candidates.</u></p> <p><u>Shareholders with multiple shareholder accounts can participate in online voting through any of their shareholder accounts. The number of votes they have is calculated based on the total number of shares of the same class across all their shareholder accounts.</u></p> <p><u>Shareholders shall vote within the limit of the number of votes of each resolution group. In the event that the number of votes cast by a shareholder exceeds the number of the votes he/she holds, or in the competitive election, the shareholder casts votes in a way that exceeds the actual number of directors to be elected, the vote on such resolution shall be deemed invalid.</u></p>
	<p><u>Article 86. In addition to the cumulative voting system, the Shareholders’ general meeting shall resolve on all the proposals separately; in the event of several proposals for the same issue, such proposals shall be voted on and resolved in the order of time at which they are submitted. Unless the Shareholders’ general meeting is adjourned or no resolution can be made for special reasons such as force majeure, voting of such proposals shall neither be shelved nor refused at the Shareholders’ general meeting.</u></p>

Existing Articles	Revised Articles
	<p><u>Article 87. When considering a proposal, the Shareholders' general meeting shall not revise it; and in the event of any amendment, it shall be deemed as a new proposal and may not be voted at the current meeting.</u></p>
	<p><u>Article 88. The same voting right shall only be exercised on site, online or by other means. Where the same vote is cast for two or more times, the first cast shall hold.</u></p>
	<p><u>Article 89. The Shareholders' general meeting shall vote by open ballot.</u></p>
	<p><u>Article 90. Before the relevant proposal is voted on at the Shareholders' general meeting, two representatives of the shareholders shall be elected to take part in counting the votes and scrutinizing the conduct of the poll. Any shareholder who is interested in the matter under consideration and his/her proxy shall not take part in counting the votes or scrutinizing the conduct of the poll.</u></p> <p><u>At the time of deciding on a proposal by voting at a Shareholders' general meeting, the lawyer, shareholder representatives shall count and scrutinize the votes, and announce the voting result forthwith. The voting result in connection with the resolution shall be recorded in the minutes of meeting.</u></p> <p><u>The shareholders, who cast votes online or by other means, whether in person or by proxy, shall have the right to check their voting results through the relevant voting system.</u></p>

Existing Articles	Revised Articles
	<p><u>Article 91. The on-site voting at a Shareholders’ general meeting shall not end before voting online or by other means. The chairperson shall declare the result of voting on each proposal, and whether such proposal has been adopted accordingly.</u></p> <p><u>Before the formal declaration of the result of any voting, the Company, teller(s), scrutineer(s), shareholders, network service providers and other persons involved in voting on site, online or by other means shall have the obligation to keep confidential the information related to the voting.</u></p>
	<p><u>Article 92. A shareholder attending any Shareholders’ general meeting shall vote for or against or abstain from voting on each proposal submitted to the meeting for voting, except the Securities Depository and Clearing Institution, as a nominee holder under the Mainland-Hong Kong Stock Connect Scheme, may make declarations according to the intentions of the actual holders.</u></p> <p><u>In the event of any vote that is uncompleted, erroneously completed or illegible, or fails to be cast, the shareholder casting or failing to cast the same shall be deemed to have waived his/her voting right, and the voting results of the shares held by him/her shall counted as “abstaining from voting”.</u></p>

Existing Articles	Revised Articles
<p>Article 85. If the chairman of the meeting has any doubt as to the result of a resolution put to the vote of the meeting, he may have the votes counted. If the chairman of the meeting fails to have the votes counted, any shareholder who is present in person or by proxy and who objects to the result announced by the chairman of the meeting may demand that the votes be counted immediately after the declaration of the result, the chairman of the meeting shall have the votes counted immediately.</p> <p>Article 86. If votes are counted at a Shareholders' general meeting, the result of the count shall be recorded in the minute book.</p>	<p>Article 93. If the chairman of the meeting has any doubt as to the result of a resolution put to the vote of the meeting, he may <u>arrange the counting of the votes cast</u>. If the chairman of the meeting fails to have the votes counted, any shareholder who is present in person or by proxy and who objects to the result announced by the chairman of the meeting may demand that the votes be counted immediately after the declaration of the <u>voting</u> result, the chairman of the meeting shall <u>immediately arrange the counting of votes</u>. If votes are counted at a Shareholders' general meeting, the result of the count shall be recorded in the minute book.</p>
<p>Article 84. The chairman of the meeting shall be responsible for the determination of whether a resolution is passed. His decision, which is final and conclusive, shall be announced at the meeting and recorded in the minute book.</p> <p>Public announcements shall be made with respect to the resolutions of the Shareholders' general meeting in accordance with the relevant regulations.</p>	<p>Article 94. Public announcements shall be made <u>timely</u> with respect to the resolutions of the Shareholders' general meeting in accordance with the relevant <u>laws, administrative regulations, departmental regulations, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association. The announcement shall contain the number of shareholders and proxies present, the total number of voting shares held by them and the percentage of such shares in total voting shares of the Company, means of voting, the voting result for each proposal and the details of each of the resolutions.</u></p>
	<p><u>Article 95. If a proposal is not passed or a resolution adopted at the previous Shareholders' general meeting is amended at the current Shareholders' general meeting, it shall be set out as a special reminder in the announcement on resolutions of the Shareholders' general meeting.</u></p>

Existing Articles	Revised Articles
	<p><u>Article 96. If a proposal relating to election of directors is adopted at a Shareholders’ general meeting, the newly elected directors shall take office immediately after the completion of the meeting.</u></p>
	<p><u>Article 97. For proposals adopted at a Shareholders’ general meeting regarding cash dividends, bonus issue or conversion of capital reserve into share capital, the specific plans shall be implemented within two months after the conclusion of the Shareholders’ general meeting.</u></p>
<p>CHAPTER 5: BOARD OF DIRECTORS</p>	
	<p>Section 1: Directors</p>
<p>Article 98. Directors (excluding employee representative directors) shall be elected at the Shareholders’ general meeting. while employee representative directors shall be elected or removed by employee representative assembly. The term of office of the directors is three (3) years. At the expiry of a director’s term, the term is renewable upon re-election.</p> <p>The director (excluding employee representative director) candidates shall be nominated by the board of directors or shareholders. The notice of nomination of directors and the notice by a director candidate of his or her willingness to be elected shall be given to and lodged with the Company on, at the earliest, the day after the despatch of the relevant notice of Shareholders’ general meeting appointed for the election and seven days before the date of the Shareholders’ general meeting.</p>	<p>Article 98. Directors shall be elected <u>or replaced and may be removed from office before their term of office expires by a Shareholders’ general meeting.</u> Each term of office is three (3) years. At the expiry of a director’s term, the term is renewable upon re-election.</p> <p><u>The term of office of directors shall commence from the date of appointment up to the expiry of the term of office of the current board of directors. If the term of office of a director expires but re-election is not made in time, the existing director shall continue performing the duties as director in accordance with laws, administrative regulations, departmental regulations, the securities regulatory rules of the place where the Company’s shares are listed or the Articles of Association until the newly elected director assumes office.</u></p>

Existing Articles	Revised Articles
<p>The Chairman and the Vice-chairman shall be elected and removed by more than one half of all the members of the board of directors. The term of office of each of the chairman and the Vice-chairman is three (3) years, renewable upon re-election.</p> <p>The Shareholders' general meeting may by ordinary resolution remove any director (excluding employee representative director) before the expiration of his term of office (but without prejudice to such director's right to claim damages based on any contract) on the condition that all the relevant laws and administrative regulations are fully complied with. The Directors shall not be required to hold shares of the Company.</p> <p>Any person appointed as a director by the board of directors to fill certain casual vacancy or to be addition to the members of the board of directors shall only take office until the next annual general meeting from the appointment, and shall then be eligible for re-election.</p>	<p><u>A director may hold a concurrent post as general manager, deputy general managers or other senior administrative officers of the Company, provided that the total number of directors who are serving concurrently as general manager, deputy general managers or other senior administrative officers of the Company shall not exceed half of the total number of the Company's directors.</u></p>
	<p><u>Article 99. Directors shall comply with laws, administrative regulations, departmental regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, and shall faithfully perform their obligations to the Company. They shall take measures to avoid conflicts between their personal interests and the interests of the Company, and shall not abuse their authority to obtain improper benefits. Directors shall perform the following duties of loyalty to the Company:</u></p> <p><u>(1) directors shall not embezzle any of the property of the Company, and shall not misappropriate the Company's funds;</u></p> <p><u>(2) directors shall not deposit funds of the Company into accounts held in their own names or in the name of any other individual;</u></p>

Existing Articles	Revised Articles
	<p data-bbox="810 193 1506 306"><u>(3) directors shall not abuse their authority by receiving any bribe or other illegal income;</u></p> <p data-bbox="810 353 1506 708"><u>(4) directors shall not conclude any contract or enter into any transaction with the Company directly or indirectly, without reporting to the board of directors or the Shareholders' general meeting, and without being approved by a resolution of the board of directors or the Shareholders' general meeting in accordance with the provisions of the Articles of Association;</u></p> <p data-bbox="810 755 1506 1229"><u>(5) directors shall not take advantage of their positions to seek business opportunities for themselves or others that should have otherwise been available to the Company, except when reported to the board of directors or the Shareholders' general meeting and approved by a resolution of the Shareholders' general meeting, or when the Company, according to laws, administrative regulations, or the provisions of the Articles of Association, cannot utilise such business opportunities;</u></p> <p data-bbox="810 1276 1506 1549"><u>(6) directors shall not operate for themselves or others any business similar to that of the Company, without reporting to the board of directors or the Shareholders' general meeting and obtaining approval through a resolution of the Shareholders' general meeting;</u></p> <p data-bbox="810 1596 1506 1708"><u>(7) directors shall not accept commissions for transactions between others and the Company as their own;</u></p> <p data-bbox="810 1755 1506 1825"><u>(8) directors shall not disclose Company secrets without authorization;</u></p> <p data-bbox="810 1872 1506 1985"><u>(9) directors shall not make use of their related-party relationship to damage the Company's interests;</u></p>

Existing Articles	Revised Articles
	<p data-bbox="810 193 1509 427"><u>(10) directors shall have other duties of loyalty specified by laws, administrative regulations, departmental regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.</u></p> <p data-bbox="810 476 1509 668"><u>Any income obtained by a director in violation of this Article shall belong to the Company; if losses are caused to the Company, the director shall be liable for compensation.</u></p> <p data-bbox="810 717 1509 1151"><u>The close family members of the directors and senior administrative officers, enterprises directly or indirectly controlled by the directors and senior administrative officers or their close family members, as well as connected persons with other connections to the directors and senior administrative officers, shall be subject to the provisions of item (4) of paragraph 2 of this Article when entering into contracts or conducting transactions with the Company.</u></p>

Existing Articles	Revised Articles
	<p data-bbox="810 193 1509 710"><u>Article 100. Directors shall comply with laws, administrative regulations, departmental regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, and shall diligently perform their obligations to the Company. In performing their obligations, they shall exercise the reasonable care that a manager should typically have for the Company's best interests. Directors shall bear the following duties of diligence to the Company:</u></p> <p data-bbox="810 753 1509 1151"><u>(1) directors shall be prudent, scrupulous and diligent in exercising the authority conferred by the Company to ensure that the business activities of the Company comply with the national laws, administrative regulations and various economic policy requirements, and that the business activities do not go beyond the scope of business activities specified in the Company's business license;</u></p> <p data-bbox="810 1193 1509 1272"><u>(2) directors shall treat all shareholders equally;</u></p> <p data-bbox="810 1315 1509 1393"><u>(3) directors shall keep abreast of the Company's business management status;</u></p> <p data-bbox="810 1436 1509 1634"><u>(4) directors shall sign written statements confirming periodic reports of the Company, and ensure that the information disclosed by the Company is true, accurate, and complete;</u></p>

Existing Articles	Revised Articles
	<p><u>(5) directors shall provide accurate information and materials to the audit and risk management committee of the board of directors, and shall not impede the audit and risk management committee of the board of directors from exercising its statutory powers and authorities as stipulated by relevant laws and regulations;</u></p> <p><u>(6) directors shall have other diligence duties prescribed by laws, administrative regulations, departmental regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.</u></p>
	<p><u>Article 101. If any director fails to attend in person or entrust other directors as his representative to attend meetings of the board of directors for two consecutive times, such director shall be deemed to have failed to perform his duties, and the board of directors may propose to replace such director at the Shareholders' general meeting.</u></p>
	<p><u>Article 102. A director may resign before the expiration of his term by submitting a written resignation report to the board of directors. The resignation shall take effect on the date when the company receives the resignation report, and the board of directors shall disclose the relevant situation within two trading days.</u></p> <p><u>Where the board of directors is lower than the minimum quorum due to the resignation of the directors, the original directors shall, before the re-elected directors assume positions, still perform their duties in accordance with the laws, administrative regulations, departmental rules, securities regulatory rules in the places where the Company's shares are listed and the Articles of Association.</u></p>

Existing Articles	Revised Articles
	<p><u>Article 103. The Company shall establish the director resignation management rules, clarifying the security measures for accountability and claims on unfulfilled public commitments and other outstanding issues. Upon a director’s resignation becoming effective or upon expiration of term of office, he/she shall complete all handover procedures with the board of directors, and his/her loyalty obligations to the Company which remain effective within two years after the end of the term of office. The responsibilities that a director shall bear during his/her term of office due to his/her execution of duties shall not be exempted or terminated due to resignation from office.</u></p> <p><u>The Shareholders’ general meeting may resolve to remove a director, and the removal takes effect on the date the resolution is made. Without valid reason, if a director is removed before the expiration of his/her term of office, he/she may request compensation from the Company.</u></p>
	<p><u>Article 104. No director shall act on behalf of the Company or the board of directors without legal authorization provided hereunder or by the board of directors. When a director acts in his own name, state his/her standings and identities in advance if a third party reasonably considers such director acts on behalf of the Company or the board of directors.</u></p>

Existing Articles	Revised Articles
	<p><u>Article 105. If a director, in performing his duties for the Company, causes damage to others, the Company shall bear the compensation liability; if the director's act is intentional or involves gross negligence, the director shall also bear the compensation liability.</u></p> <p><u>If a director, while performing duties for the Company, violates laws, administrative regulations, departmental rules, securities regulatory rules in the places where the Company's shares are listed and the Articles of Association, causing loss to the Company, he/she shall bear compensation liability.</u></p>
	<p>Section 2: The Board of Directors</p>
<p>Article 97. The Company shall have a board of directors. The board of directors shall consist of seven (7) to thirteen (13) directors. External directors (refer to directors who do not hold any office within the Company) shall represent more than half of the number of all members of the board of directors including independent directors (refer to directors who are independent of the Shareholders and do not hold any office within the Company) not less than one third of the total number of directors and at least one of them shall be an accounting professional; the board of directors shall have one employee representative director.</p> <p>The board of directors shall have one Chairman and one Vice-chairman.</p>	<p>Article 106. The Company shall have a board of directors, <u>which is responsible to the general meeting.</u> <u>The board of directors</u> shall consist of seven (7) to thirteen (13) directors. External directors (refer to directors who do not hold any office within the Company) shall represent more than half of the number of all members of the board of directors including independent directors not less than one third of the total number of directors and at least one of them shall be an accounting professional; the board of directors shall have one Chairman, one Vice-chairman and one employee representative director.</p>

Existing Articles	Revised Articles
<p>Article 98. Directors (excluding employee representative directors) shall be elected at the Shareholders' general meeting. while employee representative directors shall be elected or removed by employee representative assembly. The term of office of the directors is three (3) years. At the expiry of a director's term, the term is renewable upon re-election.</p> <p>The director (excluding employee representative director) candidates shall be nominated by the board of directors or shareholders. The notice of nomination of directors and the notice by a director candidate of his or her willingness to be elected shall be given to and lodged with the Company on, at the earliest, the day after the despatch of the relevant notice of Shareholders' general meeting appointed for the election and seven days before the date of the Shareholders' general meeting.</p> <p>Notice in writing of the intention to propose a person for election as a director and notice in writing by that person of his willingness to be elected shall have been given to the Company seven (7) days before the date of such Shareholders' general meeting.</p> <p>The Chairman and the Vice-chairman shall be elected and removed by more than one half of all the members of the board of directors. The term of office of each of the chairman and the Vice-chairman is three (3) years, renewable upon re-election.</p>	<p>Article 107. Directors (excluding employee representative directors) shall be elected at the Shareholders' general meeting. while employee representative directors shall be elected or removed by employee representative assembly. The director (excluding employee representative director) candidates shall be nominated by the board of directors or shareholders. The notice of nomination of directors and the notice by a director candidate of his or her willingness to be elected shall be given to and lodged with the Company on, at the earliest, the day after the despatch of the relevant notice of Shareholders' general meeting appointed for the election and seven days before the date of the Shareholders' general meeting.</p> <p>The Chairman and the Vice-chairman shall be elected and removed by more than half of all the members of the board of directors. The term of office of each of the chairman and the Vice-chairman is three (3) years, renewable upon re-election.</p> <p>Any person appointed as a director by the board of directors to fill certain casual vacancy or to be addition to the members of the board of directors shall only take office until the next annual general meeting from the appointment, and shall then be eligible for re-election.</p>

Existing Articles	Revised Articles
<p>The Shareholders' general meeting may by ordinary resolution remove any director (excluding employee representative director) before the expiration of his term of office (but without prejudice to such director's right to claim damages based on any contract) on the condition that all the relevant laws and administrative regulations are fully complied with. The Directors shall not be required to hold shares of the Company.</p> <p>Any person appointed as a director by the board of directors to fill certain casual vacancy or to be addition to the members of the board of directors shall only take office until the next annual general meeting from the appointment, and shall then be eligible for re-election.</p>	
<p>Article 99. The board of directors is responsible to the Shareholders' general meeting and exercises the following powers:</p> <p>(1) to be responsible for the convening of the Shareholders' general meeting and to report on its work to the Shareholders' general meeting;</p> <p>(2) to implement the resolutions of the Shareholders' general meetings;</p> <p>(3) to decide on the Company's business plans and investment plans;</p> <p>(4) to formulate the Company's annual preliminary and final financial budgets;</p> <p>(5) to formulate the Company's profit distribution plan and plan for making up losses;</p> <p>(6) to formulate proposals for increases or reductions in the Company's registered capital and the issue and listing of bonds and other securities;</p>	<p>Article 108. The board of directors is responsible to the Shareholders' general meeting and exercises the following powers:</p> <p>(1) to convene the Shareholders' general meeting and to report on its work to the Shareholders' general meeting;</p> <p>(2) to implement the resolutions of the Shareholders' general meetings;</p> <p>(3) to decide on the Company's business plans and investment plans;</p> <p>(4) to decide the Company's annual preliminary and final financial budgets;</p> <p>(5) to formulate the Company's profit distribution plan and plan for making up losses;</p> <p>(6) to formulate proposals for increases or reductions in the Company's registered capital and the issue and listing of bonds and other securities;</p>

Existing Articles	Revised Articles
<p>(7) to draw up plans for the significant acquisitions, acquisitions of the shares of the Company, or the merger, division, spin-off, dissolution and alteration of the form of the Company</p> <p>(8) to approve the external guarantees other than those subject to Article 58;</p> <p>(9) to approve the financial assistance other than those subject to Article 59;</p> <p>(10) to examine and approve the connected transaction representing less than 5% of the absolute value of the latest audited net assets of the Company (except for the provision of guarantees by the Company and the receipt of endowment in cash assets);</p> <p>(11) other external investment, asset acquisition or disposal, assets pledge, entrusted wealth management, external donations, etc. other than those required examination and approval at the general meeting of the Company in accordance with the applicable laws and regulations in the place where the Company is listed and/or relevant regulatory authorities;</p> <p>(12) to decide on the establishment of the Company's internal management structure;</p> <p>(13) pursuant to the chairman's nominations to decide to appoint or dismiss the Company's general manager, to appoint or dismiss the secretary of the board of directors and determine their remuneration, etc. and pursuant to the general manager's nominations to decide to appoint or dismiss the deputy general manager, the financial controller, the general counsel legal adviser and other senior administrative officers of the Company and decide on their remuneration, etc.;</p>	<p>(7) to draw up plans for the significant acquisitions, acquisitions of the shares of the Company, or the merger, division, spin-off, dissolution and alteration of the form of the Company</p> <p>(8) to approve the guarantees other than those subject to <u>Article 44</u>;</p> <p>(9) to approve the financial assistance other than those subject to <u>Article 45</u>;</p> <p>(10) to examine and approve the connected transaction representing less than 5% of the absolute value of the latest audited net assets of the Company (<u>Where the listing rules of the places where the Company's shares are listed or the Articles of Association provide otherwise, such provisions shall prevail</u>);</p> <p>(11) other external investment, asset acquisition or disposal, assets pledge, entrusted wealth management, external donations, etc. other than those required examination and approval at the general meeting of the Company in accordance with the applicable laws and regulations in the place where the Company is listed and/or relevant regulatory authorities;</p> <p>(12) to decide on the establishment of the Company's internal management structure;</p> <p>(13) pursuant to the chairman's nominations to decide to appoint or dismiss the Company's general manager, to appoint or dismiss the secretary of the board of directors and determine their remuneration, etc. and pursuant to the general manager's nominations to decide to appoint or dismiss the deputy general manager, the financial controller, the general counsel legal adviser and other senior administrative officers of the Company and decide on their remuneration, etc.;</p>

Existing Articles	Revised Articles
<p>(14) to formulate the board of directors' authorized management system;</p> <p>(15) to establish the Company's basic management system;</p> <p>(16) to formulate proposals for any amendments of the Company's articles of association;</p> <p>(17) to manage the disclosure of information of the Company;</p> <p>(18) to propose at the general meeting to engage or replace the accounting firm performing the audit for the Company;</p> <p>(19) to listen to the reporting on the works of the general manager of the Company and to perform checking on the works of the general manager;</p> <p>(20) to exercise any other powers conferred by the Shareholders' general meetings.</p> <p>Except the board of directors' resolutions in respect of the matters specified in sub-paragraphs (6), (7), (8), (9), (16) of this Article which shall be passed by more than two-thirds of all the directors, the board of directors' resolutions in respect of all other matters may be passed by more than one half of all the directors.</p> <p>Prior to making decisions on materials issues of the Company, the board of directors shall first seek advice from the Party Committee of the Company in advance.</p>	<p>(14) to formulate the board of directors' authorized management system;</p> <p>(15) to establish the Company's basic management system;</p> <p>(16) to formulate proposals for any amendments of the Company's articles of association;</p> <p>(17) to manage the disclosure of information of the Company;</p> <p>(18) to propose at the general meeting to engage or replace the accounting firm performing the audit for the Company;</p> <p>(19) to listen to the reporting on the works of the general manager of the Company and to perform checking on the works of the general manager;</p> <p>(20) to exercise any other powers <u>provided by laws, administrative regulations, departmental rules, securities regulatory rules in the places where the Company's shares are listed, and</u> conferred by the Shareholders' general meetings.</p> <p>Except the board of directors' resolutions in respect of the matters specified in sub-paragraphs (6), (7), (8), (9), (16) of this Article which shall be passed by more than two-thirds of all the directors, the board of directors' resolutions in respect of all other matters may be passed by more than one half of all the directors.</p> <p><u>The board of directors may resolve on the issuance of corporate bonds under the authorization of the shareholders' general meetings.</u></p>

Existing Articles	Revised Articles
<p>For the matters which can be exempted from or waived for consideration and disclosure under relevant provisions of laws, administrative regulations, and the listing rules of the place(s) where the Company's shares are listed, the Company may be exempted from or apply for a waiver for being exempted from such consideration and disclosure under relevant provisions.</p>	<p>Prior to making decisions on material <u>business management matters</u> of the Company, the board of directors shall first seek advice from the Party Committee of the Company in advance.</p> <p>For the matters which can be exempted from or waived for consideration and disclosure under relevant provisions of laws, administrative regulations, <u>departmental rules</u> and <u>securities regulations</u> of the place(s) where the Company's shares are listed, the Company may be exempted from or apply for a waiver for being exempted from such consideration and disclosure under relevant provisions.</p>
	<p><u>Article 109. The board of directors shall provide an explanation to the general meeting regarding any non-standard audit opinion issued by the certified public accountant on the Company's financial report.</u></p>
<p>Article 100. For those external investment, asset acquisition or disposal, assets pledge, external guarantee, entrusted wealth management, connected transactions, external donations, etc. within the decision-making authority of the board of directors, the board of directors shall strictly conduct review and examination, perform corresponding decision-making procedures and obligation of information disclosure; for those major investments, review and examination shall be organized with relevant experts and professionals, and approval is needed upon reporting to the general meeting.</p>	<p>Article 110. For those external investment, asset acquisition or disposal, assets pledge, guarantee, entrusted wealth management, connected transactions, external donations, etc. within the decision-making authority of the board of directors, the board of directors shall strictly conduct review and examination, perform corresponding decision-making procedures and obligation of information disclosure; for those major investments, review and examination shall be organized with relevant experts and professionals, and approval is needed upon reporting to the general meeting.</p>

Existing Articles	Revised Articles
<p>Article 103. The Chairman of the board of directors shall exercise the following powers:</p> <p>(1) to preside over Shareholders' general meetings and to convene and preside over meetings of the board of directors;</p> <p>(2) to check on the implementation of resolutions of the board of directors;</p> <p>(3) to sign the securities certificates issued by the Company;</p> <p>(4) to exercise other powers conferred by the board of directors.</p> <p>When the Chairman is unable to exercise his powers, the Chairman may designate the Vice-chairman to exercise such powers on the Chairman's behalf.</p>	<p>Article 111. The Chairman of the board of directors shall exercise the following powers:</p> <p>(1) to preside over Shareholders' general meetings and to convene and preside over meetings of the board of directors;</p> <p>(2) to <u>oversee and</u> check on the implementation of resolutions of the board of directors;</p> <p>(3) to sign the securities certificates issued by the Company;</p> <p>(4) to exercise other powers conferred by the board of directors.</p> <p>Article 112. <u>The Vice-chairman shall assist the Chairman at work.</u> When the Chairman is unable to <u>perform or is not performing his duty,</u> the Vice-chairman shall perform such duty. <u>In the event that the Vice-chairman is unable to perform or is not performing his/her duties, a director jointly nominated by half or more of the directors shall preside over the meeting.</u></p>

Existing Articles	Revised Articles
<p>Article 104. Regular meetings of the board of directors shall be held four times every year, approximately once per quarter and shall be convened by the Chairman of the board of directors. Upon requisition by the shareholders representing more than one tenth of the voting rights, more than one half of the directors, supervisory committee and more than one half of the independent directors or upon request by the securities regulatory authorities, an extraordinary meeting of the board of directors shall be held. In case of any urgent matters, the Chairman may convene an extraordinary meeting of the board of directors; upon requisition by more than one third of the directors or by the general manager, an extraordinary meeting of the board of directors may be held. The Chairman of the board shall convene and preside over the meeting of the board of directors within 10 days upon receipt of the requisition.</p>	<p>Article 113. Regular meetings of the board of directors shall be held four times every year, approximately once per quarter and shall be convened by the Chairman of the board of directors. Upon requisition by the shareholders representing more than one tenth of the voting rights, more than one half of the directors, <u>the audit and risk management committee of the board of directors</u> and more than one half of the independent directors or upon request by the securities regulatory authorities, an extraordinary meeting of the board of directors shall be held. In case of any urgent matters, the Chairman may convene an extraordinary meeting of the board of directors; upon requisition by more than one third of the directors or by the general manager, an extraordinary meeting of the board of directors may be held. The Chairman of the board shall convene and preside over the meeting of the board of directors within 10 days upon receipt of the requisition.</p>

Existing Articles	Revised Articles
<p>Article 105. Meetings and extraordinary meetings of the board of directors shall be notified in the following ways:</p> <p>(1) No notice of directors' regular meeting shall be required, if the time and place of regular meetings of the board of directors have been fixed by the board of directors in advance.</p> <p>(2) Notice of the time and place of a meeting of the board of directors for which the time and place have not otherwise been set in advance by the board of directors shall be notified in advance by the Chairman through the secretary to the board of directors to each of the directors and the chairman of the supervisory committee by telex, telegram, facsimile, express delivery, registered mail or personal delivery. For regular meetings, the notice of meeting shall be sent not less than 14 days before such meeting; for provisional meetings, the notice of meeting shall be sent not less than 5 days before such meeting; for provisional meetings of the board of directors to be convened as soon as possible for emergency, the notice of meeting may be sent by telephone or other verbal means at any time, provided that the convener shall make explanation at the meeting.</p> <p>(3) The requirement of sending notices of meetings to directors in advance in accordance with this article may be waived with the consents from all of directors; moreover, where directors have attended the meetings, the notices of meetings shall be deemed to be received by directors in due course where no dissents due to failure of receiving the notices of meetings in due course have been raised before and upon the attendance of directors.</p> <p>(4) Notice shall be in Chinese and, where necessary, in English also and shall include an agenda of the meeting.</p>	<p>Article 114. Meetings and extraordinary meetings of the board of directors shall be notified in the following ways:</p> <p>(1) No notice of directors' regular meeting shall be required, if the time and place of regular meetings of the board of directors have been fixed by the board of directors in advance.</p> <p>(2) Notice of the time and place of a meeting of the board of directors for which the time and place have not otherwise been set in advance by the board of directors shall be notified in advance by the Chairman through the secretary to the board of directors to each of the directors by telex, telegram, facsimile, express delivery, registered mail or personal delivery. For regular meetings, the notice of meeting shall be sent not less than 14 days before such meeting; for provisional meetings, the notice of meeting shall be sent not less than 5 days before such meeting; for provisional meetings of the board of directors to be convened as soon as possible for emergency, the notice of meeting may be sent by telephone or other verbal means at any time, provided that the convener shall make explanation at the meeting.</p> <p>(3) The requirement of sending notices of meetings to directors in advance in accordance with this article may be waived with the consents from all of directors; moreover, where directors have attended the meetings, the notices of meetings shall be deemed to be received by directors in due course where no dissents due to failure of receiving the notices of meetings in due course have been raised before and upon the attendance of directors.</p> <p>(4) Notice shall be in Chinese and, where necessary, in English also and shall include an agenda of the meeting.</p>

Existing Articles	Revised Articles
	<p><u>Article 115.</u> A notice of a meeting of the board of directors shall contain:</p> <p><u>(1) the date and venue of the meeting;</u></p> <p><u>(2) the duration of the meeting;</u></p> <p><u>(3) the purpose and matters to be discussed;</u></p> <p><u>(4) the date of the notice.</u></p>
<p>Article 106. Notice of a meeting shall be deemed to have been given to any director who attends the meeting without protesting against, before or at its commencement, any lack of notice.</p>	<p><u>Article 116.</u> Notice of a meeting shall be deemed to have been given to any director who attends the meeting without protesting against, before or at its commencement, any lack of notice.</p>
<p>Article 108. Meetings of the board of directors shall be held only if a majority of the directors (including any director appointed pursuant to Article 106 below) are present.</p> <p>A resolution of the board of directors shall be decided on a show of hands.</p> <p>Each director shall have one vote. Unless otherwise provided for in these articles of association, a resolution of the board of directors must be passed by more than half of all the directors.</p> <p>Where the number of votes cast for and against a resolution are equal, the Chairman of the board of directors shall have a casting vote.</p> <p>Where a director or his or her associate(s) (as defined in the relevant rules governing the listing of securities) will benefit from, or has a material interest in, any resolution proposed at a board meeting, such director shall abstain from voting on such resolution at that board meeting. Such director shall not be counted in the quorum for the relevant meeting.</p>	<p>Article 117. Meetings of the board of directors shall be held only if a majority of the directors (including any director appointed) are present. Unless otherwise provided for in these articles of association, a resolution of the board of directors must be passed by more than half of all the directors.</p> <p><u>Each director shall have one ballot for a resolution put to vote at a meeting of the board of directors.</u></p> <p><u>If any director has connected relationship with the enterprise or individual involved in the resolution made at a meeting of the board of directors, such director shall promptly report in writing to the board of directors. The director who has a connected relationship shall not vote on the said resolution for itself or on behalf of another director. The meeting of the board of directors may be held when more than half of the non-connected directors attend the meeting. The resolution of the meeting of the board of directors shall be passed by more than half of the non-connected directors. If the number of non-connected directors attending the meeting is less than three, the issue shall be submitted to the general meeting for consideration.</u></p>

Existing Articles	Revised Articles
<p>Article 109. Directors shall attend the meetings of the board of directors in person. Where a director is unable to attend a meeting for any reason, he may appoint another director by a written power of attorney to attend the meeting on his behalf. The power of attorney shall set out the scope of the authorization.</p> <p>A Director appointed as a representative of another director to attend the meeting shall exercise the rights of a director within the scope of authority conferred by the appointing director.</p> <p>Where a director is unable to attend a meeting of the board of directors and has not appointed a representative to attend the meeting on his behalf, he shall be deemed to have waived his right to vote at the meeting.</p> <p>In respect of any matter requiring the resolution of any extraordinary meeting of the board of directors, a resolution approved in writing by at least such number of directors as may be required pursuant to Article 97 of these Articles after the proposed resolution has been reduced into writing and delivered to all directors, shall be deemed to be a valid resolution and a board meeting shall be dispensed with.</p>	<p>Article 118. Directors shall attend the meetings of the board of directors in person. Where a director is unable to attend a meeting for any reason, he may appoint another director by a written power of attorney to attend the meeting on his behalf. The power of attorney shall set out <u>the proxy's name, the subject matter, the scope of the authorization and the validity period and shall be signed or sealed by the entrusting Director.</u> A Director appointed as a representative of another director to attend the meeting shall exercise the rights of a director within the scope of authority conferred by the appointing director. Where a director is unable to attend a meeting of the board of directors and has not appointed a representative to attend the meeting on his behalf, he shall be deemed to have waived his right to vote at the meeting.</p> <p>In respect of any matter requiring the resolution of any extraordinary meeting of the board of directors, a resolution approved in writing by at least such number of directors as may be required pursuant to these Articles after the proposed resolution has been reduced into writing and delivered to all directors, shall be deemed to be a valid resolution and a board meeting shall be dispensed with.</p>
<p>Article 107. Any regular or extraordinary meeting of the board of directors may be held by conference telephone or similar communication equipment so long as all directors participating in the meeting can clearly hear and communicate with each other, and all such directors shall be deemed to be present in person at the meeting.</p>	<p>Article 119. Any regular or extraordinary meeting of the board of directors may be held by conference telephone or similar communication equipment so long as all directors participating in the meeting can clearly hear and communicate with each other, and all such directors shall be deemed to be present in person at the meeting.</p>

Existing Articles	Revised Articles
<p>Article 110. The board of directors shall keep minutes of resolutions on matters discussed at meetings. The minutes shall be signed by the directors and the secretary of the board of directors present at the meeting and the person who recorded the minutes. The directors shall be liable for the resolutions of the board of directors. If a resolution of the board of directors violates the laws, administrative regulations or these articles of association and results in the Company sustaining serious losses, the directors participating in the resolution are liable to compensate the Company. However, if it can be proven that a director expressly objected to the resolution when the resolution is voted on, and that such objection is recorded in the minutes of the meeting, such director may be released from such liability.</p>	<p>Article 120. The board of directors shall keep minutes of resolutions on matters discussed at meetings. The minutes shall be signed by the directors and the secretary of the board of directors present at the meeting and the person who recorded the minutes. The directors shall be liable for the resolutions of the board of directors. If a resolution of the board of directors violates the laws, administrative regulations or these articles of association and results in the Company sustaining serious losses, the directors participating in the resolution are liable to compensate the Company. However, if it can be proven that a director expressly objected to the resolution when the resolution is voted on, and that such objection is recorded in the minutes of the meeting, such director may be released from such liability. <u>The minutes of meetings of the board of directors shall be kept as corporate archives for a period not less than 10 years.</u></p>
	<p><u>Article 121. The minutes of the board of directors shall contain the following:</u></p> <p><u>(1) date and venue of the meeting and name of the convener;</u></p> <p><u>(2) names of the directors present at the meeting and names of the directors (proxies) appointed by other directors to attend the meeting of the board of directors;</u></p> <p><u>(3) the agenda of the meeting;</u></p> <p><u>(4) main points of the speeches of directors;</u></p> <p><u>(5) the methods and results of the voting for each proposal (the voting results shall indicate the numbers of the votes of for, against or abstention).</u></p>

Existing Articles	Revised Articles
	Section 3: Independent Directors
	<p><u>Article 122</u> <u>In accordance with the requirements of the laws, administrative regulations, the securities regulatory rules of the place where the Company’s shares are listed and the Articles of Association, independent directors shall diligently perform their duties, play the roles in decision-making, supervise checks and balances, and provide professional advice to the board of directors, safeguard the overall interests of the Company, and protect the legitimate rights and interests of minority shareholders.</u></p>
	<p><u>Article 123</u> <u>Independent directors shall have independence. None of the following persons shall act as independent directors:</u></p> <p><u>(1) persons working in the Company or its subsidiaries, as well as their spouses, parents, children and major social relations;</u></p> <p><u>(2) natural person shareholders as well as their spouses, parents and children who directly or indirectly hold not less than one percent of the issued shares of the Company or who are ranked as the top ten shareholders of the Company;</u></p> <p><u>(3) persons as well as their spouses, parents and children who work in entities which are such shareholders of the Company directly or indirectly holding not less than five percent of the shares of the Company in issue or which are ranked as the top five shareholders of the Company;</u></p> <p><u>(4) persons as well as their spouses, parents and children who work in the subsidiary of the Company’s controlling shareholder and de facto controller;</u></p>

Existing Articles	Revised Articles
	<p><u>(5) persons who have material business transactions with the Company and its controlling shareholders, de facto controllers or their respective subsidiaries, or persons who hold positions in such entities and their controlling shareholders or de facto controllers that have material business transactions with the same;</u></p> <p><u>(6) persons who provide financial, legal, consulting, recommendation and other services for the Company, its controlling shareholders, de facto controllers or their respective subsidiaries, including but not limited to all personnel of the project team, reviewers at all levels, personnel signing the report, partners, directors, senior officers and principal responsible persons of the intermediary institutions providing services;</u></p> <p><u>(7) persons who have satisfied the conditions stated in sub-paragraph (1) to sub-paragraph (6) in the last 12 months;</u></p> <p><u>(8) other persons without independence as stipulated by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.</u></p> <p><u>The subsidiaries of the controlling shareholders and de facto controllers of the Company mentioned in preceding subparagraphs (4) to (6) do not include the enterprises controlled by the same state-owned assets management institution as the Company and not forming a connected relationship with the Company according to relevant regulations.</u></p>

Existing Articles	Revised Articles
	<p><u>Independent directors shall conduct self-examination on their independence every year and submit the self-examination results to the board of directors. The board of directors shall evaluate the independence of the independent directors in office and issue special opinions every year, which shall be disclosed together with the annual report.</u></p>
	<p><u>Article 124 A person acting as an independent director shall fulfil the following basic requirements:</u></p> <p><u>(1) he or she shall possess the qualifications to act as the director of a listed company in accordance with the laws, regulations and other relevant requirements;</u></p> <p><u>(2) meet the independence requirements stipulated in these Articles of Association;</u></p> <p><u>(3) he or she possesses the basic knowledge of operation of a listed company and is familiar with relevant laws, regulations and rules;</u></p> <p><u>(4) he or she shall have not less than 5 years of law, accounting, economics or other working experience necessary for performing duties of an independent director;</u></p> <p><u>(5) he or she shall have good character traits and shall not have any gross dishonesty or other adverse records;</u></p> <p><u>(6) he or she shall fulfil other conditions as prescribed by the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.</u></p>

Existing Articles	Revised Articles
	<p data-bbox="810 193 1509 389"><u>Article 125 Independent directors, as members of the board of directors, shall have the duty of loyalty and diligence to the Company and all shareholders to prudently perform the following duties:</u></p> <p data-bbox="810 434 1509 549"><u>(1) to participate in the decision-making of the board of directors and express clear opinions on the matters discussed;</u></p> <p data-bbox="810 593 1509 832"><u>(2) to supervise the potential material conflicts of interest between the Company and its controlling shareholders, de facto controllers, directors and senior officers, so as to protect the legitimate rights and interests of minority shareholders;</u></p> <p data-bbox="810 876 1509 1072"><u>(3) to provide professional and objective suggestions on the operation and development of the Company, and promote the improvement of the decision-making level of the board of directors;</u></p> <p data-bbox="810 1117 1509 1312"><u>(4) other duties as stipulated by laws, administrative regulations, the securities regulatory rules of the place where the Company’s shares are listed and these Articles of Association.</u></p>

Existing Articles	Revised Articles
	<p><u>Article 126 An independent director shall exercise the following special functions and powers:</u></p> <p><u>(1) to independently engage an intermediary to audit, consult on or verify specific matters of the Company;</u></p> <p><u>(2) to propose to the board of directors to convene an extraordinary shareholders' meeting;</u></p> <p><u>(3) to propose to convene a board meeting;</u></p> <p><u>(4) to publicly solicit shareholders' rights from shareholders according to laws;</u></p> <p><u>(5) to express independent opinions on matters that may damage the rights and interests of the Company or minority shareholders;</u></p> <p><u>(6) other functions and powers as stipulated by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and these Articles of Association.</u></p> <p><u>An independent director shall obtain the consent from more than half of all independent directors in the case of exercising his/her functions as described in preceding sub-paragraphs (1) to (3).</u></p> <p><u>If an independent director exercises the functions and powers as described in the sub-paragraph (1) of this Article, the Company shall timely disclose the same. If the aforesaid functions and powers cannot be normally exercised, the Company shall disclose the specific circumstances and reasons.</u></p>

Existing Articles	Revised Articles
<p>Article 110 (C) Any connected transaction that the Company shall be disclosed; plans for the Company and relevant parties to change or waive their commitments; the decisions made and measures taken by the board of directors when the Company is acquired regarding the acquisition and other matters stipulated by laws, administrative regulations, regulations of the China Securities Regulatory Commission and the Company, shall not be submitted for consideration by the board of directors unless it is approved by more than half of all independent directors. Consent of more than half of all independent directors is required for:</p>	<p>Article 127 <u>The following matters shall be submitted to the board of directors for deliberation after obtaining the approval of more than half of all independent directors of the Company:</u></p> <p>(1) Any connected transaction that shall be disclosed;</p> <p>(2) plans for the Company and relevant parties to change or waive their commitments;</p> <p>(3) the decisions made and measures taken by the board of directors when the Company is acquired regarding the acquisition;</p> <p>(4) other matters stipulated by laws, administrative regulations, and the securities <u>regulatory rules of the place where the Company's shares are listed and these Articles of Association.</u></p>

Existing Articles	Revised Articles
	<p data-bbox="810 193 1509 470"><u>Article 128 The Company shall establish a mechanism of special meetings attended by all independent directors. Matters such as related transactions to be considered by the board of directors shall be approved in advance by a special meeting of independent directors.</u></p> <p data-bbox="810 512 1509 789"><u>The Company shall hold special meetings on a regular or irregular basis, and the matters as described in sub-paragraphs (1) to (3) of paragraph 1 of Article 126 and Article 127 of these Articles of Association shall be considered at special meetings of independent directors.</u></p> <p data-bbox="810 832 1509 949"><u>The special meeting of independent directors may study and discuss other matters of the Company as required.</u></p> <p data-bbox="810 991 1509 1395"><u>The special meeting of independent directors shall be convened and presided over by an independent director jointly recommended by more than half of the independent directors; if the convener does not perform his duties or is unable to perform his duties, two or more independent directors may convene the meeting and elect a representative to preside over the meeting on their own.</u></p> <p data-bbox="810 1438 1509 1715"><u>The minutes of the special meeting of independent directors shall be prepared in accordance with the regulations, and the opinions of independent directors shall be recorded in the minutes of the meeting. The independent directors shall sign to confirm the minutes of the meeting.</u></p> <p data-bbox="810 1757 1509 1874"><u>The Company shall provide convenience and support for the convening of special meetings of independent directors.</u></p>

Existing Articles	Revised Articles
	<p><u>Article 129 Regarding independent directors, unless explicitly stipulated in this section, they shall be governed by applicable laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and relevant provisions.</u></p>
	<p>Section 4: Special Committees of the Board of Directors</p>
	<p><u>Article 130 The Board of Directors shall establish special committees, including the Audit and Risk Management Committee, the Nomination and Remuneration Committee, the Planning, Development and Digitalization Committee, and the Aviation Safety and Environment Committee. All members of the special committees shall be composed of directors. The Board of Directors shall be responsible for formulating the working rules of the special committees to regulate their operations.</u></p>
	<p><u>Article 131 The Audit and Risk Management Committee shall exercise the powers of the supervisory board as stipulated in the Company Law. The Audit and Risk Management Committee shall be composed of three to five members, who shall be directors who do not hold senior officer positions in the Company, of whom more than half shall be independent directors, with accounting professionals among the independent directors serving as the convenor. Employee representative directors among the Board members may serve as members of the Audit Committee.</u></p>

Existing Articles	Revised Articles
	<p><u>Article 132 The Audit and Risk Management Committee under the board of directors shall be responsible for reviewing the Company's financial information and its disclosure, supervising and evaluating the internal and external auditing work and internal control. The following matters shall be submitted to the board of directors for deliberation with the approval of more than half of all members of the Audit and Risk Management Committee:</u></p> <p><u>(1) disclosure of financial information and internal control evaluation reports in financial accounting reports and periodic reports;</u></p> <p><u>(2) appointment or dismissal of an accounting firm that undertakes the audit business of the Company;</u></p> <p><u>(3) appointment or dismissal of the listing company's financial controller;</u></p> <p><u>(4) changes in accounting policies, accounting estimates or corrections of major accounting errors due to reasons other than changes in accounting standards;</u></p> <p><u>(5) other matters stipulated by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and these Articles of Association.</u></p>

Existing Articles	Revised Articles
	<p><u>Article 133 The Audit and Risk Management Committee shall hold meetings at least once a quarter. Extraordinary meetings may be convened at the proposals of two or more members or when the convener considers it necessary. Meetings of the Audit and Risk Management Committee shall be held with the presence of more than two thirds of the members.</u></p> <p><u>Resolutions of the Audit and Risk Management Committee shall be passed by more than half of the members of the Audit and Risk Management Committee.</u></p> <p><u>Each person shall have one vote for a resolution of the Audit and Risk Management Committee.</u></p> <p><u>The Audit and Risk Management Committee shall prepare the minutes of the meeting with respect of resolutions in accordance with the regulations, and the minutes shall be signed by the members of the Audit and Risk Management Committee attending the meeting.</u></p> <p><u>The working rules of the Audit and Risk Management Committee shall be formulated by the board of directors.</u></p>

Existing Articles	Revised Articles
	<p><u>Article 134 The Nomination and Remuneration Committee of the board of directors shall consist of 3 to 5 directors, with independent directors constituting the majority, and the convener shall be determined in accordance with the provisions of the relevant competent department of the State Council. The Nomination and Remuneration Committee shall be responsible for formulating the selection criteria and procedures for directors and senior management, selecting and reviewing the qualifications of candidates for directors and senior management, establishing performance evaluation standards for directors and senior management and conducting assessments, formulating and reviewing the remuneration decision mechanism, decision-making process, payment, and clawback arrangements for directors and senior management, and making recommendations to the Board of Directors on the following matters:</u></p> <p><u>(1) nomination or appointment or dismissal of directors;</u></p> <p><u>(2) appointment or dismissal of senior officers;</u></p> <p><u>(3) remuneration of directors and senior management;</u></p> <p><u>(4) formulation or amendment of equity incentive plans, employee stock ownership plans, and the granting of benefits to eligible participants and the fulfillment of conditions for exercising such benefits;</u></p> <p><u>(5) arrangements for directors and senior management to hold shares in subsidiaries proposed for spin-off.</u></p>

Existing Articles	Revised Articles
	<p><u>(6) other matters stipulated by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.</u></p> <p><u>If the board of directors does not adopt or does not fully adopt the recommendations of the Nomination and Remuneration Committee, it shall record the opinions of the Nomination and Remuneration Committee and the specific reasons for their non-adoption in the resolution of the board of directors and disclose the same.</u></p>
	<p><u>Article 135. The Planning, Development and Digitalization Committee of the board of directors shall be composed of 3 to 5 directors, including at least one independent director. The Planning, Development and Digitalization Committee of the board of directors is primarily responsible for researching and deliberating on the Company's long-term development plans, digitalization initiatives and major investment decisions, proposing plans or recommendations, and supervising their implementation.</u></p>
	<p><u>Article 136. The Aviation Safety and Environment Committee of the board of directors shall be composed of 3 to 5 directors, including at least one independent director. The Aviation Safety and Environment Committee of the board of directors is primarily responsible for implementing national laws and regulations related to aviation safety and ESG, researching and deliberating on the Company's aviation safety management and ESG initiatives, proposing plans, and conducting supervision and management thereof.</u></p>

Existing Articles	Revised Articles
CHAPTER 6: MANAGER AND OTHER SENIOR ADMINISTRATIVE OFFICERS	
<p>Article 114. The Company shall have one general manager, who shall be appointed and dismissed by the board of directors. The Company shall have a number of deputy general managers who should assist the general manager in his work. The term of office of the general manager and deputy general managers is three (3) years and renewable upon re-election and reappointment.</p>	<p><u>Article 137.</u> The Company shall have one general manager, who shall be appointed and dismissed by the board of directors. The Company shall have a number of deputy general managers who should assist the general manager in his work. The term of office of the general manager and deputy general managers is three (3) years and renewable upon re-election and reappointment.</p>
	<p><u>Article 138.</u> <u>The provisions of these articles of association regarding the circumstances under which a person shall not serve as a director and the departure management system shall equally apply to senior administrative officers. The provisions of these Articles of Association regarding the fiduciary duties and duties of diligence of directors shall also apply to senior administrative officers.</u></p>
	<p><u>Article 139.</u> <u>Unless exempted by the relevant competent authorities, personnel holding any administrative positions other than director in the Company’s controlling shareholder entity shall not serve as senior administrative officers of the Company.</u></p>

Existing Articles	Revised Articles
<p>Article 115. The general manager shall be accountable to the board of directors and exercise the following functions and powers:</p> <p>(1) to be in charge of the Company’s production, operation and management and to organize the implementation of the resolutions of the board of directors;</p> <p>(2) to organize the implementation of the Company’s annual business plan and investment plan;</p> <p>(3) to draft plans for the establishment of the Company’s internal management structure;</p> <p>(4) to establish the Company’s basic management system;</p> <p>(5) to formulate basic rules and regulations for the Company;</p> <p>(6) to propose the appointment or dismissal of the Company’s deputy general manager(s) and the financial controller;</p> <p>(7) to appoint or dismiss management personnel other than those required to be appointed or dismissed by the board of directors;</p> <p>(8) other powers conferred by these articles of association and the board of directors.</p>	<p>Article 140. The general manager shall be accountable to the board of directors and exercise the following functions and powers:</p> <p>(1) to be in charge of the Company’s production, operation and management and to organize the implementation of the resolutions of the board of directors, <u>and to report to the board of directors;</u></p> <p>(2) to organize the implementation of the Company’s annual business plan and investment plan;</p> <p>(3) to draft plans for the establishment of the Company’s internal management structure;</p> <p>(4) to establish the Company’s basic management system;</p> <p>(5) to formulate basic rules and regulations for the Company;</p> <p>(6) to propose the appointment or dismissal of the Company’s deputy general manager(s) and the financial controller;</p> <p>(7) to appoint or dismiss management personnel other than those required to be appointed or dismissed by the board of directors;</p> <p>(8) other powers conferred by <u>these</u> articles of association and the board of directors.</p>

Existing Articles	Revised Articles
	<p><u>Article 141. The general manager shall formulate rules relating to the work of the general manager, which shall be implemented after being submitted to the board of directors for approval. The rules relating to the work of the general manager shall include the following contents:</u></p> <p><u>(1) The conditions, procedures and participants for the convening of the general manager’s work meetings;</u></p> <p><u>(2) The specific duties and division of responsibilities of each senior administrative officers;</u></p> <p><u>(3) The authority for the use of the company’s funds and assets, the signing of major contracts, and the reporting system to the board of directors;</u></p> <p><u>(4) Other matters that the board of directors deems necessary.</u></p>
<p>Article 117. The general manager and deputy general managers shall not, in exercising their powers, vary the resolutions of Shareholders’ general meetings and those of the board of directors or exceed the scope of their authorities.</p>	<p>Article 142. The general manager and deputy general managers shall not, in exercising their powers, vary the resolutions of Shareholders’ general meetings and those of the board of directors or exceed the scope of their authorities.</p>
	<p><u>Article 143. The general manager and deputy general managers may tender their resignations before the expiration of their term of office. The specific procedures and measures for the resignation of the general manager and deputy general managers shall be stipulated in the labor contracts between the general manager, deputy general managers and the Company.</u></p>
<p>Article 111. The Company shall have a secretary of the board of directors who shall be a senior administrative officer of the Company.</p>	<p>Article 144. The Company shall have a secretary of the board of directors who shall be a senior administrative officer of the Company.</p>

Existing Articles	Revised Articles
<p>Article 112. The secretary of the Company's board of directors shall be a natural person who has the requisite professional knowledge and experience, and shall be appointed by the board of directors. His primary responsibilities are to ensure that:</p> <p>(1) the Company has complete organisational documents and records;</p> <p>(2) the Company prepares and delivers in accordance with law those reports and documents required by competent authorities entitled thereto;</p> <p>(3) the Company's registers of shareholders are properly maintained, and that persons entitled to the Company's records and documents are furnished with such records and documents without delay.</p> <p>(4) the Company has a department of investor relations that is specially responsible for strengthening the communications with the shareholders, especially the public shareholders. The secretary of the board of directors shall be in charge of the department of investor relations.</p>	<p>Article 145. The secretary of the Company's board of directors shall be a natural person who has the requisite professional knowledge and experience, and shall be appointed by the board of directors. His primary responsibilities are to ensure that:</p> <p>(1) <u>responsible for the preparation of the shareholders' general meeting and the board meeting of the company, as well as the custody of documents, and</u> the Company has complete organisational documents and records;</p> <p>(2) <u>handle the Company's information disclosure affairs, and</u> the Company prepares and delivers in accordance with law those reports and documents required by competent authorities entitled thereto;</p> <p>(3) <u>responsible for the management of shareholder information of the Company, and</u> the Company's registers of shareholders are properly maintained, and that persons entitled to the Company's records and documents are furnished with such records and documents without delay.</p> <p>(4) the Company has a department of investor relations that is specially responsible for strengthening the communications with the shareholders, especially the public shareholders. The secretary of the board of directors shall be in charge of the department of investor relations.</p>

Existing Articles	Revised Articles
<p>Article 113. A director or other senior administrative officer of the Company may hold the office of the secretary of the board of directors concurrently. The accountant(s) of the certified public accountants firm appointed by the Company shall not act as the secretary of the board of directors.</p> <p>Provided that where the office of secretary is held concurrently by a director, and an act is required to be done by a director and a secretary separately, the person who holds the office of director and secretary may not perform the act in dual capacity.</p>	<p>Article 146. A director or other senior administrative officer of the Company may hold the office of the secretary of the board of directors concurrently. The accountant(s) of the certified public accountants firm appointed by the Company shall not act as the secretary of the board of directors.</p> <p>Provided that where the office of secretary is held concurrently by a director, and an act is required to be done by a director and a secretary separately, the person who holds the office of director and secretary may not perform the act in dual capacity.</p>
	<p><u>Article 147. Where senior administrative officers, in performing their duties for the Company, violate laws, administrative regulations, departmental rules, the securities regulatory rules of the Company's stock listing venue, or the provisions of these Articles of Association, and cause losses to the Company, they shall be liable for compensation.</u></p> <p><u>Where senior administrative officers, in performing their duties for the Company, cause harm to others, the Company shall assume liability for compensation; where senior administrative officers act intentionally or with gross negligence, they shall also be liable for compensation.</u></p>

Existing Articles	Revised Articles
<p>Article 143. The senior administrative officers of the Company shall perform their duties honestly and faithfully, and protect the maximum interests of the Company and all the shareholders, failing that or violating their fiduciary duties to cause any damage on the interests of the Company and the public shareholders shall hold them legally liable for the compensation.</p> <p>In addition to any rights and remedies provided by the laws and administrative regulations, where a director, supervisor, general manager, deputy general manager or other senior administrative officer of the Company is in breach of his duties to the Company, the Company has a right to:-</p> <p>(1) claim damages from the director, supervisor, general manager, deputy general manager or other senior administrative officer in compensation for losses sustained by the Company as a result of such breach;-</p> <p>(2) rescind any contract or transaction entered into by the Company with the director, supervisor, general manager, deputy general manager or other senior administrative officer or with a third party (where such third party knows or should know that there is such a breach of duties by such director, supervisor, general manager, deputy general manager or other senior administrative officer);-</p> <p>(3) demand an account of the profits made by the director, supervisor, general manager, deputy general manager or other senior administrative officer in breach of his duties;-</p>	<p>Article 148. The senior administrative officers of the Company shall perform their duties honestly and faithfully, and protect the maximum interests of the Company and all the shareholders, failing that or violating their fiduciary duties to cause any damage on the interests of the Company and the public shareholders shall hold them legally liable for the compensation.</p>

Existing Articles	Revised Articles
<p>(4) recover any monies received by the director, supervisor, general manager, deputy general manager or other senior administrative officer to the use of the Company, including (without limitation) commissions; and</p> <p>(5) demand payment of the interest earned or which may have been earned by the director, supervisor, general manager, deputy general manager or other senior administrative officer on the monies that should have been paid to the Company.</p>	
<p>CHAPTER 7: THE QUALIFICATIONS AND DUTIES OF THE DIRECTORS OF THE COMPANY</p>	
<p>Article 128. A person may not serve as a director, supervisor, general manager, deputy general manager and any other senior administrative officer of the Company if any of the following circumstances apply:</p> <p>(1) a person without capacity for civil conduct or with restricted capacity for civil conduct;</p> <p>(2) a person who has committed an offence of corruption, bribery, infringement of property, misappropriation of property or sabotaging the social economic order and has been punished because of committing such offence; or who has been deprived of his political rights, in each case where less than five (5) years have elapsed since the date of the completion of implementation of his punishment;</p> <p>(3) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation because of mismanagement and is personally liable for the insolvency of such company or enterprise, where less than three (3) years have elapsed since the date of the completion of the insolvency and liquidation of the company or enterprise;</p>	<p>Article 149. A person <u>shall</u> not serve as a director of the Company if any of the following circumstances apply:</p> <p>(1) a person without capacity for civil conduct or with restricted capacity for civil conduct;</p> <p>(2) a person who has committed an offence of corruption, bribery, infringement of property, misappropriation of property or sabotaging the <u>socialist</u> economic order and has been punished because of committing such offence; or who has been deprived of his political rights, in each case where less than five (5) years have elapsed since the date of the completion of implementation of his punishment, <u>or a person who has been granted probation and is within two years from the expiration of the probation period;</u></p> <p>(3) a person who is a former director, factory manager or manager of a company or enterprise which has entered into <u>bankruptcy and</u> liquidation, where less than three (3) years have elapsed since the date of the completion of the insolvency and liquidation of the company or enterprise;</p>

Existing Articles	Revised Articles
<p>(4) a person who is a former legal representative of a company or enterprise which had its business licence revoked due to a violation of the law and who incurred personal liability, where less than three (3) years has elapsed since the date of the revocation of the business licence;</p> <p>(5) a person who has a relatively large amount of debts due and outstanding;</p> <p>(6) a person who is under criminal investigation or prosecution by judicial organs for violation of the criminal law which is not yet concluded;</p> <p>(7) a person who is not eligible for enterprise leadership according to laws and administrative regulations;</p> <p>(8) a non-natural person;</p> <p>(9) a person who is convicted of contravention of provisions of relevant securities regulations by a relevant competent authority, and such conviction involves a finding that he has acted fraudulently or dishonestly, where less than five (5) years has elapsed since the date of the conviction.</p>	<p>(4) a person who is a former legal representative of a company or enterprise which had its business licence revoked <u>or was ordered to close</u> due to a violation of the law and who incurred personal liability, where less than three (3) years has elapsed since the date of the revocation of the business licence <u>or closure order</u>;</p> <p>(5) a person who has a relatively large amount of debts due and outstanding <u>and has been listed as a dishonest person by the People's Court</u>;</p> <p><u>(6) a person who is prohibited from entering into the securities market by the CSRC and is still in such prohibition period</u>;</p> <p><u>(7) a person who has been publicly declared by any stock exchange as not suitable to serve as a director or senior management of a listed company, the term of which has not expired</u>;</p> <p>(8) <u>other circumstances</u> as stipulated in laws, administrative regulations <u>or departmental rules</u>.</p> <p><u>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/her term of office, the director shall be removed from office.</u></p>
<p>Article 129. The validity of an act of a director, general manager, deputy general manager or other senior administrative officer on behalf of the Company is not, vis-a-vis a bona fide third party, affected by any irregularity in his office, election or any defect in his qualification.</p>	

Existing Articles	Revised Articles
<p>Article 130. In addition to the obligations imposed by laws, administrative regulations or required by the listing rules of the stock exchange on which shares of the Company are listed, each of the Company's directors, supervisors, general manager, deputy general managers and other senior administrative officers owes a duty to each shareholder, in the exercise of the functions and powers of the Company entrusted to him:</p> <p>(1) not to cause the Company to exceed the scope of business stipulated in its business licence;</p> <p>(2) to act honestly in the best interests of the Company;</p> <p>(3) not to expropriate in any guise the Company's property, including (without limitation) usurpation of opportunities advantageous to the Company;</p> <p>(4) not to expropriate the individual rights of shareholders, including (without limitation) rights to distribution and voting rights, save pursuant to a restructuring of the Company submitted to shareholders for approval in accordance with these articles of association.</p>	
<p>Article 131. Each of the Company's directors, supervisors, general manager, deputy general managers and other senior administrative officers owes a duty, in the exercise of his powers and discharge of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.</p>	

Existing Articles	Revised Articles
<p>Article 132. Each of the Company's directors, supervisors, general manager, deputy general managers and other senior administrative officers shall exercise his powers or carry on his duties in accordance with the principle of fiduciary; and shall not put himself in a position where his duty and his interest may conflict. This principle includes (without limitation) discharging the following obligations:</p> <p>(1) to act honestly in the best interests of the Company;</p> <p>(2) to exercise powers within the scope of his powers and not to exceed those powers;</p> <p>(3) to exercise the discretion vested in him personally and not to allow himself to act under the control of another and, unless and to the extent permitted by laws, administrative regulations or with the informed consent of shareholders given in general meeting, not to delegate the exercise of his discretion;</p> <p>(4) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;</p> <p>(5) except in accordance with these articles of association or with the informed consent of shareholders given in general meeting, not to enter into any contract, transaction or arrangement with the Company;</p> <p>(6) without the informed consent of shareholders given in general meeting, not to use the Company's property for his own benefit;</p>	

Existing Articles	Revised Articles
<p>(7) not to exploit his position to accept bribes or other illegal income or expropriate the Company's property by any means, including (without limitation) opportunities advantageous to the Company;</p> <p>(8) without the informed consent of shareholders given in general meeting, not to accept commissions in connection with the Company's transactions;</p> <p>(9) to abide by these articles of association, execute his official duties faithfully and protect the Company's interests, and not to exploit his position and power in the Company to advance his own private interests;</p> <p>(10) not to compete with the Company in any way unless with the informed consent of shareholders given in general meeting;</p> <p>(11) not to misappropriate the Company's funds or lend such funds to others, not to open accounts in his own name or other names for the deposit of the Company's assets and not to provide a guarantee for debts of a shareholder of the Company or other individual(s) with the Company's assets;</p> <p>(12) unless otherwise permitted by informed shareholders in general meeting, to keep in confidence information acquired by him in the course of and during his tenure and not to use the information other than in furtherance of the interests of the Company, save that disclosure of such information to the court or other governmental authorities is permitted if</p>	

Existing Articles	Revised Articles
<p>(i) disclosure is made under compulsion of law;</p> <p>(ii) the interests of the public require disclosure;</p> <p>(iii) the interests of the relevant director, supervisor, general manager, deputy general manager or other senior administrative officers require disclosure.</p>	
<p>Article 133. Each director, supervisor, general manager, deputy general manager or other senior administrative officer of the Company shall not cause the following persons or institutions (“associates”) to do what he is prohibited from doing:</p> <p>(1) the spouse or minor child of that director, supervisor, general manager, deputy general manager or other senior administrative officer;</p> <p>(2) a person acting in the capacity of trustee of that director, supervisor, general manager, deputy general manager or other senior administrative officer or any person referred to in the preceding sub-paragraph (1);</p> <p>(3) a person acting in the capacity of partner of that director, supervisor, general manager, deputy general manager or other senior administrative officer or any person referred to in sub-paragraphs (1) and (2) of this Article;</p> <p>(4) a company in which that director, supervisor, general manager, deputy general manager or other senior administrative officer, alone or jointly with one or more persons referred to in sub-paragraphs (1), (2) and (3) of this Article and other directors, supervisors, general manager, deputy general managers and other senior administrative officers have a de facto controlling interest;</p>	

Existing Articles	Revised Articles
<p>(5) the directors, supervisors, general manager, deputy general managers and other senior administrative officers of the controlled company referred to in the preceding sub-paragraph (4).</p>	
<p>Article 134. The fiduciary duties of the directors, supervisors, general manager, deputy general managers and other senior administrative officers of the Company do not necessarily cease with the termination of their tenure. The duty of confidence in relation to trade secrets of the Company survives the termination of their tenure. Other duties may continue for such period as fairness may require depending on the time lapse between the termination and the act concerned and the circumstances under which the relationships between them and the Company are terminated.</p>	
<p>Article 135. Subject to Article 53, a director (excluding employee representative director), supervisor, general manager, deputy general manager or other senior administrative officer of the Company may be relieved of liability for specific breaches of his duty by the informed consent of shareholders given at a general meeting.</p>	

Existing Articles	Revised Articles
<p>Article 136. — Where a director, supervisor, general manager, deputy general manager or other senior administrative officer of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company, (other than his contract of service with the Company), he shall declare the nature and extent of his interests to the board of directors at the earliest opportunity, whether or not the contract, transaction or arrangement or proposal therefor is otherwise subject to the approval of the board of directors.</p> <p>A director shall abstain from voting at a board meeting the purpose of which is to approve contracts, transactions or arrangements that such director or any of his or her associates (as defined in the relevant rules governing the listing of securities) has a material interest. Such director shall not be counted in the quorum for the relevant board meeting.</p>	

Existing Articles	Revised Articles
<p>Unless the interested director, supervisor, general manager, deputy general manager or other senior administrative officer discloses his interests in accordance with this Article and the contract, transaction or arrangement is approved by the board of directors at a meeting in which the interested director, supervisor, general manager, deputy general manager or other senior administrative officer is not counted in the quorum and refrains from voting, a contract, transaction or arrangement in which that director, supervisor, general manager, deputy general manager or other senior administrative officer is materially interested is voidable at the instance of the Company except as against a bona fide party thereto acting without notice of the breach of duty by the interested director, supervisor, general manager, deputy general manager or other senior administrative officer.</p> <p>For the purposes of this Article, a director, supervisor, general manager, deputy general manager or other senior administrative officer of the Company is deemed to be interested in a contract, transaction or arrangement in which an associate of him is interested.</p>	

Existing Articles	Revised Articles
<p>Article 137. — Where a director, supervisor, general manager, deputy general manager or other senior administrative officer of the Company gives to the board of directors a general notice in writing stating that, by reason of the facts specified in the notice, he is interested in contracts, transactions or arrangements of any description which may subsequently be made by the Company, that notice shall be deemed for the purposes of the preceding Article to be a sufficient declaration of his interests, so far as the content stated in such notice is concerned, provided that such general notice shall have been given before the date on which the question of entering into the relevant contract, transaction or arrangement is first taken into consideration on behalf of the Company.</p>	
<p>Article 138. — The Company shall not in any manner pay taxes for or on behalf of a director, supervisor, general manager, deputy general manager or other senior administrative officer.</p>	

Existing Articles	Revised Articles
<p>Article 139. The Company shall not directly or indirectly make a loan to or provide any guarantee in connection with the making of a loan to a director, supervisor, general manager, deputy general manager or other senior administrative officer of the Company or of the Company's holding company or any of their respective associates.</p> <p>However, the following transactions are not subject to such prohibition:</p> <p>(1) the provision by the Company of a loan or a guarantee of a loan to a company which is a subsidiary of the Company;</p> <p>(2) the provision by the Company of a loan or a guarantee in connection with the making of a loan or any other funds to any of its directors, supervisors, general manager, deputy general managers and other senior administrative officers to meet expenditure incurred or to be incurred by him for the purposes of the Company or for the purpose of enabling him to perform his duties properly, in accordance with the terms of a service contract approved by the shareholders in general meeting;</p> <p>(3) the Company may make a loan to or provide a guarantee in connection with the making of a loan to any of the relevant directors, supervisors, general manager, deputy general managers and other senior administrative officers or their respective associates in the ordinary course of its business on normal commercial terms, provided that the ordinary course of business of the Company includes the lending of money or the giving of guarantees.</p>	

Existing Articles	Revised Articles
<p>Article 140. — A loan made by the Company in breach of the preceding Article shall be forthwith repayable by the recipient of the loan regardless of the terms of the loan.</p>	
<p>Article 141. — A guarantee for repayment of loan provided by the Company in breach of Article 136 shall not be enforceable against the Company, unless:</p> <p>(1) the guarantee was provided in connection with a loan to an associate of any of the directors, supervisors, general manager, deputy general managers and other senior administrative officers of the Company or of the Company’s holding company and at the time the loan was advanced the lender did not know the relevant circumstances; or</p> <p>(2) the collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.</p>	
<p>Article 142. — For the purposes of the foregoing provisions of this Chapter, a “guarantee” includes an undertaking or property provided to secure the performance of obligations by the obligor.</p>	

Existing Articles	Revised Articles
<p>Article 143. The senior administrative officers of the Company shall perform their duties honestly and faithfully, and protect the maximum interests of the Company and all the shareholders, failing that or violating their fiduciary duties to cause any damage on the interests of the Company and the public shareholders shall hold them legally liable for the compensation.</p> <p>In addition to any rights and remedies provided by the laws and administrative regulations, where a director, supervisor, general manager, deputy general manager or other senior administrative officer of the Company is in breach of his duties to the Company, the Company has a right to:</p> <p>(1) claim damages from the director, supervisor, general manager, deputy general manager or other senior administrative officer in compensation for losses sustained by the Company as a result of such breach;</p> <p>(2) rescind any contract or transaction entered into by the Company with the director, supervisor, general manager, deputy general manager or other senior administrative officer or with a third party (where such third party knows or should know that there is such a breach of duties by such director, supervisor, general manager, deputy general manager or other senior administrative officer);</p> <p>(3) demand an account of the profits made by the director, supervisor, general manager, deputy general manager or other senior administrative officer in breach of his duties;</p>	

Existing Articles	Revised Articles
<p>(4) recover any monies received by the director, supervisor, general manager, deputy general manager or other senior administrative officer to the use of the Company, including (without limitation) commissions; and</p> <p>(5) demand payment of the interest earned or which may have been earned by the director, supervisor, general manager, deputy general manager or other senior administrative officer on the monies that should have been paid to the Company.</p>	
<p>Article 144. The Company shall, with the prior approval of shareholders in general meeting, enter into a contract in writing with a director or supervisor wherein his emoluments are stipulated. The aforesaid emoluments include:</p> <p>(1) emoluments in respect of his service as director, supervisor or senior administrative officer of the Company;</p> <p>(2) emoluments in respect of his service as director, supervisor or senior administrative officer of any subsidiary of the Company;</p> <p>(3) emoluments in respect of the provision of other services in connection with the management of the affairs of the Company and any of its subsidiaries;</p> <p>(4) payment by way of compensation for loss of office, or as consideration for or in connection with his retirement from office.</p> <p>Except under a contract entered into in accordance with the foregoing, no proceedings may be brought by a director or supervisor against the Company for anything due to him in respect of the matters mentioned in this Article.</p>	

Existing Articles	Revised Articles
<p>Article 145. The contract concerning the emoluments between the Company and its directors or supervisors should provide that in the event of a takeover of the Company, the Company's directors and supervisors shall, subject to the prior approval of the shareholders in general meeting, have the right to receive compensation or other payment in respect of his loss of office or retirement. A takeover of the Company referred to in this paragraph means any of the following:</p> <p>(1) an offer made by any person to the general body of shareholders;</p> <p>(2) an offer made by any person with a view to the offeror becoming a "controlling shareholder" within the meaning of Article 54.</p> <p>If the relevant director or supervisor does not comply with this Article, any sum so received by him shall belong to those persons who have sold their shares as a result of the said offer made. The expenses incurred in distributing that sum pro rata amongst those persons shall be borne by the relevant director or supervisor and not paid out of that sum.</p>	

Existing Articles	Revised Articles
CHAPTER 8: THE PARTY COMMITTEE	
<p>Article 146. The Company shall establish the Party Committee. The Party Committee shall be comprised of one secretary and several other members. A deputy secretary of the Party Committee shall be appointed to take charge of the Party building work. Eligible members of the Party Committee are entitled to be admitted to the board of directors of the Company, the supervisory committee, and the management through legal procedures, and eligible Party members from the board of directors, the supervisory committee, and the management are entitled to be admitted to the Party Committee in accordance with relevant rules and procedures. Meanwhile, a discipline inspection committee shall be established in accordance with relevant regulations.</p>	<p>Article 150. The Company shall establish the Party Committee. The Party Committee shall be comprised of one secretary and several other members. A deputy secretary of the Party Committee shall be appointed to take charge of the Party building work. Eligible members of the Party Committee are entitled to be admitted to the board of directors of the Company and the management through legal procedures, and eligible Party members from the board of directors and the management are entitled to be admitted to the Party Committee in accordance with relevant rules and procedures. Meanwhile, a discipline inspection committee shall be established in accordance with relevant regulations.</p>

Existing Articles	Revised Articles
<p data-bbox="92 197 783 348">Article 147. The Party Committee of the Company shall perform its duties as required by the internal laws and regulations of the Party such as the Constitution of the Party:</p> <p data-bbox="92 395 783 789">(1) to ensure and supervise the Company’s implementation of guidelines and policies of the Party and the State, implement major strategic decisions of the Central Committee of the Party and the State Council, as well as the relevant material work arrangement of the Party Committee of the State-owned Assets Supervision and Administration Commission of the State Council and the superior Party organizations.</p> <p data-bbox="92 836 783 1432">(2) to adhere to the principle of the Party exercising leadership over cadres, the selection of management with the board of directors of the Company, and the exercise of power as regards the right of cadres’ appointment by the management in accordance with laws. The Party Committee shall consider and propose opinions and suggestions on the candidates nominated by the board of directors or the general manager, or recommend nominees to the board of directors or the general manager. It shall review the proposed candidates together with the board of directors and propose opinions and suggestions thereon.</p> <p data-bbox="92 1478 783 1715">(3) to study and discuss the material matters regarding the Company’s reform and stable development as well as major issues relating to the Company’s operation, management and staff ’s benefits, and propose opinions and suggestions thereon.</p>	<p data-bbox="810 197 1508 348">Article 151. The Party Committee of the Company shall perform its duties as required by the internal laws and regulations of the Party such as the Constitution of the Party:</p> <p data-bbox="810 395 1508 789">(1) to ensure and supervise the Company’s implementation of guidelines and policies of the Party and the State, implement major strategic decisions of the Central Committee of the Party and the State Council, as well as the relevant material work arrangement of the Party Committee of the State-owned Assets Supervision and Administration Commission of the State Council and the superior Party organizations.</p> <p data-bbox="810 836 1508 1432">(2) to adhere to the principle of the Party exercising leadership over cadres, the selection of management with the board of directors of the Company, and the exercise of power as regards the right of cadres’ appointment by the management in accordance with laws. The Party Committee shall consider and propose opinions and suggestions on the candidates nominated by the board of directors or the general manager, or recommend nominees to the board of directors or the general manager. It shall review the proposed candidates together with the board of directors and propose opinions and suggestions thereon.</p> <p data-bbox="810 1478 1508 1715">(3) to study and discuss the material matters regarding the Company’s reform and stable development as well as major issues relating to the Company’s operation, management and staff ’s benefits, and propose opinions and suggestions thereon.</p>

Existing Articles	Revised Articles
<p>(4) to assume main responsibility for enforcing the strict discipline of the Party. Take lead in the Company’s ideological and political work, the united front work, building of spiritual and corporate culture, as well as the labour union and groups such as the Communist Youth League. It shall play a leading role in the construction of the Party’s working style to uphold anti-corruption and integrity and support the discipline inspection committee in fulfilling its supervisory responsibility.</p>	<p>(4) to assume main responsibility for enforcing the strict discipline of the Party. Take lead in the Company’s ideological and political work, the united front work, building of spiritual and corporate culture, as well as the labour union and groups such as the Communist Youth League. It shall play a leading role in the construction of the Party’s working style to uphold anti-corruption and integrity and support the discipline inspection committee in fulfilling its supervisory responsibility.</p>
<p>CHAPTER 9: FINANCIAL AND ACCOUNTING SYSTEMS, PROFIT DISTRIBUTION AND AUDITING</p>	
	<p>Section 1: Financial and Accounting Systems</p>
<p>Article 148. The Company shall establish its financial and accounting systems and internal audit system in accordance with laws, administrative regulations and PRC accounting standards formulated by the finance regulatory department of the State Council.</p>	<p>Article 152. The Company shall establish its financial and accounting systems in accordance with laws, administrative regulations, <u>departmental rules and</u> the provisions of <u>the relevant state departments.</u></p>
	<p><u>Article 153. The Company shall submit and disclose its annual reports to the CSRC and the stock exchange within four months from the end of each fiscal year, submit and disclose its interim reports to the relevant branch office of the CSRC and the stock exchange within two months from the end of the first half of each fiscal year. Where the securities regulatory authority of the place where the Company’s shares are listed stipulates otherwise, such stipulations shall apply.</u></p> <p><u>The above annual and interim reports are prepared in accordance with the requirements of the relevant laws and administrative regulations, the CSRC and stock exchanges.</u></p>

Existing Articles	Revised Articles
<p>Article 155. The Company shall not keep accounts other than those provided by law.</p>	<p>Article 154. The Company shall not keep accounts other than those provided by law. <u>The Company's funds shall not be deposited in accounts opened in the name of any individual.</u></p>
<p>Article 161. Dividends shall be distributed in accordance with the proportion of shares held by shareholders.</p> <p>Unless otherwise resolved by the Shareholders' general meeting, the Company apart from distributing annual dividends, may by its board of directors acting under the power conferred by the Shareholders' general meeting, distribute interim dividends. Unless otherwise stipulated by laws or administrative regulations, the amount of interim dividends distributed shall not exceed 50 per cent of the distributable profits as stated in the interim profits statement of the Company.</p> <p>Article 162. The Company's profit distribution policy should pay close attention to ensuring a reasonable return of investment to investors, and such profit distribution policy should maintain continuity and stability. The Company shall reasonably distribute dividends according to laws and regulations and requirements of securities regulatory authorities, as well as the Company's own operating performance and financial condition, and shall adopt cash distribution as the prioritised means of distribution to distribute profit.</p>	<p style="text-align: center;">Section 2: Profit Distribution</p> <p><u>Article 155. When distributing the current year's after-tax profits, the Company shall allocate 10% of its profits into its statutory common reserve fund. When the aggregate amount of the statutory common reserve fund has reached 50% or more of its registered capital, further allocations are not required.</u></p> <p><u>If the Company's statutory common reserve fund is not sufficient to make up for the its losses incurred during the previous year, before allocations are made to the statutory common reserve fund in accordance with the preceding paragraph, the current year's profits shall be used to make up for such losses.</u></p> <p><u>After the Company has allocated funds from the after-tax profits for the statutory common reserve fund and subject to a resolution adopted at the general meeting of shareholders, it may also allocate funds from the after-tax profits to the discretionary common reserve fund.</u></p> <p><u>After the Company has made up its losses and made allocations to its statutory common reserve fund from the after-tax profits, it may also make profit distributions in accordance with the proportion of the shares held by each shareholder unless it is stipulated in the Articles of Association that no profit distributions shall be made in accordance with the shareholding proportion.</u></p>

Existing Articles	Revised Articles
	<p><u>The board of directors shall, in accordance with laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed, the Articles of Association, and the Company's operational and development needs, determine the specific proportions for the statutory common reserve fund, discretionary common reserve fund and dividend distribution, and submit its determination to the Shareholders' general meeting for approval.</u></p> <p><u>If the general meeting, in violation of the Company Law, distributes profits to the shareholders, the profits so distributed shall be returned to the Company; in case of losses caused to the Company, shareholders and responsible directors and senior management shall be liable for compensation.</u></p> <p><u>No profits shall be distributed in respect of the shares held by the Company.</u></p> <p>Unless otherwise resolved by the Shareholders' general meeting, the Company apart from distributing annual dividends, may by its board of directors acting under the power conferred by the Shareholders' general meeting, distribute interim dividends. Unless otherwise stipulated by laws or administrative regulations, <u>departmental rules, securities regulatory rules of the place where the Company's shares are listed,</u> the amount of interim dividends distributed shall not exceed 50 per cent of the distributable profits as stated in the interim profits statement of the Company.</p>

Existing Articles	Revised Articles
<p>Article 158. The common reserve fund of the Company shall be applied to the following purposes:</p> <p>(1) making up losses;</p> <p>(2) expansion of the Company's production and operation;</p> <p>(3) transfer or increase of capital.</p> <p>The capital common reserve fund shall not be used for making up the losses of the Company.</p> <p>When the Company converts its common reserve fund into its capital upon a resolution adopted in Shareholders' general meeting, the Company shall either distribute new shares in proportion to the shareholders' number of shares, or increase the par value of each share, provided, however, that when the statutory common reserve fund is converted to capital, the balance of the statutory common reserve fund may not fall below 25 per cent of the registered capital.</p>	<p>Article 156. The common reserve fund of the Company shall be used to make up the <u>Company's</u> losses, to expand the Company's production and operations <u>or</u>, through conversion into capital, to <u>increase the Company's registered capital. When the common reserve fund is used to make up for the Company's losses, the discretionary common reserve fund and statutory common reserve fund shall be utilised at first; if still insufficient, the capital common reserve fund may be used according to regulations.</u></p> <p>When funds in the statutory common reserve are converted into <u>increased registered capital</u>, the funds remaining in such reserve shall not be less than 25% of <u>the Company's</u> registered capital <u>before the conversion.</u></p>
<p>Article 162. The Company's profit distribution policy should pay close attention to ensuring a reasonable return of investment to investors, and such profit distribution policy should maintain continuity and stability. The Company shall reasonably distribute dividends according to laws and regulations and requirements of securities regulatory authorities, as well as the Company's own operating performance and financial condition, and shall adopt cash distribution as the prioritised means of distribution to distribute profit.</p>	<p>Article 157. The Company's profit distribution policy should pay close attention to ensuring a reasonable return of investment to investors, and such profit distribution policy should maintain continuity and stability. The Company shall reasonably distribute dividends according to laws and regulations and requirements of securities regulatory authorities, as well as the Company's own operating performance and financial condition, and shall adopt cash distribution as the prioritised means of distribution to distribute profit.</p>

Existing Articles	Revised Articles
<p>Article 162 (A) Profit distribution manner: The Company may distribute dividends by way of cash, shares, a combination of cash and shares or in other reasonable manner in compliance with laws and regulations.</p>	<p>Article 158. Profit distribution manner: The Company may distribute dividends by way of cash, shares, a combination of cash and shares or in other reasonable manner in compliance with laws, <u>administrative regulations, departmental rules and securities regulatory rules of the place where the Company's shares are listed. The objective of the Company's cash dividend policy is to distribute dividends in accordance with the specific proportion and requirements of cash dividends stipulated in the Articles of Association.</u></p>
<p>Article 162 (B) Procedures for decision-making on profit distribution by the Company: After the end of each accounting year, the board of directors shall carefully study and examine the profit distribution plan. After consideration and approval by the board of directors, the profit distribution plan shall be proposed to the general meeting for voting. Implementation of the profit distribution plan shall be subject to consideration and approval at the general meeting. The board of directors of the Company shall finish distributing the profit within two months after the general meeting is held.</p> <p>When considering the profit distribution plan at the general meeting of the Company, the board of directors shall communicate and exchange opinions with shareholders, especially minority shareholders, in a proactive manner, fully consider the opinions and requests from minority shareholders and respond to the issues which are of concern to them on a timely basis.</p>	<p>Article 159. Procedures for decision-making on profit distribution by the Company: After the end of each accounting year, the board of directors shall carefully study and examine the profit distribution plan. After consideration and approval by the board of directors, the profit distribution plan shall be proposed to the general meeting for voting. Implementation of the profit distribution plan shall be subject to consideration and approval at the general meeting.</p> <p>When considering the profit distribution plan at the general meeting of the Company, the board of directors shall communicate and exchange opinions with shareholders, especially minority shareholders, in a proactive manner, fully consider the opinions and requests from minority shareholders and respond to the issues which are of concern to them on a timely basis.</p>

Existing Articles	Revised Articles
<p>Article 162 (C) Amendments to profit distribution policy of the Company: The board of directors of the Company shall carefully study and examine and strictly follow the decision-making procedures in the event that the profit distribution policy needs to be adjusted by reason of any changes in PRC laws and regulations and supervision policies, or significant changes of external operating environment or operating condition of the Company. In the event of amendments to the profit distribution policy of the Company, the board of directors shall consider the revised plan. Such amendments shall be disclosed to the public upon consideration and approval at the general meeting.</p>	<p>Article 160. Amendments to profit distribution policy of the Company: The board of directors of the Company shall carefully study and examine and strictly follow the decision-making procedures in the event that the profit distribution policy needs to be adjusted by reason of any changes in laws, administrative regulations, departmental rules and securities regulatory rules of the place where the Company's shares are listed, or significant changes of external operating environment or operating condition of the Company. In the event of amendments to the profit distribution policy of the Company, the board of directors shall consider the revised plan. Such amendments shall be disclosed to the public upon consideration and approval at the general meeting.</p>

Existing Articles	Revised Articles
<p>Article 162 (D) Conditions and proportion of distribution of cash dividends by the Company: Proposal and implementation of cash dividends distribution by the Company shall be subject to the following conditions:</p> <p>(1) The Company records a profit for the year, and the audit institution issues an unqualified audited report on the Company’s financial statements for that particular year;</p> <p>(2) The distributable profit (i.e. the after-tax profit of the Company after making up for losses, allocation to the statutory common reserve fund and discretionary common reserve fund) realized by the Company for the year is positive in value;</p> <p>(3) The Company has sufficient cash flow, and distribution of cash dividends will not affect the Company’s normal operation and sustainable development.</p> <p>Provided that the Company is in good operating condition and has sufficient cash flow to meet the needs for its normal operation and sustainable development, the Company will proactively distribute cash dividends in return to its shareholders, and the accumulated profit distribution made in cash by the Company in the latest three years shall not be less than 30% of the average annual distributable profit attributable to the owners of the parent company in the consolidated statements in the latest three years. In the event that the said payout ratio of cash dividends cannot be met due to special reasons, the board of directors may adjust the payout ratio of dividends according to actual circumstances and state the reasons therefor.</p>	<p>Article 161 Conditions and proportion of distribution of cash dividends by the Company:</p> <p>Proposal and implementation of cash dividends distribution by the Company shall be subject to the following conditions:</p> <p>(1) The Company records a profit for the year, and the audit institution issues an unqualified audited report on the Company’s financial statements for that particular year;</p> <p>(2) The distributable profit (i.e. the after-tax profit of the Company after making up for losses, allocation to the statutory common reserve fund and discretionary common reserve fund) realized by the Company for the year is positive in value;</p> <p>(3) The Company has sufficient cash flow, and distribution of cash dividends will not affect the Company’s normal operation and sustainable development.</p> <p>Provided that the Company is in good operating condition and has sufficient cash flow to meet the needs for its normal operation and sustainable development, the Company will proactively distribute cash dividends in return to its shareholders, and the accumulated profit distribution made in cash by the Company in the latest three years shall not be less than 30% of the average annual distributable profit attributable to the owners of the parent company in the consolidated statements in the latest three years. In the event that the said payout ratio of cash dividends cannot be met due to special reasons, the board of directors may adjust the payout ratio of dividends according to actual circumstances and state the reasons therefor.</p>

Existing Articles	Revised Articles
<p>Article 162 (E) Conditions of profit distribution by way of share dividends by the Company: Provided that reasonable scale of share capital and shareholding structure of the Company are ensured, the Company may consider distributing profits by way of share dividends according to its profitability, cash flow position and business growth for the year.</p>	<p>Article 162. Conditions of profit distribution by way of share dividends by the Company: Provided that reasonable scale of share capital and shareholding structure of the Company are ensured, the Company may consider distributing profits by way of share dividends according to its profitability, cash flow position and business growth for the year.</p>
<p>Article 162 (F) Intervals for profit distribution by the Company: Provided that the conditions of profit distribution are met and the Company's normal operation and sustainable development are ensured, the Company shall generally distribute profit on an annual basis. The board of directors of the Company may also propose interim profit distribution based on the profitability and capital position of the Company. Subject to fulfillment of the cash distribution conditions under the articles of association of the Company, the Company shall implement annual cash distribution once a year in principle.</p>	<p>Article 163. Intervals for profit distribution by the Company: Provided that the conditions of profit distribution are met and the Company's normal operation and sustainable development are ensured, the Company shall generally distribute profit on an annual basis. The board of directors of the Company may also propose interim profit distribution based on the profitability and capital position of the Company. Subject to fulfillment of the cash distribution conditions under the articles of association of the Company, the Company shall implement annual cash distribution once a year in principle.</p>

Existing Articles	Revised Articles
<p>Article 163. Dividends or other payments declared by the Company to be payable to holders of Domestic-Invested Shares shall be declared and calculated in Renminbi, and paid in Renminbi; and those payable to holders of Foreign-Invested Shares shall be declared and calculated in Renminbi, and paid in the local currency at the place where such Foreign-Invested Shares are listed (if there is more than one place of listing, then the principal place of listing as determined by the board of directors).</p> <p>Foreign currency required by the Company for payment of dividends or other sums to holders of Foreign-Invested Shares shall be handled in accordance with the relevant foreign exchange control regulations of the State. If there is no applicable regulation, the applicable exchange rate shall be the average closing rate for the relevant foreign currency announced by the Peoples' Bank of China for the week prior to the announcement of the payment of dividend or other sums.</p>	<p>Article 164. Dividends or other payments declared by the Company to be payable to holders of Domestic-Invested Shares shall be declared and calculated in Renminbi, and paid in Renminbi; and those payable to holders of Foreign-Invested Shares shall be declared and calculated in Renminbi, and paid in the local currency at the place where such Foreign-Invested Shares are listed (if there is more than one place of listing, then the principal place of listing as determined by the board of directors).</p> <p>Foreign currency required by the Company for payment of dividends or other sums to holders of Foreign-Invested Shares shall be handled in accordance with the relevant foreign exchange control regulations of the State. If there is no applicable regulation, the applicable exchange rate shall be the average closing rate for the relevant foreign currency announced by the Peoples' Bank of China for the week prior to the announcement of the payment of dividend or other sums.</p>
	<p><u>Article 165. After a resolution is made at the general meeting on the profit distribution plan, or after the board of directors of the Company has formulated a specific plan based on the conditions and maximum amount of interim dividends for the following year as considered and approved at the annual general meeting, the distribution of dividends (or shares) shall be completed within two months.</u></p>
	<p style="text-align: center;">Section 3: Internal Audit</p>
	<p><u>Article 166. The Company implements an internal audit system, clarifying the leadership system, responsibility authorities, personnel allocation, funding assurance, audit result application, and accountability of internal audit work. The Company's internal audit system shall be implemented after being approved by the board of directors and disclosed to the public.</u></p>

Existing Articles	Revised Articles
	<p><u>Article 167.</u> <u>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. The internal audit institution shall maintain its independence, be staffed with full-time auditors, and shall not be placed under the leadership of the finance department or co-located with the finance department.</u></p>
	<p><u>Article 168.</u> <u>The internal audit institution reports to the board of directors. During the process of supervising and inspecting the Company’s business activities, risk management, internal control, and financial information, the internal audit institution shall accept the supervision and guidance of the audit and risk management committee. Where the internal audit institution discovers relevant significant issues or leads, it shall immediately report directly to the audit and risk management committee.</u></p>
	<p><u>Article 169.</u> <u>The specific organization and implementation of the Company’s internal control evaluation shall be the responsibilities of the internal audit institution. The Company issues an annual internal control evaluation report based on evaluation reports and relevant information issued by the internal audit institution and reviewed by the audit and risk management committee.</u></p>
	<p><u>Article 170.</u> <u>When the audit and risk management committee communicates with external audit firms such as accounting firm and national audit institution, the internal audit institution shall actively cooperate with them, providing necessary support and collaboration.</u></p>
	<p><u>Article 171.</u> <u>The audit and risk management committee shall participate in the evaluation of the person in charge of internal audit.</u></p>

Existing Articles	Revised Articles
<p>Article 166. The Company shall appoint an independent firm of accountants which is qualified under the relevant regulations of the State to audit the Company's annual report and review the Company's other financial reports.</p> <p>The first accountants firm of the Company may be appointed by the inaugural meeting of the Company before the first annual general meeting and the accountants firm so appointed shall hold office until the conclusion of the first annual general meeting.</p> <p>If the inaugural meeting fails to exercise its powers under the preceding paragraph, those powers shall be exercised by the board of directors.</p> <p>Article 167. The accountants firm appointed by the Company shall hold office from the conclusion of the annual general meeting of shareholders until the conclusion of the next annual general meeting of shareholders.</p>	<p style="text-align: center;">Section 4: Appointment of Accountants Firm</p> <p>Article 172. The Company shall appoint a firm of accountants which is qualified under the <u>requirements of the Securities Law and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited to audit the financial statements, net assets verification and other relevant consultancy services. The term of office of an accountants firm appointed by the Company shall be one year, and the appointment may be renewed.</u></p>
<p>Article 172. The Company's appointment of, removal of and non-reappointment of an accountants firm shall be resolved upon by shareholders in general meeting. The resolution of the Shareholders' general meeting shall be filed with the securities governing authority of the State Council.</p>	<p>Article 173. The Company's appointment of and removal of an accountants firm shall be resolved upon by shareholders in general meeting. <u>The board of directors shall not appoint any accountants firm prior to a decision made by the general meeting.</u></p>

Existing Articles	Revised Articles
<p>Where it is proposed that any resolution be passed at a Shareholders' general meeting concerning the appointment of an accountants firm which is not an incumbent firm to fill a casual vacancy in the office of the accountants firm; re-appointment of a retiring accountants firm which was appointed by the board of directors of the Company to fill a casual vacancy; or removal of the accountants firm before the expiration of its term of office, the following provisions shall apply:</p> <p>(1) A copy of the proposal shall be sent before notice of meeting is given to the shareholders to the firm proposed to be appointed or proposing to leave its post or the firm which has left its post in the relevant fiscal year (leaving includes leaving by removal, resignation and retirement).</p> <p>(2) If the firm leaving its post makes representations in writing and requests the Company to notify such representations to the shareholders, the Company shall (unless the representations are received too late):</p> <p>(i) in any notice of the resolution given to shareholders, state the fact of the representations having been made; and</p> <p>(ii) attach a copy of the representations to the notice and deliver it to the shareholders in the manner stipulated in these Articles.</p> <p>(3) If the firm's representations are not sent in accordance with the preceding subparagraph (2), the relevant firm may (in addition to its right to be heard) require that the representations be read out at the meeting.</p>	

Existing Articles	Revised Articles
<p>(4) An accountants firm which is leaving its post shall be entitled to attend:</p> <p>(i) the Shareholders' general meeting at which its term of office would otherwise have expired;</p> <p>(ii) any Shareholders' general meeting at which it is proposed to fill the vacancy caused by its removal; and</p> <p>(iii) any Shareholders' general meeting convened on its resignation;</p> <p>and to receive all notices of, and other communications relating to, any such meetings, and to speak at any such meeting in relation to matters concerning its role as the former accountants firm of the Company.</p>	
	<p><u>Article 174. The Company guarantees that the accounting documents, account books, financial and accounting reports and other information related to accounting which is provided to the accountants firm by the Company are true and complete. The Company must neither reject to provide information, nor hide it, nor lie about it.</u></p>

Existing Articles	Revised Articles
<p>Article 171. The remuneration of an accountants firm or the manner in which such firm is to be remunerated shall be determined by the shareholders in general meeting.</p>	<p>Article 175. The audit fee of an accountants firm shall be determined by the shareholders in general meeting.</p>
<p>Article 173. Prior to the removal or the non-renewal of the appointment of the accountants firm, notice of such removal or non-renewal shall be given to the accountants firm and such firm shall be entitled to make representation at the Shareholders' general meeting. Where the accountants firm resigns its post, it shall make clear to the Shareholders' general meeting whether there has been any impropriety on the part of the Company.</p> <p>An accountants firm may resign its office by depositing at the Company's legal address a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice and such notice shall include the following:</p> <p>(1) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company;</p>	<p>Article 176. Prior to the removal or the non-renewal of the appointment of the accountants firm, 10 days' prior notice of such removal or non-renewal shall be given to the accountants firm. <u>The accountants firm shall be entitled to make representations when the resolution regarding the removal of the accountants firm is considered at the Shareholders' general meeting of the Company.</u></p> <p>Where the accountants firm proposes to resign, it shall explain to the general meeting whether there has been any impropriety on the part of the Company.</p>

Existing Articles	Revised Articles
<p>(2) a statement of any such circumstances.</p> <p>Where a notice is deposited under the preceding subparagraph, the Company shall within fourteen (14) days send a copy of the notice to the relevant governing authority. If the notice contains a statement under the preceding subparagraph (2), a copy of such statement shall be placed at the Company for shareholders' inspection. The Company should also send a copy of such statement by prepaid mail to every holder of Overseas-Listed Foreign-Invested Shares at the address registered in the register of shareholders.</p> <p>Where the accountants firm's notice of resignation contains a statement of any circumstance which should be brought to the notice of the shareholders or creditors of the Company, it may require the board of directors to convene a shareholders' extraordinary general meeting for the purpose of receiving an explanation of the circumstances connected with its resignation.</p>	

Existing Articles	Revised Articles
CHAPTER 10: NOTICES AND ANNOUNCEMENTS	
	Section 1: Notices
	<p><u>Article 177. Subject to compliance with laws, administrative regulations, departmental rules and the securities regulatory rules of the place where the Company’s shares are listed, the Company’s notice is given by the following manners:</u></p> <p><u>(I) in person;</u></p> <p><u>(II) by mail;</u></p> <p><u>(III) by announcement;</u></p> <p><u>(IV) making announcement in the Company’s website or the websites designated by a stock exchange subject to compliance with laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company’s shares are listed and these articles of association;</u></p> <p><u>(V) by other means stipulated in these articles of association.</u></p>
	<p><u>Article 178. Where a notice is served by way of announcement, after the publication of such announcement, all related persons shall be deemed to have received the relevant notice.</u></p>

Existing Articles	Revised Articles
	<p><u>Article 179.</u> <u>If the notice of the Company is delivered by hand, the addressee shall sign (or stamp) on the receipt of service, and the date of signature of the addressee shall be the date of service; if a notice of the Company is sent by mail, the date of service shall be the fifth working day after the date of delivery to the post office; if the notice of the Company is sent by fax, the date of delivery shall be the sending date (as shown in the fax report); if the notice of the Company is sent by mail, the date of the entrance of the email in the mail system designated by the recipient shall be the date of service; if a notice of the Company is sent by way of announcement, the date of publication of the first announcement shall be the date of service.</u></p>
	<p><u>Article 180.</u> <u>The meeting and the resolution of the meeting shall not be null and void if the notice of the meeting fails to be delivered to or received by any person entitled to the notice due to accidental omission.</u></p>
	<p style="text-align: center;">Section 2: Announcement</p>
	<p><u>Article 181.</u> <u>The information disclosure website of the Shanghai Stock Exchange (www.sse.com.cn) and the newspapers meeting the requirements of the CSRC are designated by the Company to publish company announcements and other information that needs to be disclosed to domestic shareholders. If an announcement is to be made to Shareholders of H Shares under these Articles of Association, such an announcement shall also be published in accordance with the methods set out in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.</u></p>

Existing Articles	Revised Articles
CHAPTER 11: MERGER, DIVISION, CAPITAL INCREASE, CAPITAL REDUCTION, DISSOLUTION AND LIQUIDATION	
	Section 1 Merger, Division, Capital Increase and Capital Reduction
<p>Article 178. The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company.</p> <p>In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days of the date of the Company's resolution to merge and shall publish a notice in a newspaper within 30 days of the date of the Company's resolution to merge. A creditor has the right within 30 days of receiving such notice from the Company or, for creditors who do not receive the notice within 45 days of the date of the public notice, to demand that the Company repay its debts to that creditor or provide a corresponding guarantee for such debt. Where the company fails to repay its debts or provide corresponding guarantees for such debts, it may not be merged.</p> <p>At the time of merger, rights in relation to debtors and indebtedness of each of the merged parties shall be assumed by the company which survives the merger or the newly established company.</p>	<p>Article 182. The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company.</p> <p><u>Merger by absorption shall mean the absorption by the Company of other company(ies) in which case the absorbed company(ies) shall be dissolved. Merger by the establishment of a new company shall mean the merger of other companies with the Company to form a new company, in which case the parties to the merger shall be dissolved.</u></p> <p><u>Where the price paid by the Company for a merger does not exceed ten percent of the Company's net assets, the merger may be effected without a resolution of the Shareholders' general meeting, unless otherwise provided for in these Articles of Association.</u></p> <p><u>Where the Company mergers pursuant to the aforesaid provision without a resolution of the Shareholders' general meeting, it shall be resolved by the board of directors.</u></p>

Existing Articles	Revised Articles
	<p><u>Article 183. In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten days of the date of the Company’s merger resolution and shall publish a public notice in a newspaper or on the National Enterprise Credit Information Publicity System within thirty days of the date of the Company’s merger resolution.</u></p> <p><u>A creditor has the right, within thirty days upon receipt of the notice, or for those who have not received the notice, within forty-five days from the date of the public announcement, to demand the Company to repay its debts or provide a corresponding guarantee for such debt.</u></p> <p><u>Upon the merger, rights in relation to debtors and indebtedness of each of the merged parties shall be assumed by the company which survives the merger or the newly established company.</u></p>

Existing Articles	Revised Articles
<p>Article 179. When the Company is divided, its assets shall be split up accordingly.</p> <p>In the event of division of the Company, the parties to such division shall execute a division agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days of the date of the Company's resolution to divide and shall publish a notice in a newspaper within 30 days of the date of the Company's resolution to divide. The debts before the event of division of the Company shall be jointly and severally liable by the companies after division. However, there is exception if the Company and creditors have otherwise agreed upon the debt repayment in written agreement before the event of division of the Company.</p> <p>Debts of the Company prior to division are assumed by the post-division companies in accordance with the agreements entered into.</p>	<p>Article 184. When the Company is divided, its assets shall be split up accordingly.</p> <p>In the event of division of the Company, a balance sheet and an inventory of assets <u>shall be prepared</u>. The Company shall notify its creditors within ten days of the date of the Company's resolution to divide and shall publish a notice in a newspaper <u>or on the National Enterprise Credit Information Publicity System</u> within <u>thirty</u> days of the date of the Company's resolution to divide.</p>
	<p><u>Article 185. The debts before the event of division of the Company shall be jointly and severally liable by the companies after division. However, there is exception if the Company and creditors have otherwise agreed upon the debt repayment in written agreement before the event of division of the Company.</u></p>

Existing Articles	Revised Articles
	<p><u>Article 186. The Company shall prepare a balance sheet and an inventory of assets when it reduces its registered capital.</u></p> <p><u>The Company shall notify its creditors within ten days from the date of the resolution on the reduction of its registered capital at Shareholders' general meeting and shall publish a public notice in a newspaper or on the National Enterprise Credit Information Publicity System within thirty days. A creditor has the right, within thirty days upon receipt of the notice, or for those who have not received the notice, within forty-five days from the date of the public announcement, to demand the Company to repay its debts or provide a corresponding guarantee for such debt.</u></p> <p><u>When the Company proposes to reduce its registered capital, it shall correspondingly reduce the amount of capital contribution or shares held by shareholders in proportion to their shareholdings, unless otherwise stipulated by law, administrative regulations, departmental rules, rules of securities regulation of the place where the Company's shares are listed, or these Articles of Association.</u></p>

Existing Articles	Revised Articles
	<p><u>Article 187. Where the Company still incurs losses after making up its losses in accordance with these Articles of Association, it may reduce its registered capital to make up for the losses. If the registered capital is reduced to make up for losses, the Company shall not make distribution to its shareholders, nor exempt the shareholders from their obligation to make capital contribution or calls on share.</u></p> <p><u>The provisions of the Paragraph 2 of Article 186 of these Articles of Association shall not apply to the reduction in the registered capital in accordance with the preceding paragraph. The Company shall publish an announcement in a newspaper or on the National Enterprise Credit Information Publicity System within thirty days from the date of the resolution on the reduction of its registered capital at Shareholders' general meeting.</u></p> <p><u>After reducing its registered capital in accordance with the provisions of the preceding two paragraphs, the Company shall not distribute profits until the cumulative amount of its statutory common reserve fund and discretionary common reserve fund reaches 50% of its registered capital.</u></p> <p><u>If the reduction of the registered capital is in violation of the Company Laws and other relevant regulations, shareholders shall return the funds they have received and the reduced capital contribution of the shareholders shall be restored to its original amount; in case of losses caused to the Company, the shareholders and the liable directors and senior management shall be liable for compensation.</u></p>

Existing Articles	Revised Articles
	<p><u>Article 188. Where an increase in registered capital of the Company is made by means of issue of new shares, the shareholders do not have any pre-emptive right unless otherwise stipulated in these Articles of Association or the Shareholders' general meeting resolves that the shareholders shall have pre-emptive right.</u></p>
	<p><u>Article 189. When the merger or division of the Company involves changes in registered particulars, such changes shall be registered with the company registration authority in accordance with the law. When the Company dissolves, the Company shall cancel its registration in accordance with the law. When a new company is established, its establishment shall be registered in accordance with the law.</u></p> <p><u>When the Company increases or reduces its registered capital, such changes shall be registered with the company registration authority in accordance with the law.</u></p>

Existing Articles	Revised Articles
<p>Article 181. The Company shall be dissolved and liquidated upon the occurrence of any of the following events:</p> <p>(1) a resolution for dissolution is passed by shareholders at a general meeting;</p> <p>(2) dissolution is necessary due to a merger or division of the Company;</p> <p>(3) the Company is legally declared insolvent due to its failure to repay debts due; and</p> <p>(4) the Company is ordered to close down because of its violation of laws and administrative regulation.</p>	<p style="text-align: center;">Section 2: Dissolution and Liquidation</p> <p>Article 190. The Company shall be dissolved <u>for the following reasons:</u></p> <p><u>(1) the term of operation expires, or any dissolution events as stipulated in these Articles of Association occur;</u></p> <p>(2) a resolution for dissolution is passed by shareholders at a general meeting;</p> <p>(3) dissolution is necessary due to a merger or division of the Company;</p> <p><u>(4) the business license of the Company is revoked, or the Company is ordered to close down or is dissolved in accordance with laws;</u></p> <p><u>(5) shareholders holding not less than 10% of the total voting rights of the Company applies to the People’s Court for dissolution when the Company experiences severe difficulties in its operations and management and continual operation of the Company will bring significant losses to the interest of shareholders while there are no other ways to resolve the difficulties.</u></p> <p><u>If the Company encounters the grounds for dissolution as stipulated in the preceding paragraph, it shall publicly announce the grounds for dissolution through the National Enterprise Credit Information Publicity System within ten days.</u></p>

Existing Articles	Revised Articles
	<p><u>Article 191. Where the situation set forth in paragraph (1) and (2) of Article 190 of these Articles of Association occurs, and no property has been distributed to its shareholders, the Company may continue to exist by amending these Articles of Association or resolutions made by the general meeting.</u></p> <p><u>Amendments to these Articles of Association or resolutions made by the general meeting in accordance with preceding paragraph shall be passed by a vote representing more than two-thirds of the voting rights of the shareholders present at the general meeting.</u></p>
	<p><u>Article 192. Should the Company dissolve due to reasons stipulated in the items (1), (2), (4) and (5) of Article 190 of these Articles of Association, it shall be liquidated. The directors, who are the liquidation obligors of the Company, shall set up a liquidation group to carry out liquidation within fifteen days after the occurrence of the dissolution event. The liquidation group shall consist of the directors, unless otherwise provided for in these Articles of Association or another person resolved to be elected at the general meeting. Where the liquidation obligors fail to fulfil their liquidation obligations in a timely manner and cause losses to the Company or creditors, they shall be liable for compensation.</u></p>

Existing Articles	Revised Articles
<p>Article 185. During the liquidation period, the liquidation group shall exercise the following functions and powers:</p> <p>(1) to sort out the Company’s assets and prepare a balance sheet and an inventory of assets respectively;</p> <p>(2) to send notices to creditors or notify them by public notice;</p> <p>(3) to dispose of and liquidate any relevant unfinished business matters of the Company;</p> <p>(4) to pay all outstanding taxes;</p> <p>(5) to settle claims and debts;</p> <p>(6) to deal with the assets remaining after the Company’s debts have been repaid;</p> <p>(7) to represent the Company in any civil litigation proceedings.</p>	<p>Article 193. During the liquidation period, the liquidation group shall exercise the following functions and powers:</p> <p>(1) to sort out the Company’s assets and prepare a balance sheet and an inventory of assets respectively;</p> <p>(2) to send notices to creditors or notify them by public notice;</p> <p>(3) to dispose of and liquidate any relevant unfinished business matters of the Company;</p> <p>(4) to pay all outstanding taxes <u>and the taxes arising during the liquidation process;</u></p> <p>(5) to settle claims and debts;</p> <p>(6) to <u>distribute</u> the assets remaining after the Company’s debts have been repaid;</p> <p>(7) to represent the Company in any civil litigation proceedings.</p>
	<p><u>Article 194. The liquidation group shall notify the creditors within 10 days of its establishment, and publish an announcement in newspapers or on the National Enterprise Credit Information Publicity System within 60 days. The creditors shall file their claims to the liquidation group within 30 days of the date on which the notice is received or 45 days of the date of announcement if no notice is received.</u></p> <p><u>Creditors who file claims shall state matters relating to their claims with supporting evidence. The liquidation group shall register the creditor’s claims.</u></p> <p><u>The liquidation group shall not pay off any debts to any creditors during the period of filing of creditor’s claims.</u></p>

Existing Articles	Revised Articles
<p>Article 186. After sorting out the Company's assets and the preparation of the balance sheet and an inventory of assets, the liquidation group shall formulate a liquidation plan and present it to a Shareholders' general meeting or to the relevant governing authority for confirmation.</p> <p>To the extent that the Company is able to repay its debts, it shall, in the following order, pay: the liquidation expenses, wages of staff and workers, labour insurance fees, outstanding taxes, and the Company's debts.</p> <p>The assets of the Company remaining after its debts have been repaid in accordance with the provisions of the preceding paragraph shall be distributed to its shareholders according to the proportion of their shareholdings.</p> <p>During the liquidation period, the Company shall not commence any new operational activities.</p>	<p>Article 195. After sorting out the Company's assets and the preparation of the balance sheet and an inventory of assets, the liquidation group shall formulate a liquidation plan and present it to a Shareholders' general meeting or to <u>the People's Court</u> for confirmation</p> <p><u>The assets of the Company remaining after payment of liquidation expenses, employee wages, social insurance expenses and statutory compensation, outstanding taxes and the Company's debts, shall be distributed to the Shareholders according to the proportion of their shareholdings.</u></p> <p><u>During the liquidation period, the Company shall subsist but shall not engage in business activities unrelated to liquidation.</u></p> <p><u>The Company's assets shall not be distributed to shareholders prior to making repayment pursuant to the provisions of the preceding paragraph.</u></p>
<p>Article 187. If after putting the Company's assets in order and preparing a balance sheet and an inventory of assets in connection with the liquidation of the Company resulting from dissolution, the liquidation group discovers that the Company's assets are insufficient to repay the Company's debts in full, the liquidation group shall immediately apply to the People's Court for a declaration of insolvency.</p> <p>After a Company is declared insolvent by a ruling of the People's Court, the liquidation group shall turn over liquidation matters to the People's Court.</p>	<p>Article 196. If after putting the Company's assets in order and preparing a balance sheet and an inventory of assets, the liquidation group discovers that the Company's assets are insufficient to repay the Company's debts in full, the liquidation group shall immediately apply to the People's Court for <u>a declaration of insolvency liquidation</u>.</p> <p>After a Company is declared insolvent by a ruling of the People's Court, the liquidation group shall turn over liquidation matters to <u>the bankruptcy administrator appointed by</u> the People's Court.</p>

Existing Articles	Revised Articles
<p>Article 188. Following the completion of liquidation, the liquidation group shall present a report on liquidation and prepare a statement of the receipts and payments during the period of liquidation and financial books and records which shall be audited by Chinese registered accountants and submitted to the Shareholders' general meeting or the relevant governing authority for confirmation.</p> <p>The liquidation group shall also within thirty (30) days after such confirmation, submit the documents referred to in the preceding paragraph to the companies registration authority and apply for cancellation of registration of the Company; and publish a public notice relating to the termination of the Company.</p>	<p>Article 197. Following the completion of liquidation, the liquidation group shall present a report on liquidation which shall be submitted to the Shareholders' general meeting or the People's Court for confirmation and submit to the companies registration authority and apply for cancellation of registration of the Company.</p>
	<p><u>Article 198. The members of the liquidation group shall bear the duties of loyalty and diligence and perform their liquidation duties in accordance with law.</u></p> <p><u>Any member of the liquidation group who neglects to fulfill his/her liquidation duties, thus causing any loss to the Company shall be liable for compensation; and any member of the liquidation group who cause any loss to any creditor due to his/her intentional or gross negligence shall be liable for compensation.</u></p>
	<p><u>Article 199. If the Company is legally declared insolvent, it shall implement insolvency liquidation in accordance with the relevant laws relating to insolvency of an enterprise.</u></p>

Existing Articles	Revised Articles
CHAPTER 12: AMENDMENTS TO THE ARTICLES OF ASSOCIATION	
<p>Article 189. The Company may amend its articles of association in accordance with the requirements of laws, administrative regulations and the Company's articles of association.</p> <p>In the event that the provisions of the articles of association contravene with the requirements of PRC laws, regulations or regulatory documents, the latter shall prevail.</p> <p>Article 190. The amendments to the Company's articles of association involving the contents of the Mandatory Provisions shall become effective upon approvals by the Securities Committee of the State Council and the companies approving department authorized by the State Council. If there is any change relating to the registered particulars of the Company, application shall be made for registration of the changes in accordance with law.</p>	<p>Article 200. <u>The Company shall amend the Articles of Association under the following circumstances:</u></p> <p><u>(I) After the Company Law or relevant laws, administrative regulations, departmental rules or the securities regulatory rules of the place where the Company's shares are listed are amended, the provisions of the Articles of Association conflict with the relevant amended requirements;</u></p> <p><u>(II) The Company's circumstances change and are inconsistent with the matters recorded in the Articles of Association;</u></p> <p><u>(III) The Shareholders' general meeting resolves to amend the Articles of Association.</u></p> <p><u>If the amendment to the Articles of Association passed by a resolution of the Shareholders' general meeting requires approval by the competent authority, it shall be submitted to the competent authority for approval.</u> If there is any change relating to the registered particulars of the Company, application shall be made for registration of the changes in accordance with law.</p> <p><u>The board of directors shall amend the Articles of Association in accordance with the resolution of the Shareholders' general meeting on the amendment to the Articles of Association and the approval opinions of the competent authority.</u></p>
	<p><u>Article 201. If the amendment to the Articles of Association involves information required to be disclosed by laws, administrative regulations, departmental rules or the securities regulatory rules of the place where the Company's shares are listed, it shall be announced in accordance with the requirements.</u></p>

Existing Articles	Revised Articles
CHAPTER 13: SUPPLEMENTARY	
<p>Article 192. Any reference in these articles of association to the publication of public notices in a newspaper shall be interpreted as requiring publication in such newspaper as designated or required in accordance with relevant laws, administrative regulations or rules and, if the relevant notice is required to be given to holder of H Shares, as also requiring the relevant notice to be published in such newspapers as may be required by the term “published in the newspapers” (as defined in the Rules Governing the Listing of Securities on the Stock Exchange).</p> <p>Article 193. In these articles of association, the meaning of an accountants firm is the same as that of “auditors”.</p>	<p><u>Article 202. Definitions:</u></p> <p><u>(1) Controlling shareholder refers to the shareholder who holds more than 50% of the total share capital of a joint stock limited company; or a shareholder who holds less than 50% of the shares but the voting rights attached to those shares held are sufficient to exert significant influence on the resolutions of the Shareholders’ general meeting.</u></p> <p><u>(2) De facto controller refers to a natural person, legal person or other organization which, through an investment relationship, agreement or other arrangements, can control the conduct of the Company.</u></p> <p><u>(3) Connected relationship refers to the relationship of the controlling shareholders, de facto controller, the Directors and senior management officers of the Company with the enterprise under their direct or indirect control, and any other relationships that may lead to the transfer of interests of the Company. However, enterprises controlled by the state are not connected merely because they are both under control of the state.</u></p>
	<p><u>Article 203. The board of directors may formulate by-laws in accordance with the provisions of the Articles of Association, provided that such by-laws shall not be in violation of the Articles of Association. Annexes to these articles of association include rules of procedures of the Shareholders’ general meeting and the rules of procedures of the board of directors.</u></p>

Existing Articles	Revised Articles
	<p>Article 204. <u>These articles of association are written in Chinese. In the event of any discrepancy between the Articles of Association in any other language or of different version and these articles of association, the latest Chinese version of the Articles of Association of the Company registered with the companies registration authority shall prevail.</u></p>
	<p>Article 205. <u>The expressions of “above”, “within” and “below” used in these articles of association shall include the figure itself; and the expressions of “exceed”, “beyond”, “lower than” and “more than” shall not include the figure itself.</u></p>
	<p>Article 206. <u>The interpretation of these articles of association shall be vested to the board of directors of the Company.</u></p>

Note 1: In accordance with the Company Law and the Guidelines for Articles of Association of Listed Companies, all the terms of “Shareholders’ general meeting (股東大會)” were amended to “Shareholders’ general meeting (股東會)” in the full text of the Chinese version of these articles of association.

Note 2: In accordance with the Company Law and the Guidelines for Articles of Association of Listed Companies, the Company has abolished the establishment of supervisor position and the supervisory committee. The original duties of the supervisory committee have been assumed by the audit and risk management committee.

Note 3: Due to the abolishment of the Mandatory Provisions for the Articles of Association of Companies to be Listed Outside China (《到境外上市公司章程必備條款》), the original Chapter 9 “Special Procedures for Voting by a Class of Shareholders” and Chapter 24 “Settlement of Disputes” have been deleted from these articles of association.

Appendix II

COMPARISON TABLE OF THE AMENDMENTS TO THE RULES FOR PROCEDURES FOR GENERAL MEETINGS OF CHINA EASTERN AIRLINES CORPORATION LIMITED

Existing Articles	Revised Articles
<p>Article 1 These Rules are formulated in accordance with the relevant requirements under 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 “Guidelines for the Articles of Association of Listed Companies”, the “Rules for General Meetings of Listed Companies” issued by the China Securities Regulatory Commission and the “Articles of Association of China Eastern Airlines Corporation Limited (the “Company”))” (hereinafter referred to as the “Articles of Association”) with an aim to ensure the smoothness of Shareholders’ general meeting of the Company, to standardize the organization and activities of the Shareholders’ general meeting, improve the efficiency of the Shareholders’ general meeting, to protect the legitimate interests of Shareholders and to ensure that the Shareholders’ general meeting lawfully exercises its functions and the effectiveness and legitimacy of its procedures and resolutions.</p>	<p>Article 1 These Rules are formulated in accordance with the relevant requirements under 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 “Guidelines for the Articles of Association of Listed Companies”, the “Rules for General Meetings of Listed Companies” issued by the China Securities Regulatory Commission and the “Articles of Association of China Eastern Airlines Corporation Limited (the “Company”))” (hereinafter referred to as the “Articles of Association”) with an aim to ensure the smoothness of Shareholders’ general meeting of the Company, to standardize the organization and activities of the Shareholders’ general meeting, improve the efficiency of the Shareholders’ general meeting, to protect the legitimate interests of shareholders and to ensure that the Shareholders’ general meeting lawfully exercises its functions and the effectiveness and legitimacy of its procedures and resolutions.</p>

Existing Articles	Revised Articles
<p>The Company shall hold Shareholders' general meetings strictly in accordance with the laws, administrative regulations, the Articles of Association and these Rules so as to ensure shareholders being able to lawfully exercise their rights.</p> <p>The board of directors of the Company shall duly perform its duties and organize Shareholders' general meetings as scheduled.</p>	<p>The Company shall hold Shareholders' general meetings strictly in accordance with the laws, administrative regulations, <u>rules and regulations, the securities regulatory rules of the place where the Company's shares are listed</u>, the Articles of Association and these Rules so as to ensure shareholders being able to lawfully exercise their rights.</p> <p>The board of directors of the Company shall duly perform its duties and organize Shareholders' general meetings as scheduled. <u>All directors of the Company shall be diligent and responsible so as to ensure that Shareholders' general meeting is held normally and exercise their functions on a legal basis.</u></p>
<p>Article 2 The Shareholders' general meeting is the organ of authority of the Company and shall exercise its functions and powers in accordance with law:</p> <p>(1) to decide on the Company's operational policies and investment plans;</p> <p>(2) to elect and replace directors (excluding employee representative directors) and decide on matters relating to the remuneration of directors;</p> <p>(3) to elect and replace the supervisors who are representatives of shareholders and decide on matters relating to the remuneration of supervisors;</p> <p>(4) to examine and approve reports of the board of directors;</p>	<p>Article 2 <u>The Shareholders' general meeting of the Company is formed by all shareholders.</u> The Shareholders' general meeting is the organ of authority of the Company and shall exercise its functions and powers in accordance with law:</p> <p>(1) to elect and replace directors <u>who are not the representatives of employees</u> and decide on matters relating to the remuneration of directors;</p> <p>(2) to examine and approve reports of the board of directors;</p> <p>(3) to examine and approve the Company's profit distribution plans and plans for making up losses;</p> <p>(4) to decide on increases or reductions in the Company registered capital;</p>

Existing Articles	Revised Articles
<p>(5) to examine and approve reports of the supervisory committee;</p> <p>(6) to examine and approve the Company's proposed annual preliminary and final financial budgets;</p> <p>(7) to examine and approve the Company's profit distribution plans and plans for making up losses;</p> <p>(8) to decide on increases or reductions in the Company registered capital;</p> <p>(9) to decide on the issue of debentures by the Company;</p> <p>(10) to decide on matters such as merger, division, spin-off, change in company form, dissolution and liquidation of the Company;</p> <p>(11) to decide on the appointment, dismissal and disengagement of the accountants of the Company;</p> <p>(12) to amend the Articles of Association;</p> <p>(13) to examine and approve changes in the use of proceeds;</p> <p>(14) to examine and approve share incentive plan and employee shareholding scheme of the Company;</p>	<p>(5) to authorize the Board to decide on the <u>issue of</u> debentures by the Company;</p> <p>(6) to decide on matters such as merger, division, spin-off, change in company form, dissolution and liquidation of the Company;</p> <p>(7) to decide on the appointment, dismissal and disengagement of the accountants of the Company;</p> <p>(8) to amend the Articles of Association;</p> <p>(9) to examine and approve changes in the use of proceeds;</p> <p>(10) to examine and approve share incentive plan and employee shareholding scheme of the Company;</p> <p>(11) to examine and approve matters relating to the purchase or disposal of material assets by the Company within one (1) year in excess of 30% of the latest audited total assets of the Company;</p> <p>(12) to approve external guarantees as stipulated in Articles 3 of these Rules;</p> <p>(13) to approve matters relating to financial assistance as stipulated in Article 4 of these Rules;</p>

Existing Articles	Revised Articles
<p>(15) to examine and approve matters relating to the purchase or disposal of material assets by the Company within one (1) year in excess of 30% of the latest audited total assets of the Company;</p> <p>(16) to approve external guarantees as stipulated in Articles 3 of these Rules;</p> <p>(17) to approve matters relating to financial assistance as stipulated in Article 4 of these Rules;</p>	<p>(14) to examine and approve connected transaction with a transaction value of more than RMB30 million and exceeding 5% of the absolute value of the latest audited net assets of the Company (<u>where the listing rules of the place where the Company's shares are listed or the articles of association provide otherwise, such provisions shall prevail</u>);</p> <p>(15) to examine and approve other matters which require resolutions of the shareholders in a Shareholders' general meeting according to relevant laws, administrative regulations, <u>departmental regulations</u>, the <u>securities regulatory</u> rules of the place where the Company's shares are listed, and provisions of the articles of association;</p> <p>(16) to deal with matters which the board of directors may be delegated or authorized by the shareholders in a Shareholders' general meeting.</p>

Existing Articles	Revised Articles
<p>(18) to examine and approve connected transaction (excluding provision of guarantees or monetary assets received as donation) with a transaction value of more than RMB30 million and exceeding 5% of the absolute value of the latest audited net assets of the Company;</p> <p>(19) to examine and approve other matters which require resolutions of the shareholders in a Shareholders' general meeting according to relevant laws, administrative regulations, the listing rules of the place where the Company's shares are listed, and provisions of the articles of association;</p> <p>(20) to deal with matters which the board of directors may be delegated or authorized to deal with by the shareholders in a Shareholders' general meeting. A Shareholders' general meeting shall not authorize the board of directors to perform statutory duties that a Shareholders' general meeting is supposed to perform.</p> <p>For the matters which can be exempted from or waived for consideration and disclosure under relevant provisions of laws, administrative regulations, and the listing rules of the place(s) where the Company's shares are listed, the Company may be exempted from or apply for a waiver for being exempted from such consideration and disclosure under relevant provisions.</p>	<p><u>Subject to resolutions of the Shareholders' general meeting, or resolutions of the board of directors authorized by the Articles of Association or the shareholders in a Shareholders' general meeting, the Company may issue shares or corporate bonds convertible into shares, provided that such issuances shall strictly comply with laws, administrative regulations, and rules of the China Securities Regulatory Commission and the stock exchange.</u></p> <p><u>Save as otherwise provided by laws, administrative regulations, China Securities Regulatory Commission regulations or stock exchange rules,</u> the general meeting shall not authorize the board of directors <u>or other institutions and individuals</u> to perform statutory duties that the general meeting is supposed to perform <u>on their behalf</u>.</p> <p>For the matters which can be exempted from or waived for consideration and disclosure under relevant provisions of laws, administrative regulations, departmental rules and the securities regulatory rules of the place(s) where the Company's shares are listed, the Company may be exempted from or apply for a waiver for being exempted from such consideration and disclosure under relevant provisions.</p>

Existing Articles	Revised Articles
<p>Article 3 The provision of external guarantee by the Company shall be subject to consideration and approval by the general meeting if:</p> <p>(1) the provision of any guarantee where the total amount of the external guarantee by the Company and its subsidiaries exceeds 50% of the latest audited net assets;</p> <p>(2) the provision of any guarantee where the total amount of the external guarantee by the Company exceeds 30% of the latest audited total assets;</p> <p>(3) any guarantee where the amount of the guarantee by the Company within one year exceeds 30% of the latest audited total assets;</p> <p>(4) the provision of any guarantee to any guaranteed party with a gearing ratio exceeding 70%;</p> <p>(5) the provision of any single guarantee in which the amount exceeds 10% of the latest audited net assets;</p> <p>(6) the provision of guarantees to its shareholders, de facto controllers and their related parties.</p>	<p>Article 3 The provision of guarantee by the Company shall be subject to consideration and approval by the general meeting if:</p> <p>(1) the provision of any guarantee where the total amount of the guarantee by the Company and its subsidiaries exceeds 50% of the latest audited net assets;</p> <p>(2) the provision of any guarantee where the total amount of the guarantee by the Company exceeds 30% of the latest audited total assets;</p> <p>(3) any guarantee where the amount of the guarantee by the Company within one year exceeds 30% of the latest audited total assets;</p> <p>(4) the provision of any guarantee to any guaranteed party with a gearing ratio exceeding 70%;</p> <p>(5) the provision of any single guarantee in which the amount exceeds 10% of the latest audited net assets;</p> <p>(6) the provision of guarantees to its shareholders, de facto controllers and their related parties.</p>

Existing Articles	Revised Articles
<p>The above said “guarantee” includes the guarantee to non-wholly owned subsidiaries, etc. For those external guarantees violating relevant laws and regulations, the approval authority and the consideration procedures under the Articles of Association, the Company shall take reasonable and effective measures to release itself from the obligation thereunder or rectify the guarantee in violation to reduce the loss of the Company and protect the interests of the Company and minority shareholders, while looking into the accountability of the relevant personnel.</p>	<p>The above said “guarantee” includes the guarantee to non-wholly owned subsidiaries, etc. For those guarantees violating relevant laws and regulations, the approval authority and the consideration procedures under the Articles of Association, the Company shall take reasonable and effective measures to release itself from the obligation thereunder or rectify the guarantee in violation to reduce the loss of the Company and protect the interests of the Company and minority shareholders, while looking into the accountability of the relevant personnel.</p>
<p>Article 4 The following financial assistance (including interest-bearing or non-interest bearing loans, entrusted loans, etc.) provided by the Company are subject to the consideration and approval of the general meeting, if:</p> <p>(1) a single financial assistance with the amount exceeding 10% of the latest audited net assets of the Company;</p> <p>(2) the gearing ratio in the latest financial statement of the party receiving such assistance is in excess of 70%;</p> <p>(3) the cumulative amount of financial assistance for the past 12 months exceeding 10% of the latest audited net assets of the Company.</p>	<p>Article 4 The following financial assistance (including interest-bearing or non-interest bearing loans, entrusted loans, etc.) provided by the Company are subject to the consideration and approval of the general meeting, if:</p> <p>(1) a single financial assistance with the amount exceeding 10% of the latest audited net assets of the Company;</p> <p>(2) the gearing ratio in the latest financial statement of the party receiving such assistance is in excess of 70%;</p> <p>(3) the cumulative amount of financial assistance for the past 12 months exceeding 10% of the latest audited net assets of the Company.</p> <p><u>(4) other circumstances prescribed by the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company’s shares are listed and the Articles of Association.</u></p>

Existing Articles	Revised Articles
<p data-bbox="89 187 746 549">If the target for assistance is a non-wholly owned subsidiary within the scope of consolidated financial statements of the Company and other shareholders of such non-wholly owned subsidiary are not the Company's controlling shareholder, de facto controller and the related party, the above provisions shall not apply.</p> <p data-bbox="89 591 746 1272">The Company shall not provide financial assistance to its related parties, unless the financial assistance is provided to a related investee company not controlled by the controlling shareholder or de facto controller of the Company and that other shareholders of the investee company also provide such financial assistance under the same conditions in proportion to their capital contribution. For the provision of financial assistance to such related investee company subject to the above paragraph by the Company, it shall be submitted to the general meeting for consideration.</p> <p data-bbox="89 1315 746 1789">If the financial assistance violates the relevant laws and regulations, the approval authority thereunder the Articles of Association or consideration procedures, the Company shall take reasonable and effective measures to release itself from the obligation thereunder or rectify the assistance in violation to reduce losses suffered by the Company, protect the interests of the Company and minority shareholders and look into the accountability of the relevant personnel.</p>	<p data-bbox="772 187 1509 506">If the target for assistance is a non-wholly owned subsidiary within the scope of consolidated financial statements of the Company and other shareholders of such non-wholly owned subsidiary are not the Company's controlling shareholder, de facto controller and the related party, the above provisions shall not apply.</p> <p data-bbox="772 549 1509 1108">The Company shall not provide financial assistance to its related parties, unless the financial assistance is provided to a related investee company not controlled by the controlling shareholder or de facto controller of the Company and that other shareholders of the investee company also provide such financial assistance under the same conditions in proportion to their capital contribution. For the provision of financial assistance to such related investee company subject to the above paragraph by the Company, it shall be submitted to the general meeting for consideration.</p> <p data-bbox="772 1151 1509 1549">If the financial assistance violates the relevant laws and regulations, the approval authority thereunder the Articles of Association or consideration procedures, the Company shall take reasonable and effective measures to release itself from the obligation thereunder or rectify the assistance in violation to reduce losses suffered by the Company, protect the interests of the Company and minority shareholders and look into the accountability of the relevant personnel.</p>

Existing Articles	Revised Articles
Chapter 2 General Provisions for Shareholders' General Meetings	Chapter 2 General Provisions for Shareholders' General Meetings
<p>Article 5 Shareholders' general meetings are divided into annual general meetings and extraordinary general meetings. Annual general meetings are held once every year and within six (6) months from the end of the preceding financial year. In case that the Company is unable to hold a Shareholders' general meeting within the aforesaid time frame, it shall report and explain the reasons to the local office of the CSRC in the region where the Company operates and the Shanghai Stock Exchange (hereinafter referred to as the "Stock Exchange"), and make an announcement.</p>	<p>Article 5 Shareholders' general meetings are divided into annual general meetings and extraordinary general meetings. Annual general meetings are held once every year and within six (6) months from the end of the preceding financial year. In case that the Company is unable to hold a Shareholders' general meeting within the aforesaid time frame, it shall report and explain the reasons to the local office of the CSRC in the region where the Company operates and the Shanghai Stock Exchange (hereinafter referred to as the "Stock Exchange"), and make an announcement.</p>
<p>Article 6 Under any of the following circumstances, the board of directors shall convene an extraordinary general meeting within two months of the date of the occurrence:</p> <p>(1) when the number of directors is less than the number of directors required by the Company Law or two thirds of the number of directors 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 share capital;</p> <p>(3) any shareholder(s) individually or jointly holding 10 percent or more (including 10%) of the Company's issued and outstanding shares carrying voting rights request(s) in writing the convening of an extraordinary general meeting;</p>	<p>Article 6 Under any of the following circumstances, the <u>Company</u> shall convene an extraordinary general meeting within two months of the date of the occurrence:</p> <p>(1) when the number of directors is less than the number of directors required by the Company Law or two thirds of the number of directors 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 share capital;</p> <p>(3) any shareholder(s) individually or jointly holding 10 percent or more (including 10%) of the Company's issued and outstanding shares carrying voting rights request(s) in writing the convening of an extraordinary general meeting;</p>

Existing Articles	Revised Articles
<p>(4) when deemed necessary by the board of directors;</p> <p>(5) when proposed by the supervisory committee;</p> <p>(6) other circumstances subject to the laws, administrative regulations, departmental rules or the Articles of Association.</p> <p>The number of shares held referred to in (3) above shall be calculated on the date when the shareholders put forward a written request.</p>	<p>(4) when deemed necessary by the board of directors;</p> <p>(5) when proposed by <u>the audit and risk management committee of the board of directors</u>;</p> <p>(6) other circumstances subject to the laws, administrative regulations, departmental rules, <u>the securities regulatory rules of the place where the Company's shares are listed</u> or the Articles of Association.</p> <p>The number of shares held referred to in (3) above shall be calculated on the date when the shareholders put forward a written request.</p>
<p>Article 7 When the Company convenes a Shareholders' general meeting, the board of directors shall engage lawyers who possess the qualification to engage in securities business to attend the Shareholders' general meeting and advise on the following issues with announcements made thereon in accordance with the relevant provisions of the securities regulatory authorities and stock exchanges:</p> <p>(1) whether the procedures of convening and holding the Shareholders' general meetings are in compliance with laws, administrative regulations, the Articles of Association and these Rules;</p> <p>(2) whether the persons attending the general meeting and the convenor are legally entitled to do so;</p> <p>(3) whether the voting procedures and results are valid;</p> <p>(4) legal opinions for other matters as requested by the Company.</p> <p>The board of directors of the Company may also engage notary public to attend the Shareholders' general meeting.</p>	<p>Article 7 When the Company convenes a Shareholders' general meeting, the board of directors shall engage lawyers to attend the Shareholders' general meeting and advise on the following issues with announcements made thereon in accordance with the relevant provisions of the <u>securities regulatory rules of the place where the Company's shares are listed</u> and stock exchanges:</p> <p>(1) whether the procedures of convening and holding the Shareholders' general meetings are in compliance with laws, administrative regulations, the Articles of Association and these Rules;</p> <p>(2) whether the persons attending the general meeting and the convenor are legally entitled to do so;</p> <p>(3) whether the voting procedures and results are valid;</p> <p>(4) legal opinions for other matters as requested by the Company.</p> <p>The board of directors of the Company may also engage notary public to attend the Shareholders' general meeting.</p>

Existing Articles	Revised Articles
<p>Article 8 Shareholders' general meeting is formed by all shareholders of the Company who are legal persons or natural persons holding the shares of the Company. When the Company convenes a Shareholders' general meeting, distributes dividends, commences liquidation or participates in other activities requiring the identification of equity, the board of director shall decide the record date. The shareholders whose names appear on the register of shareholders at the close of business on the record date, shall be shareholders of the Company. The share register shall be sufficient evidence of the holding of the Company's shares by a shareholder. The Company shall keep a share register in accordance with the evidence provided by the share registrar.</p>	<p>Article 8 Shareholders' general meeting is formed by all shareholders of the Company who are legal persons or natural persons holding the shares of the Company. When the Company convenes a Shareholders' general meeting, distributes dividends, commences liquidation or participates in other activities requiring the <u>identification of shareholders</u>, the board of director <u>or convener of Shareholders' general meeting</u> shall decide the record date. The shareholders whose names appear on the register of shareholders <u>after the close of trading</u> on the record date, shall <u>enjoy the relevant rights</u>. The Company shall keep a share register in accordance with the evidence provided by the share registrar. The share register shall be sufficient evidence of the holding of the Company's shares by a shareholder.</p>
<p>Article 9 Directors, supervisors, general manager and other senior management, accountants from the accounting firm engaged by the Company, legal consultant and other persons approved by the board of directors before the meeting are entitled to attend the meeting. The chairman of the meeting can assign the staff to verify, if necessary, the qualification of the shareholders, their proxies or other attendees and such person shall cooperate.</p>	<p>Article 9 Directors, general manager and other senior management, accountants from the accounting firm engaged by the Company, legal consultant and other persons approved by the board of directors before the meeting are entitled to attend the meeting. The chairman of the meeting can assign the staff to verify, if necessary, the qualification of the shareholders, their proxies or other attendees and such person shall cooperate.</p>

Existing Articles	Revised Articles
<p style="text-align: center;">Chapter 3 Convening of Shareholders' General Meeting</p>	<p style="text-align: center;">Chapter 3 Convening of Shareholders' General Meeting</p>
<p>Article 10 Shareholders' general meeting shall be convened and chaired by the chairman of the Board of Directors. If the chairman is unable to attend the meeting for any reason, the vice-chairman of the Board of Directors shall convene and chair the meeting. If both the chairman and vice-chairman of the Board of Directors are unable to attend the meeting, then the Board of Directors may designate a director to convene and hold the meeting. If no chairman of the meeting has been so designated, shareholders present may elect a personnel to be the chairman of the meeting. If for any reason, the shareholders fail to elect a chairman, then the shareholder (including proxy) present and holding the largest number of shares carrying the right to vote shall be the chairman of the meeting.</p> <p>If a general meeting is convened by supervisory committee, the chairman of the supervisory committee shall preside over the meeting. If the chairman of the supervisory committee is unable to discharge the duty or will not discharge the duty, more than one half of the supervisors shall jointly designate a supervisor to preside over the meeting.</p>	<p>Article 10 Shareholders' general meeting shall be convened <u>by the Board of Directors</u> and chaired by <u>the chairman of the Board of Directors</u>. If the chairman is unable to or fail to perform his duties and responsibilities, the vice-chairman of the Board of Directors shall convene and chair the meeting. If both the chairman and vice-chairman of the Board of Directors are unable to or fail to perform their duties and responsibilities, a director of the Company jointly elected by more than half of the Directors shall convene and chair the meeting on his behalf. If no chairman of the meeting has been so designated, shareholders present may elect a personnel to be the chairman of the meeting. If for any reason, the shareholders fail to elect a chairman, then the shareholder (including proxy) present and holding the largest number of shares carrying the right to vote shall be the chairman of the meeting.</p> <p>If a general meeting is convened by <u>the audit and risk management committee of the board of directors</u>, the chairman of the <u>audit and risk management committee of the board of directors</u> shall preside over the meeting. If the chairman of the <u>audit and risk management committee of the board of directors</u> is unable to discharge the duty or will not discharge the duty, more than one half of the <u>members of the audit and risk management committee of the board of directors</u> shall jointly designate a <u>member</u> to preside over the meeting.</p>

Existing Articles	Revised Articles
<p>If a general meeting is convened by the shareholders themselves, the convener shall nominate a representative to preside over the meeting.</p> <p>At a general meeting, if the chairman of the meeting contravenes the meeting procedures, making the general meeting impossible to proceed, with consent from more than one half of the attendant shareholders with voting rights, a person may be nominated at the general meeting to serve as the chairman and continue with the meeting.</p>	<p>If a general meeting is convened by the shareholders themselves, the convener shall nominate a representative to preside over the meeting. <u>If for any reason the convener fails to elect a chairman, the shareholder (including proxy thereof) holding the most voting shares thereat shall preside over the meeting.</u></p> <p>At a general meeting, if the chairman of the meeting contravenes the meeting procedures, making the general meeting impossible to proceed, with consent from more than one half of the attendant shareholders with voting rights, a person may be nominated at the general meeting to serve as the chairman and continue with the meeting.</p>
<p>Article 11 One half or more of the independent directors are entitled to propose to the Board to convene an extraordinary general meeting. The Board shall, in accordance with laws, administrative regulations and the Articles of Association, inform in writing whether it agrees or disagrees to convene an extraordinary general meeting within ten (10) days upon receipt of the proposal.</p> <p>If the Board agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five (5) days after the resolution is made by the Board. If the Board does not agree to hold the extraordinary general meeting, it shall give the reasons and publish an announcement thereof.</p>	<p>Article 11 <u>Subject to the consent of more than half of all the independent directors, independent directors are entitled to propose to the Board to convene an extraordinary general meeting.</u> The Board shall, in accordance with laws, administrative regulations, <u>departmental rules, the securities regulatory rules of the place where the Company's shares are listed</u> and the Articles of Association, inform in writing whether it agrees or disagrees to convene an extraordinary general meeting within ten (10) days upon receipt of the proposal.</p> <p>If the Board agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five (5) days after the resolution is made by the Board. If the Board does not agree to hold the extraordinary general meeting, it shall give the reasons and publish an announcement thereof.</p>

Existing Articles	Revised Articles
<p>Article 12 The supervisory committee has the right to propose an extraordinary general meeting to be convened to the board of directors, and the proposal shall be made to the board of directors in writing. The board of directors shall in accordance with the laws, administrative regulations and the Articles of Association within 10 days of the receipt of the proposal for convening an extraordinary general meeting, provide a written feedback as to whether or not it agrees to convene the proposed meeting.</p> <p>If the board of directors agrees to convene the proposed extraordinary general meeting, it shall within 5 days of making board resolution give a notice of convening the aforesaid meeting. Any alteration to the original proposal within the notice shall be subject to the agreement of the supervisory committee.</p> <p>If the board of directors does not agree to convene the proposed extraordinary general meeting or fails to provide a feedback within 10 days of the receipt of the proposal, the board of directors shall be deemed as unable to perform or not performing its duty of convening shareholders' meeting, and the supervisory committee is entitled to convene and preside at the proposed meeting.</p>	<p>Article 12 The <u>audit and risk management committee of the board of directors</u> has the right to propose an extraordinary general meeting to be convened to the board of directors, and the proposal shall be made to the board of directors in writing. The board of directors shall in accordance with the laws, administrative regulations, <u>departmental rules, the securities regulatory rules of the place where the Company's shares are listed</u> and the Articles of Association within 10 days of the receipt of the proposal for convening an extraordinary general meeting, provide a written feedback as to whether or not it agrees to convene the proposed meeting.</p> <p>If the board of directors agrees to convene the proposed extraordinary general meeting, it shall within 5 days of making board resolution give a notice of convening the aforesaid meeting. Any alteration to the original proposal within the notice shall be subject to the agreement of the <u>audit and risk management committee of the board of directors</u>.</p> <p>If the board of directors does not agree to convene the proposed extraordinary general meeting or fails to provide a feedback within 10 days of the receipt of the proposal, the board of directors shall be deemed as unable to perform or not performing its duty of convening shareholders' meeting, and the <u>audit and risk management committee of the board of directors</u> is entitled to convene and preside at the proposed meeting.</p>

Existing Articles	Revised Articles
<p>Article 13 Shareholders solely or collectively holding 10% or more of the shares of the Company shall have the right to propose to the board of directors for holding an extraordinary general meeting, and shall put forward the proposal in writing to the board of directors. The board of directors shall, in accordance with the laws, administrative regulations and the Articles of Association, give a written reply on whether to hold the extraordinary general meeting or not within ten (10) days upon receipt of the proposal. If the board of directors does not agree to hold the extraordinary general meeting or fails to give a reply within ten (10) days upon receipt of the proposal, shareholders or collectively holding 10% or more of the shares of the Company shall have the right to propose to the supervisory committee for holding the extraordinary general meeting, and shall put forward the request to the supervisory committee in writing.</p> <p>If the supervisory committee agrees to hold the extraordinary general meeting, it shall serve a notice of such within five (5) days upon receipt of the request. In the event of any change to the original proposal set forth in the notice, the consent of the relevant shareholders shall be obtained.</p>	<p>Article 13 Shareholders solely or collectively holding 10% or more of the shares of the Company shall have the right to propose to the board of directors for holding an extraordinary general meeting, and shall put forward the proposal in writing to the board of directors. The board of directors shall, in accordance with the laws, administrative regulations, <u>departmental rules, the securities regulatory rules of the place where the Company's shares are listed</u> and the Articles of Association, give a written reply on whether to hold the extraordinary general meeting or not within ten (10) days upon receipt of the proposal.</p> <p>If the board of directors does not agree to hold the extraordinary general meeting or fails to give a reply within ten (10) days upon receipt of the proposal, shareholders or collectively holding 10% or more of the shares of the Company shall have the right to propose to <u>the audit and risk management committee of the board of directors</u> for holding the extraordinary general meeting, and shall put forward the request to <u>the audit and risk management committee of the board of directors</u> in writing.</p> <p>If <u>the audit and risk management committee of the board of directors</u> agrees to hold the extraordinary general meeting, it shall serve a notice of such within five (5) days upon receipt of the request. In the event of any change to the original proposal set forth in the notice, the consent of the relevant shareholders shall be obtained.</p>

Existing Articles	Revised Articles
<p>If the supervisory committee fails to serve a notice of the extraordinary general meeting within the prescribed period, it shall be regarded that the supervisory committee will not convene or preside over the meeting, and shareholders solely or collectively holding 10% or more of the shares of the Company for 90 or more consecutive days may hold or preside over the meeting by themselves.</p>	<p>If <u>the audit and risk management committee of the board of directors</u> fails to serve a notice of the extraordinary general meeting within the prescribed period, it shall be regarded that <u>the audit and risk management committee of the board of directors</u> will not convene or preside over the meeting, and shareholders solely or collectively holding 10% or more of the shares of the Company for 90 or more consecutive days may hold or preside over the meeting by themselves.</p>
<p>Article 14 If the supervisory committee or shareholder decides to convene the general meeting on its own, it shall publish the notice for convening the general meeting after giving a notice to the Board of Directors in writing, and reporting to the local offices of China Securities Regulatory Commission and the stock exchanges accordingly.</p> <p>The shareholding proportion of the convening shareholders shall not be lower than 10% prior to the announcement of the resolutions of the general meeting.</p> <p>The supervisory committee and convening shareholder shall submit relevant evidence to the local office of China Securities Regulatory Commission at the place where the Company is located and the stock exchange upon the issuance of the notice of general meeting and the announcement of the resolutions of the general meeting.</p>	<p>Article 14 If <u>the audit and risk management committee of the board of directors</u> or shareholder decides to convene the general meeting on its own, it shall publish the notice for convening the general meeting after giving a notice to the Board of Directors in writing, and reporting to the stock exchanges accordingly.</p> <p>The shareholding proportion of the convening shareholders shall not be lower than 10% prior to the announcement of the resolutions of the general meeting.</p> <p><u>The audit and risk management committee of the board of directors</u> and convening shareholder shall submit relevant evidence to the stock exchange upon the issuance of the notice of general meeting and the announcement of the resolutions of the general meeting.</p>

Existing Articles	Revised Articles
<p>Article 15 When a Shareholders' general meeting is convened by the supervisory committee or by the shareholders, the board of directors and the secretary to the board of directors shall act in concert therewith. The board of directors will provide the register of shareholders as on the record date. Where the board of directors does not provide a register of members, the convener may apply for obtaining it to the securities registration and clearing institution by providing relevant announcement on convention of a Shareholders' general meeting. The register of members obtained by the convener may not be used for other purposes except convention of a general meeting.</p>	<p>Article 15 When a Shareholders' general meeting is convened by <u>the audit and risk management committee of the board of directors</u> or by the shareholders, the board of directors and the secretary to the board of directors shall act in concert therewith. The board of directors will provide the register of shareholders as on the record date. Where the board of directors does not provide a register of members, the convener may apply for obtaining it to the securities registration and clearing institution by providing relevant announcement on convention of a Shareholders' general meeting. The register of members obtained by the convener may not be used for other purposes except convention of a general meeting.</p>
<p>Article 16 Any expenses necessary for holding shareholders' general meetings convened by the supervisory committee or shareholders shall be borne by the listed company.</p>	<p>Article 16 Any expenses necessary for holding shareholders' general meetings convened by <u>the audit and risk management committee of the board of directors</u> or shareholders shall be borne by the listed company.</p>
<p>Chapter 4 Proposals and Notices for Shareholders' General Meetings</p>	<p>Chapter 4 Proposals and Notices for Shareholders' General Meetings</p>
<p>Article 17 According to the matters stipulated in the Articles of Association that require resolution by a class Shareholders' general meeting, the Company shall convene a class Shareholders' general meeting, and the procedures for the class shareholders' general meeting shall be the same as those for the Shareholders' general meeting.</p>	<p>/</p>

Existing Articles	Revised Articles
<p>Article 18 The content of the proposal shall fall within the scope of the authority of the shareholders' general meeting, have a clear subject matter and specific resolution matters, and comply with the relevant provisions of laws, administrative regulations and the articles of association.</p> <p>Article 19 When the Company convenes a Shareholders' general meeting, the board of directors, the supervisory committee and shareholders individually or jointly holding 3% or more of the total shares of the Company are entitled to propose resolutions to the Company.</p> <p>Shareholder(s) either individually or jointly holding 3% or more of the Company's issued and outstanding voting shares may propose extraordinary resolutions and submit the same in writing to the convener ten (10) days prior to the holding of the Shareholders' general meeting. The convener shall, within two (2) days after the receipt of such extraordinary resolutions, issue a supplemental notice of the Shareholders' general meeting, announce the contents of such extraordinary resolutions and submit the same to the Shareholders' general meeting for consideration. Where rules of stock exchanges in the places where the Company is listed provide otherwise, such provisions shall be complied as well. The time for the proposing Shareholders to propose new extraordinary resolutions shall not be later than such time limit for issuing the supplemental notice to the Shareholders and shall consider and provide the Company with reasonable time to prepare and despatch the supplemental notice.</p>	<p>Article 17 The content of the proposal shall fall within the scope of the authority of the shareholders' general meeting, have a clear subject matter and specific resolution matters, and comply with the relevant provisions of laws, administrative regulations, <u>departmental rules, the securities regulatory rules of the place where the Company's shares are listed</u> and the articles of association.</p> <p>Article 18 When the Company convenes a Shareholders' general meeting, <u>the board of directors, the audit and risk management committee of the board of directors</u> and shareholders individually or jointly holding 1% or more of the total shares of the Company are entitled to propose resolutions to the Company.</p> <p>Shareholder(s) either individually or jointly holding 1% or more of the Company's shares may propose extraordinary resolutions and submit the same in writing to the convener ten (10) days prior to the holding of the Shareholders' general meeting. <u>Extraordinary resolutions shall have clear topics and specific resolution matters.</u> The convener shall, within two (2) days after the receipt of such extraordinary resolutions, issue a supplemental notice of the Shareholders' general meeting, announce the contents of such extraordinary resolutions and submit the same to the Shareholders' general meeting for consideration. <u>However, extraordinary resolutions that violate laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association, or are not within the authority of the Shareholders' general meeting, shall be excluded.</u></p>

Existing Articles	Revised Articles
<p>The aforesaid proposed resolutions shall be reviewed by the Company's board of directors and shall be included in the agenda of such meeting if the matters fall within the scope of terms of reference of the Shareholders' general meeting. The convener shall announce the content of the extraordinary resolutions by issuing a supplemental notice of the general meeting upon receipt of the proposed resolutions as soon as possible. If the board of directors considers that the content of the proposed resolutions do not fall within the scope of terms of reference of the general meeting, explanation and description shall be given at such general meeting, which, together with the content of such proposed resolutions and explanation of the board of directors, shall be published along with the resolutions of the general meeting in announcement after the conclusion of the meeting.</p> <p>Except as prescribed in the preceding paragraph, the convener, after issuing the notice of the Shareholders' general meeting, shall neither revise the resolutions stated in the notice of the Shareholders' general meeting nor add new resolutions.</p> <p>No voting may take place and no resolutions may be made at the Shareholders' general meeting on proposals which are not set out in the notice of general meeting or do not meet the requirements of Article 23 hereof.</p>	<p>Except as prescribed in the preceding paragraph, the convener, after issuing the notice of the Shareholders' general meeting, shall neither revise the resolutions stated in the notice of the Shareholders' general meeting nor add new resolutions.</p> <p>No voting may take place and no resolutions may be made at the Shareholders' general meeting on proposals which are not set out in the notice of general meeting or do not meet the requirements of Article 17 hereof.</p>

Existing Articles	Revised Articles
<p>Article 20 When the Company convenes an annual general meeting, written notice of the meeting shall be given to Shareholders who are entitled to attend this general meeting at least twenty (20) days before the date of the meeting. When the Company convenes an extraordinary general meeting, written notice of the meeting shall be given to Shareholders who are entitled to attend this general meeting at least fifteen (15) days before the date of the meeting. Holders of A shares shall be notified by announcement, and holders of H shares shall be notified in writing or in other forms stipulated in the articles of association of the Company. The notice of a class meeting shall only be given the shareholders who have the right to vote at the meeting.</p> <p>Where laws, administrative regulations, departmental rules and the authorities in charge of the securities or stock exchanges in the places where the Company's shares are listed provide otherwise, such provisions shall prevail.</p>	<p>Article 19 When the Company convenes an annual general meeting, written notice of the meeting shall be given to Shareholders who are entitled to attend this general meeting at least twenty (20) days before the date of the meeting. When the Company convenes an extraordinary general meeting, written notice of the meeting shall be given to Shareholders who are entitled to attend this general meeting at least fifteen (15) days before the date of the meeting. Holders of A shares shall be notified by announcement, and holders of H shares shall be notified in writing or in other forms stipulated in the articles of association of the Company.</p> <p>Where laws, administrative regulations, departmental rules and the authorities in charge of the securities or stock exchanges in the places where the Company's shares are listed provide otherwise, such provisions shall prevail.</p>
<p>Article 21 The notice and supplementary notice of the Shareholders' general meeting shall fully disclose the content of all proposals, as well as the information or explanations necessary for shareholders to make a reasonable judgment on the matters to be discussed. Where the matters to be discussed require the independent directors to express their opinions, the opinions of the independent directors and the reasons therefor shall be disclosed simultaneously when the notice or supplementary notice of the Shareholders' general meeting is issued.</p>	<p>Article 20 The notice and supplementary notice of the Shareholders' general meeting shall fully disclose the content of all proposals, as well as the information or explanations necessary for shareholders to make a reasonable judgment on the matters to be discussed. Where the matters to be discussed require the independent directors to express their opinions, the opinions of the independent directors and the reasons therefor shall be disclosed simultaneously when the notice or supplementary notice of the Shareholders' general meeting is issued.</p>

Existing Articles	Revised Articles
<p>Article 22 The list of candidates for directors (excluding employee representative directors) and supervisors shall be proposed to the shareholders' general meeting for voting. In the event that matters involving the election of directors (excluding employee representative directors) and supervisors are to be considered at the shareholders' general meeting, the notice of such shareholders' general meeting shall fully disclose the detailed information of the candidates for such directors (excluding employee representative directors) and supervisors, which shall at least include the following:</p> <p>(1) personal background including education background, work experience and part-time jobs;</p> <p>(2) whether there is any connected relationship with the Company or its controlling shareholders and de facto controller;</p> <p>(3) Amount of shareholdings held in the Company;</p> <p>(4) whether or not they have been penalized by the CSRC and other relevant authorities and stock exchange.</p> <p>Apart from directors (excluding employee representative directors) and supervisors elected through the cumulative voting system, each candidate of director (excluding employee representative directors) or supervisor shall be individually proposed.</p>	<p>Article 21 The list of candidates for directors shall be proposed to the shareholders' general meeting for voting. In the event that matters involving the election of directors are to be considered at the shareholders' general meeting, the notice of such shareholders' general meeting shall fully disclose the detailed information of the candidates for such directors, which shall at least include the following:</p> <p>(1) personal background including education background, work experience and part-time jobs;</p> <p>(2) whether there is any connected relationship with the Company or its controlling shareholders and de facto controller;</p> <p>(3) Amount of shareholdings held in the Company;</p> <p>(4) whether or not they have been penalized by the CSRC and other relevant authorities and stock exchange.</p> <p>Apart from directors elected through the cumulative voting system, each candidate of director shall be individually proposed.</p>

Existing Articles	Revised Articles
<p>Article 23 A proposal for consideration at a Shareholders' general meeting shall meet the following requirements:</p> <p>(1) its content does not contravene any laws or regulations or these articles of association, and falls within the scope of the permissible matters for consideration at the Shareholders' general meeting;</p> <p>(2) there is definite topic(s) and specific matter(s) for resolution;</p> <p>(3) It shall be submitted or delivered to the board of directors in writing, and the board of directors shall decide whether to include it in the agenda of the Shareholders' general meeting.</p>	<p>Article 22 A proposal for consideration at a Shareholders' general meeting shall meet the following requirements:</p> <p>(1) its content does not contravene any laws, <u>administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed,</u> or these articles of association, and falls within the scope of the permissible matters for consideration at the Shareholders' general meeting;</p> <p>(2) there is definite topic(s) and specific matter(s) for resolution;</p> <p>(3) It shall be submitted or delivered to the board of directors in writing, and the board of directors shall decide whether to include it in the agenda of the Shareholders' general meeting.</p>
<p>Article 24 The board of directors of the Company shall examine the motions to the Shareholders' general meeting in the best interest of the Company and its shareholders in accordance with the provisions of these Rules.</p>	<p>Article 23 The board of directors of the Company shall examine the motions to the Shareholders' general meeting in the best interest of the Company and its shareholders in accordance with the provisions of these Rules.</p>
<p>Article 25 The board of directors shall review temporary proposals for the annual Shareholders' general meeting described in these Rules based on the following principles:</p>	<p>Article 24 The board of directors shall review temporary proposals for the annual Shareholders' general meeting described in these Rules based on the following principles:</p>

Existing Articles	Revised Articles
<p>(1) Relevance. The board of directors shall review the Shareholder’s proposal and submit it to the Shareholders’ general meeting for discussion if the issues involved in the shareholder’s proposal are directly related to the Company and do not exceed the terms of reference of the Shareholders’ general meeting as stipulated by laws, regulations and these articles of association. Matters which fail to meet the above criteria shall not be submitted for discussion at the Shareholders’ general meeting. The board of directors shall give explanations and reasons at the Shareholders’ general meeting if it decides not to propose the motions raised by shareholders for voting at Shareholders’ general meeting. It shall also publish the content of the motions and the explanations of the board of directors together with resolutions of the Shareholders’ general meeting following the conclusion of the Shareholders’ general meeting;</p> <p>(2) Procedural issues. The Board of Directors may decide on procedural issues concerning motions proposed by shareholders. If a proposal is to be split or voted on together with other proposals, the original proposer’s consent must be obtained. In the event of any objection to the change by the proposer, the chairman of the Shareholders’ general meeting may present the procedural issue to the Shareholders’ general meeting for decision and discussions shall be conducted in accordance with the procedures determined by the Shareholders’ general meeting.</p>	<p>(1) Relevance. The board of directors shall review the Shareholder’s proposal and submit it to the Shareholders’ general meeting for discussion if the issues involved in the shareholder’s proposal are directly related to the Company and do not exceed the terms of reference of the Shareholders’ general meeting as stipulated by laws, regulations and these articles of association. Matters which fail to meet the above criteria shall not be submitted for discussion at the Shareholders’ general meeting. The board of directors shall give explanations and reasons at the Shareholders’ general meeting if it decides not to propose the motions raised by shareholders for voting at Shareholders’ general meeting. It shall also publish the content of the motions and the explanations of the board of directors together with resolutions of the Shareholders’ general meeting following the conclusion of the Shareholders’ general meeting;</p> <p>(2) Procedural issues. The board of directors may decide on procedural issues concerning motions proposed by shareholders. If a proposal is to be split or voted on together with other proposals, the original proposer’s consent must be obtained. In the event of any objection to the change by the proposer, the chairman of the Shareholders’ general meeting may present the procedural issue to the Shareholders’ general meeting for decision and discussions shall be conducted in accordance with the procedures determined by the Shareholders’ general meeting.</p>

Existing Articles	Revised Articles
<p>Article 26 Where the board of directors proposes to change the use of raised funds, it shall specify in the notice of the Shareholders' general meeting the reasons for the change, an overview of the new project, and its impact on the Company's future.</p>	<p>Article 25 Where the board of directors proposes to change the use of raised funds, it shall specify in the notice of the Shareholders' general meeting the reasons for the change, an overview of the new project, and its impact on the Company's future.</p>
<p>Article 27 Any motion relating to public offers of shares requiring approval from the China Securities Regulatory Commission shall be put forward as a special motion.</p>	<p>Article 26 Any motion relating to public offers of shares requiring <u>registration or approval</u> from the China Securities Regulatory Commission shall be put forward as a special motion.</p>
<p>Article 28 After the Board of Directors reviews and approves the annual report, it shall make a resolution on the profit distribution plan and submit it as a proposal to the Shareholders' general meeting. When the Board of Directors proposes a plan to convert capital reserves into share capital, it must explain the reasons for the increase in detail and disclose it in an announcement. When announcing a share distribution or capital reserve conversion plan, the Board of Directors should disclose the earnings per share and net assets per share before and after the distribution or conversion, as well as the impact on the Company's future development.</p>	<p>Article 27 After the Board of Directors reviews and approves the annual report, it shall make a resolution on the profit distribution plan and submit it as a proposal to the Shareholders' general meeting. When the Board of Directors proposes a plan to convert capital reserves into share capital, it must explain the reasons for the increase in detail and disclose it in an announcement. When announcing a share distribution or capital reserve conversion plan, the Board of Directors should disclose the earnings per share and net assets per share before and after the distribution or conversion, as well as the impact on the Company's future development.</p>

Existing Articles	Revised Articles
<p data-bbox="89 187 746 946">Article 29 The audit committee of the Board of Directors shall be responsible for matters relating to the appointment, dismissal, non-renewal and related fees of the accounting firm, and shall make recommendations to the Board of Directors, and submit proposals to the Shareholders' general meeting through the Board of Directors, which shall be voted on and approved by the Shareholders' general meeting. In the event that the Board of Directors proposes to dismiss or not to re-appoint the accountants, prior notice shall be given to the accountants concerned and the Board of Directors shall explain the reasons thereof to the Shareholders' general meeting. The relevant accountants shall be entitled to give their opinions in the Shareholders' general meeting.</p> <p data-bbox="89 989 746 1706">In the event that the Board of Directors dismisses the accountants due to proper reasons during time not having a Shareholders' general meeting, it may appoint other accountants as a temporary replacement provided that such appointment shall be ratified and approved in the coming Shareholders' general meeting. In the event that the registered accountant resigns, the Board of Directors shall state the reasons for such resignation in the coming Shareholders' general meeting. The resigned registered accountant is liable to address the Shareholders' general meeting whether the Company has acted improperly or not in writing or assigning a representative to attend the Shareholders' general meeting.</p>	<p data-bbox="770 187 1508 904">Article 28 The <u>audit and risk management</u> committee of the Board of Directors shall be responsible for matters relating to the appointment, dismissal, non-renewal and related fees of the accounting firm, and shall make recommendations to the Board of Directors, and submit proposals to the Shareholders' general meeting through the Board of Directors, which shall be voted on and approved by the Shareholders' general meeting. In the event that the Board of Directors proposes to dismiss or not to re-appoint the accountants, prior notice shall be given to the accountants concerned and the Board of Directors shall explain the reasons thereof to the Shareholders' general meeting. The relevant accountants shall be entitled to give their opinions in the Shareholders' general meeting.</p> <p data-bbox="770 946 1508 1223">In the event that the Board of Directors dismisses the accountants due to proper reasons during time not having a Shareholders' general meeting, it may appoint other accountants as a temporary replacement provided that such appointment shall be ratified and approved in the coming Shareholders' general meeting.</p> <p data-bbox="770 1266 1508 1627">In the event that the registered accountant resigns, the Board of Directors shall state the reasons for such resignation in the coming Shareholders' general meeting. The resigned registered accountant is liable to address the Shareholders' general meeting whether the Company has acted improperly or not in writing or assigning a representative to attend the Shareholders' general meeting.</p>

Existing Articles	Revised Articles
<p>Article 30 After issue of notice of Shareholders’ general meeting by the Company about election of Directors (excluding employees’ representative director) and Supervisors, shareholders holding individually or in aggregate more than 3% of the voting shares of the Company may propose nominees of Directors (excluding employees’ representative director) and Supervisors before the Shareholders’ general meeting for review by the Board of Directors in accordance with the procedures for amending the proposals for the Shareholders’ general meeting before submission to Shareholders’ general meeting for examination.</p>	<p>Article 29 After issue of notice of Shareholders’ general meeting by the Company about election of Directors (excluding employees’ representative director), shareholders holding individually or in aggregate more than 1% of the voting shares of the Company may propose nominees of Directors (excluding employees’ representative director) before the Shareholders’ general meeting for review by the Board of Directors in accordance with the procedures for amending the proposals for the Shareholders’ general meeting before submission to Shareholders’ general meeting for examination.</p>
<p>Article 31 A The notice of the Shareholders’ general meeting shall include the following contents:</p> <p>(1) it shall be made in writing;</p> <p>(2) it shall specify the venue, date time for the meeting;</p> <p>(3) it shall state the matters to be discussed at the meeting;</p> <p>(4) it shall provide such information and explanations as are necessary for the Shareholders to make an informed decision on the proposals put before them. This principle shall include (but not limited to), where a proposal is made by the Company for merger, repurchase of shares, restructure of share capital, or reorganisation of the Company in any other way, the specific terms of the proposed conditions and contract, if any, and its cause and effect shall be conscientiously explained;</p>	<p>Article 30 The notice of the Shareholders’ general meeting shall include the following contents:</p> <p><u>(1) the time, place and duration of the meeting;</u></p> <p><u>(2) state the matters and proposals to be considered at the meeting;</u></p> <p><u>(3) contain a conspicuous statement that all ordinary shareholders are entitled to attend the Shareholders’ general meeting and may appoint one or more proxies to attend and vote on their behalf and a proxy need not be a shareholder of the Company;</u></p> <p><u>(4) it shall specify the record date of equity of the shareholders entitled to attend the Shareholders’ general meeting;</u></p>

Existing Articles	Revised Articles
<p>(5) it shall contain a disclosure of the nature and extent, if any, of the material interests if any director, supervisor, general manager, deputy general manager and other senior administrative officers are materially interested in the matters for discussion. If the effects of the matters for discussion on them in their respective capacity as shareholders are different from the effects on the effects of other shareholders of the same class, the difference shall be set out;</p> <p>(6) it shall contain the full text of any special resolution proposed to be passed at the meeting;</p> <p>(7) it shall contain conspicuously a statement that a shareholder entitled to attend and vote is entitled to appoint one or more proxies to attend and vote for and on his behalf and that a proxy need not be a shareholder;</p> <p>(8) it shall specify the time and venue for serving the proxy forms for the meeting;</p> <p>(9) it shall specify the record date of equity of the shareholders entitled to attend the Shareholders' general meeting;</p> <p>(10) it shall specify the name and telephone number of the standing contact person of the meeting;</p> <p>(11) it shall specify the voting time and procedure of the Internet or any other means.</p>	<p><u>(5) it shall specify the name and telephone number of the standing contact person of the meeting;</u></p> <p><u>(6) it shall specify the voting time and procedure of the Internet or any other means.</u></p> <p><u>The period between the record date and the date for the meeting shall not be more than seven business days. No changes shall be made once the record date is confirmed.</u></p>

Existing Articles	Revised Articles
<p>Article 32 Once the Board has issued a notice to convene a General Meeting, the General Meeting shall not be postponed or canceled without any grounds.</p> <p>If the Company must postpone or cancel the General Meeting due to special reasons, an announcement shall be issued at least 2 working days before the original date of the General Meeting: In this announcement, the Board shall provide the reasons therefor.</p> <p>No postponement of the General Meeting shall alter the date of record of the shareholders who are entitled to the General Meeting as mentioned in the original notice.</p>	<p>Article 31 Once the Board has issued a notice to convene a General Meeting, the General Meeting shall not be postponed or canceled <u>without justifiable reasons, and the proposals set out in the notice shall not be cancelled</u>. If the Company must postpone or cancel the General Meeting due to special reasons, an announcement shall be issued at least 2 working days before the original date of the General Meeting <u>to</u> provide the reasons therefor.</p> <p>No postponement of the General Meeting shall alter the date of record of the shareholders who are entitled to the General Meeting as mentioned in the original notice.</p>
<p>Chapter 5 Holding of Shareholders' General Meeting</p>	<p>Chapter 5 Holding of Shareholders' General Meeting</p>
<p>Article 33 The board of directors shall state in the notice to convene a Shareholders' general meeting the matters to be discussed at the meeting, and adequately disclose the content of all the proposals. If it is necessary to modify the matters covered in the resolution of the previous general meeting, the content of the proposal shall be completed and shall not include only the content of modification.</p> <p>Those listed under "other matters" but without details specified cannot be deemed as proposals and shall not be voted on and resolved at the general meeting.</p>	<p>Article 32 The board of directors shall state in the notice to convene a Shareholders' general meeting matters to be discussed at the meeting, and adequately disclose the content of all the proposals. If it is necessary to modify the matters covered in the resolution of the previous general meeting, the content of the proposal shall be completed and shall not include only the content of modification.</p> <p>Those listed under "other matters" but without details specified cannot be deemed as proposals and shall not be voted on and resolved at the general meeting.</p>

Existing Articles	Revised Articles
<p>Article 34 The Shareholders' general meetings shall be convened by means of physical meetings, online voting or other methods. Where the laws, administrative regulations and the Articles of Association stipulate that the voting matters shall adopt the online voting method, the Company must adopt the online voting method.</p>	<p>Article 33 The Shareholders' general meetings shall be convened by means of physical meetings, online voting or other methods. Where the laws, administrative regulations and, <u>departmental rules, the securities regulatory rules of the place where the Company's shares are listed or</u> the Articles of Association stipulate that the voting matters shall adopt the online voting method, the Company must adopt the online voting method.</p>
<p>Article 35 In case the Company holds a Shareholders' general meeting and online voting is made available to the domestic shareholders, the time and procedures for online voting and the matters to be considered and approved shall be specified in the notice of general meeting. The commencing time of voting online or through other means of any Shareholders' general meeting shall not be earlier than 3:00 p.m. on the date preceding the convening of physical meeting and shall not be later than 9:30 a.m. on the convening date of physical meeting. Its conclusion time shall not be earlier than 3:00 p.m. on the conclusion date of physical meeting.</p> <p>If the Shareholders' general meeting implements online voting, all shareholders registered on the record date shall have the right to exercise their voting rights through online voting. However, the same share shall only be exercised once by the ways of on-site voting, online voting or other means of voting as specified. In the case of repeated voting for the same share, only the first vote is valid.</p>	<p>Article 34 In case the Company holds a Shareholders' general meeting and online voting is made available to the domestic shareholders, the time and procedures for online voting and the matters to be considered and approved shall be specified in the notice of general meeting. The commencing time of voting online or through other means of any Shareholders' general meeting shall not be earlier than 3:00 p.m. on the date preceding the convening of physical meeting and shall not be later than 9:30 a.m. on the convening date of physical meeting. Its conclusion time shall not be earlier than 3:00 p.m. on the conclusion date of physical meeting.</p> <p>If the Shareholders' general meeting implements online voting, all shareholders registered on the record date shall have the right to exercise their voting rights through online voting. However, the <u>voting right of</u> the same share shall only be exercised once by the ways of on-site voting, online voting or other means of voting as specified. In the case of repeated voting for the same share, only the first vote is valid.</p>

Existing Articles	Revised Articles
<p>Article 36 Under the premise of ensuring the legality, effectiveness and conditions of the Shareholders' general meeting, the Company shall, through various means and channels, including providing modern information technology means such as an online voting platform for domestic shareholders, expand the proportion of public shareholders participating in the Shareholders' general meeting.</p>	<p>Article 35 Under the premise of ensuring the legality, effectiveness and conditions of the Shareholders' general meeting, the Company shall, through various means and channels, including providing modern information technology means such as an online voting platform for domestic shareholders, expand the proportion of public shareholders participating in the Shareholders' general meeting.</p>
<p>Article 37 Shareholders may attend a Shareholders' general meeting in person or appoint a proxy to attend and vote on their behalf. Where a shareholder appoints a proxy to attend and vote, the appointment shall be made in writing. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing, or if the appointer is a legal entity, either under seal or under the hand of a director or attorney duly authorized.</p>	<p>Article 36 Shareholders may attend a Shareholders' general meeting in person or appoint a proxy to attend and vote on their behalf. Where a shareholder appoints a proxy to attend and vote, the appointment shall be made in writing. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing, or if the appointer is a legal entity, either under seal or under the hand of <u>its legal representative</u> or attorney duly authorized.</p>
<p>Article 38 When convening a Shareholders' general meeting, the Company shall have the board of directors determine a certain day as the record date of equity.</p> <p>All shareholders or their agents registered on the record date of equity shall be entitled to attend the Shareholders' general meeting, and the Company and the convener shall not refuse for any reason.</p>	<p>Article 37 When convening a Shareholders' general meeting, the Company shall have the board of directors determine a certain day as the record date of equity.</p> <p>All shareholders or their agents registered on the record date of equity shall be entitled to attend the Shareholders' general meeting, and the Company and the convener shall not refuse for any reason.</p>

Existing Articles	Revised Articles
<p data-bbox="87 187 746 549">Article 39 A shareholder shall attend a Shareholders' general meeting with his/her stock account card, identity card or other valid certificates or proof that can show his/her identity. A proxy shall also provide the instrument of proxy of the shareholder and a valid personal identity document.</p> <p data-bbox="87 591 746 1229">If a corporate shareholder designates its legal representative to attend a meeting, the legal representative shall present his/her identity certificate and a notarized copy of the resolution or written power of attorney issued by the board of directors or other authority of the corporate shareholder designating the legal representative. Where a proxy of the legal representative attends the meeting, the proxy shall present his/her identity card, written power of attorney issued by the legal representative of the corporate shareholder in accordance with the laws, and a shareholding certificate.</p>	<p data-bbox="774 187 1513 549"><u>Article 38 Individual shareholder attending the meeting in person shall present his/her personal identity card or other valid certificates or proof or stock account card that can show his/her identity. If a proxy is appointed to attend the meeting, the proxy shall present his/her personal identity card and the written power of attorney from the shareholder.</u></p> <p data-bbox="774 591 1513 1070"><u>Corporate Shareholder shall be represented by its legal representative or proxy appointed by the legal representative. Legal representative attending the meeting shall present his/her personal identity card or valid documents that can prove his/her identity as the legal representative. If a proxy is appointed to attend the meeting, the proxy shall present his/her personal identity card and the written power of attorney issued by the legal representative of the corporate shareholder in accordance with the laws.</u></p>

Existing Articles	Revised Articles
<p>Article 40 The proxy form issued by shareholders to authorize other persons to attend the general meeting on their behalf shall clearly state the following:</p> <p>(1) The name of the proxy;</p> <p>(2) Whether the proxy has the right to vote;</p> <p>(3) Instructions to vote for, against or abstain from voting respectively on each motion of consideration listed on the agenda of the general meeting;</p> <p>(4) Whether there are voting rights on the temporary motions to be included in the agenda of general meeting, and if so, specific instructions on which voting rights shall be exercised;</p> <p>(5) The signing date and the period of validity of the proxy form;</p> <p>(6) The signature or seal of the appointing shareholder, if the appointing shareholder is a legal person, the seal of the legal person shall be affixed.</p> <p>Shareholders of the company or their proxies who vote at the General Meeting shall explicitly take one of the following stances when a proposal is put forward for voting: for, against or abstain. According to the requirement of relevant rules, the nominal holders of shares shall exercise their voting rights according to the different voting comments to the same resolution from the actual holders.</p>	<p>Article 39 The proxy form issued by shareholders to authorize other persons to attend the general meeting on their behalf shall clearly state the following:</p> <p><u>(1) Name of the principal, and the class and number of shares held in the Company;</u></p> <p><u>(2) Name of the proxy;</u></p> <p><u>(3) Shareholders’ specific indication, including indications of consent, objection or abstention concerning each proposal on the agenda of the Shareholders’ general meeting;</u></p> <p>(4) The signing date and the period of validity of the proxy form;</p> <p>(5) The signature or seal of the appointing shareholder, if the appointing shareholder is a legal person, the seal of the legal person shall be affixed.</p> <p>Shareholders of the company or their proxies who vote at the General Meeting shall explicitly take one of the following stances when a proposal is put forward for voting: for, against or abstain. According to the requirement of relevant rules, the nominal holders of shares shall exercise their voting rights according to the different voting comments to the same resolution from the actual holders.</p>

Existing Articles	Revised Articles
<p>Article 41 The instrument for appointing a voting proxy and, if such instrument is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or other authority, shall be deposited at the premises of the Company or at such other place as is specified for that purpose in the notice convening the meeting, not less than twenty-four hours before the time for holding the meeting or the time appointed for the passing of the resolution.</p> <p>If the appointer is a legal person, its legal representative or such person as is authorised by resolution of its Board of Directors or other governing body may attend at any meeting of shareholders of the Company as a representative of the appointer.</p>	<p>/</p>
<p>Article 42 The board of directors and supervisory committee of the Company shall take all necessary measures to ensure the solemnity and proper order of the general meeting. The Company may refuse the admission of any persons (other than the shareholders (and their proxies) attending the general meeting, directors, supervisors, secretary to the board of directors, senior management, lawyers retained by the Company and invitees of the Company) to the venue of the general meeting. The Company shall take measures to prevent the occurrence of any interruption to order of the general meeting, disturbance and nuisance, and any conduct infringing the legitimate rights of the shareholders. The Company shall also report the same to the relevant government authorities for investigation.</p>	<p>Article 40 The board of directors <u>and the audit and risk management committee of the board of directors</u> of the Company shall take all necessary measures to ensure the solemnity and proper order of the general meeting. The Company may refuse the admission of any persons (other than the shareholders (and their proxies) attending the general meeting, directors secretary to the board of directors, senior management, lawyers retained by the Company and invitees of the Company) to the venue of the general meeting. The Company shall take measures to prevent the occurrence of any interruption to order of the general meeting, disturbance and nuisance, and any conduct infringing the legitimate rights of the shareholders. The Company shall also report the same to the relevant government authorities for investigation.</p>

Existing Articles	Revised Articles
<p>Article 43 A registration record for attendants at the meeting shall be compiled by the Company. The registration record shall contain the names of attendants (or names of organizations), identity card numbers, residential addresses, the number of shares held or representing the voting rights and names (or name of organizations) of the proxies, etc.</p>	<p>Article 41 A registration record for attendants at the meeting shall be compiled by the Company. The registration record shall contain the names of attendants (or names of organizations), identity card numbers, residential addresses, the number of shares held or representing the voting rights and names (or name of organizations) of the proxies, etc.</p>
<p>Article 44 The convener and the lawyers engaged by the Company shall jointly verify the validity of the shareholders' qualifications based on the register of members provided by the securities registration and clearing authorities, and shall register the names of the shareholders as well as the number of their voting shares. The registration for a meeting shall end before the chairman of the meeting announces the number of shareholders and proxies attending the meeting in person and the total number of their voting shares held.</p>	<p>Article 42 The convener and the lawyers engaged by the Company shall jointly verify the validity of the shareholders' qualifications based on the register of members provided by the securities registration and clearing authorities, and shall register the names of the shareholders as well as the number of their voting shares. The registration for a meeting shall end before the chairman of the meeting announces the number of shareholders and proxies attending the meeting in person and the total number of their voting shares held.</p>
<p>Article 45 When holding a general meeting, all the directors, supervisors and secretaries to the board of directors of the Company shall attend. Managers and other senior managements shall be present at the meeting.</p>	<p>Article 43 <u>If the Shareholders' general meeting requests the attendance of directors and senior management, the directors and senior management shall attend the meeting and accept the enquiry of shareholders.</u></p>

Existing Articles	Revised Articles
<p>Article 46 The general meeting shall be presided over by the chairman of the board of directors. Where the chairman of the board of directors is unable to discharge the duty or will not discharge the duty, the meeting shall be presided over by the vice chairman of the board. Where the vice chairman of the board is unable to discharge the duty or will not discharge the duty, more than one half of the directors shall jointly designate a director to preside over the meeting.</p> <p>If a general meeting is convened by supervisory committee, the chairman of the supervisory committee shall preside over the meeting. If the chairman of the supervisory committee is unable to discharge the duty or will not discharge the duty, more than one half of the supervisors shall jointly designate a supervisor to preside over the meeting.</p> <p>If a general meeting is convened by the shareholders themselves, the convener shall nominate a representative to preside over the meeting.</p> <p>At a general meeting, if the chairman of the meeting contravenes the meeting procedures, making the general meeting impossible to proceed, with consent from more than one half of the attendant shareholders with voting rights, a person may be nominated at the general meeting to serve as the chairman and continue with the meeting.</p>	<p>/</p>

Existing Articles	Revised Articles
<p>Article 47 Chairman shall order the following persons to leave the meeting:</p> <ul style="list-style-type: none"> (1) Persons not qualified to attend; (2) Persons making trouble; (3) Persons not dressed properly; (4) Persons carrying dangerous materials or bringing animals. <p>Those who disobey the order shall be taken out with force by staff of the place of meeting. It can ask for public security's assistance if necessary.</p>	<p>Article 44 Chairman shall order the following persons to leave the meeting:</p> <ul style="list-style-type: none"> (1) Persons not qualified to attend; (2) Persons making trouble; (3) Persons not dressed properly; (4) Persons carrying dangerous materials or bringing animals. <p>Those who disobey the order shall be taken out with force by staff of the place of meeting. It can ask for public security's assistance if necessary.</p>
<p>Article 48 Resolutions shall be considered and voted in the order listed on the notice of the meeting. Relevant resolutions could be discussed jointly if necessary.</p>	<p>Article 45 Resolutions shall be considered and voted in the order listed on the notice of the meeting. Relevant resolutions could be discussed jointly if necessary.</p>
<p>Article 49 The chairman of the meeting or its assigned staff shall make explanation or distribute documents, if necessary, for each resolution.</p>	<p>Article 46 The chairman of the meeting or its assigned staff shall make explanation or distribute documents, if necessary, for each resolution.</p>
<p>Article 50 Supervisory committee shall give opinion on the resolution considered at the shareholders' general meeting if it thinks it is necessary and submit a separate report thereon.</p>	<p>Article 47 <u>The audit and risk management committee of the board of directors</u> shall give opinion on the resolution considered at the shareholders' general meeting if it thinks it is necessary and submit a separate report thereon.</p>
<p>Article 51 At an annual general meeting, the board of directors and the supervisory committee shall report to the meeting on their work over the past year. Independent directors shall also present reports on their work at the meeting.</p>	<p>Article 48 At an annual general meeting, the board of directors shall report to the meeting on their work over the past year. Independent directors shall also present reports on their work at the meeting.</p>

Existing Articles	Revised Articles
<p>Article 52 Except for trade secret of the Company and issues which are not discloseable at Shareholders' general meetings as provided by laws, regulations, or securities rules, directors, supervisors and senior management officers shall reply or give explanation and description to the inquiries and suggestions raised by the shareholders at the Shareholders' general meeting.</p> <p>When a motion relating to a connected transaction is to be considered at a Shareholders' general meeting, the connected shareholders (including their proxies) shall abstain from voting, and their voting shares shall not be counted toward the total number of voting shares represented by the shareholders attending the Shareholders' general meeting.</p> <p>The listed company has no voting right for the shares it holds, and such part of shares shall be excluded from the total number of voting shares represented by the shareholders attending the Shareholders' general meeting.</p>	<p>Article 49 Except for trade secret of the Company and issues which are not discloseable at Shareholders' general meetings as provided by laws, <u>administrative regulations, rules and regulations,</u> or <u>the securities regulatory rules of the place where the Company's shares are listed,</u> directors and senior management officers shall reply or give explanation and description to the inquiries and suggestions raised by the shareholders at the Shareholders' general meeting.</p> <p>When a motion relating to a connected transaction is to be considered at a Shareholders' general meeting, the connected shareholders (including their proxies) shall abstain from voting, and their voting shares shall not be counted toward the total number of voting shares represented by the shareholders attending the Shareholders' general meeting.</p> <p>The listed company has no voting right for the shares it holds, and such part of shares shall be excluded from the total number of voting shares represented by the shareholders attending the Shareholders' general meeting.</p>
<p>Chapter 6 Voting and Resolutions of the Shareholders' General Meeting</p>	<p>Chapter 6 Voting and Resolutions of the Shareholders' General Meeting</p>
<p>Article 53 Shareholders (including the proxies) may exercise their voting rights in accordance with the number of their voting shares and each share shall have one vote.</p>	<p>Article 50 Shareholders (including the proxies) may exercise their voting rights in accordance with the number of their voting shares and each share shall have one vote.</p>

Existing Articles	Revised Articles
<p>When material matters affecting the interests of minority shareholders are considered at the Shareholders' general meeting, the votes of minority shareholders shall be counted separately. The results of separate vote counting shall be disclosed publicly in a timely manner.</p> <p>Where a shareholder purchases shares of the Company with voting rights in violation of the provisions of paragraphs 1 and 2 of Article 63 of the Securities Law, the voting rights of the shares exceeding the prescribed proportion shall not be exercised within 36 months after the purchase, nor shall such shares be included in the total number of voting shares held by shareholders present at the meeting.</p> <p>The board of directors, independent directors, shareholders holding more than 1% of the shares with voting rights or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC may publicly solicit shareholders' voting rights. The solicitation of shareholders' voting rights shall fully disclose the specific voting intention and other information to the solicited persons. The solicitation of shareholders' voting rights based on remuneration or disguised remuneration is prohibited. Except for statutory conditions, the Company shall not propose a minimum percentage of shareholding for the solicitation of voting rights.</p>	<p>When material matters affecting the interests of minority shareholders are considered at the Shareholders' general meeting, the votes of minority shareholders shall be counted separately. The results of separate vote counting shall be disclosed publicly in a timely manner.</p> <p>Where a shareholder purchases shares of the Company with voting rights in violation of the provisions of paragraphs 1 and 2 of Article 63 of the Securities Law, the voting rights of the shares exceeding the prescribed proportion shall not be exercised within 36 months after the purchase, nor shall such shares be included in the total number of voting shares held by shareholders present at the meeting.</p> <p>The board of directors, independent directors, shareholders holding more than 1% of the shares with voting rights or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC may publicly solicit shareholders' voting rights. The solicitation of shareholders' voting rights shall fully disclose the specific voting intention and other information to the solicited persons. The solicitation of shareholders' voting rights based on remuneration or disguised remuneration is prohibited. Except for statutory conditions, the Company shall not propose a minimum percentage of shareholding for the solicitation of voting rights.</p>

Existing Articles	Revised Articles
<p data-bbox="92 187 746 342">Article 54 Resolutions of Shareholders' general meetings shall be divided into ordinary resolutions and special resolutions.</p> <p data-bbox="92 389 746 666">To adopt an ordinary resolution, votes representing a majority of the voting rights represented by the shareholders (including proxies) present at the meeting must be exercised in favour of the resolution in order for it to be passed.</p> <p data-bbox="92 712 746 989">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 favour of the resolution in order for it to be passed.</p> <p data-bbox="92 1036 746 1627">Shareholders (including proxies) attending the meetings shall explicitly take one of the following stances when a proposal is put forward for voting: for, against or abstain, except that the securities registration and clearing institution, as the nominal holder of shares under the Mainland-Hong Kong Stock Connect, makes a declaration according to the intentions of the actual holders. Blank, wrong, illegible or uncast votes shall be deemed as the voters' waiver of their voting rights, and the voting results representing the shares held by them shall be counted as "abstain".</p> <p data-bbox="92 1674 746 1951">When any proxy of any shareholders shall abstain from voting or be limited to vote in favor of or against any designated resolution, any votes made by such proxy in contravention of the aforesaid regulation or limitation shall not be counted in the total number of voting shares.</p>	<p data-bbox="775 187 1501 304">Article 51 Resolutions of Shareholders' general meetings shall be divided into ordinary resolutions and special resolutions.</p> <p data-bbox="775 389 1501 623">To adopt an ordinary resolution, votes representing a majority of the voting rights represented by the shareholders (including proxies) present at the meeting must be exercised in favour of the resolution in order for it to be passed.</p> <p data-bbox="775 712 1501 946">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 favour of the resolution in order for it to be passed.</p> <p data-bbox="775 1036 1501 1547">Shareholders (including proxies) attending the meetings shall explicitly take one of the following stances when a proposal is put forward for voting: for, against or abstain, except that the securities registration and clearing institution, as the nominal holder of shares under the Mainland-Hong Kong Stock Connect, makes a declaration according to the intentions of the actual holders. Blank, wrong, illegible or uncast votes shall be deemed as the voters' waiver of their voting rights, and the voting results representing the shares held by them shall be counted as "abstain".</p> <p data-bbox="775 1674 1501 1908">When any proxy of any shareholders shall abstain from voting or be limited to vote in favor of or against any designated resolution, any votes made by such proxy in contravention of the aforesaid regulation or limitation shall not be counted in the total number of voting shares.</p>

Existing Articles	Revised Articles
<p>Article 55 The following matters shall be resolved by an ordinary resolution at a general meeting:</p> <p>(1) work reports of the Board of Directors and the supervisory committee;</p> <p>(2) plans formulated by the Board of Directors for distribution of profits and for making up losses;</p> <p>(3) removal of the members of the Board of Directors and members of the supervisory committee, their remuneration and method of payment;</p> <p>(4) annual preliminary and final budget, balance sheet, profit and loss account and other financial statements of the Company;</p> <p>(5) matters other than those specified by laws, administrative regulations or the Articles of Association to be resolved by special resolutions.</p>	<p>Article 52 The following matters shall be resolved by an ordinary resolution at a general meeting:</p> <p>(1) work reports of the Board of Directors;</p> <p>(2) plans formulated by the Board of Directors for distribution of profits and for making up losses;</p> <p>(3) removal of the members of the Board of Directors, their remuneration and method of payment;</p> <p>(4) matters other than those specified by laws, administrative regulations, <u>departmental rules, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association</u> to be resolved by special resolutions.</p>

Existing Articles	Revised Articles
<p>Article 56 The following matters shall be resolved by a special resolution at a general meeting:</p> <p>(1) the increase or reduction in share capital and the issue of shares of any class, warrants and other similar securities;</p> <p>(2) the issue of debentures of the Company;</p> <p>(3) the division, spin-off, merger, dissolution and liquidation of the Company;</p> <p>(4) amendments to the Company's Articles of Association;</p> <p>(5) share incentive schemes;</p> <p>(6) acquisition or disposal of major assets or provision of guarantee by the Company within one year with the amount exceeding 30% of the latest audited total assets of the Company;</p> <p>(7) any other matters considered by the General meeting, resolved by way of an ordinary resolution, to be of a nature which may have a material impact on the Company and should be adopted by a special resolution.</p>	<p>Article 53 The following matters shall be resolved by a special resolution at a general meeting:</p> <p>(1) the increase or reduction in share capital</p> <p>(2) the division, spin-off, merger, dissolution and liquidation of the Company;</p> <p>(3) amendments to the Articles of Association;</p> <p>(4) share incentive schemes;</p> <p>(5) acquisition or disposal of major assets or provision of guarantee by the Company within one year with the amount exceeding 30% of the latest audited total assets of the Company;</p> <p>(6) any other matters <u>as provided by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and</u> considered by the General meeting, resolved by way of an ordinary resolution, to be of a nature which may have a material impact on the Company and should be adopted by a special resolution.</p>

Existing Articles	Revised Articles
<p data-bbox="87 187 750 904">Article 57 Directors (excluding employee representative directors) will be elected at General meetings through cumulative voting. When directors are elected through cumulative voting at General meetings, the number of total votes that a shareholder can exercise is the product of the number of shares held by such shareholder, and the number of directors to be elected. A shareholder can give all his or her votes to one director candidate or divide his or her votes among several director candidates. Directors are elected at the General meetings based on the number of votes the director candidates receive.</p> <p data-bbox="87 953 750 1308">Shareholders attending the general meeting shall have the same number of votes as the number of Directors or Supervisors to be elected under each proposal group for each share held in the proposal subject to the cumulative voting. A shareholder can give all his or her votes to one candidate or divide his or her votes among several candidates.</p> <p data-bbox="87 1357 750 1791">Shareholders shall vote up to a limit of the number of votes in each resolution group. In the event that the number of votes cast by the shareholder exceeds the number of the votes he/she holds, or the shareholder casts votes in a number exceeding the number of candidates in the competitive election, the vote on such resolution shall be deemed invalid.</p>	<p data-bbox="769 187 1511 706">Article 54 <u>When a voting is made on the election of two or more Directors</u> at General meetings, cumulative voting <u>shall be adopted</u>. When directors are elected through cumulative voting at General meetings, the number of total votes that a shareholder can exercise is the product of the number of shares held by such shareholder, and the number to be elected. A shareholder can give all his or her votes to one <u>candidate</u> or divide his or her votes among several <u>candidates</u>. Directors are elected at the General meetings based on the number of votes the <u>candidates</u> receive.</p> <p data-bbox="769 953 1511 1272">Shareholders attending the general meeting shall have the same number of votes as the number of Directors to be elected under each proposal group for each share held in the proposal subject to the cumulative voting. A shareholder can give all his or her votes to one candidate or divide his or her votes among several candidates.</p> <p data-bbox="769 1357 1511 1713">Shareholders shall vote up to a limit of the number of votes in each resolution group. In the event that the number of votes cast by the shareholder exceeds the number of the votes he/she holds, or the shareholder casts votes in a number exceeding the number of candidates in the competitive election, the vote on such resolution shall be deemed invalid.</p>

Existing Articles	Revised Articles
<p>Shareholders with multiple shareholder accounts may vote online through any one of their accounts. The number of votes they are entitled to is calculated on the basis of the total shares of the same class under all of their shareholder accounts.</p>	<p>Shareholders with multiple shareholder accounts may vote online through any one of their accounts. The number of votes they are entitled to is calculated on the basis of the total shares of the same class under all of their shareholder accounts.</p>
<p>Article 58 Save and except for the cumulative voting system, the General Meeting shall vote on each of the proposed resolutions set out in the agenda, and such voting shall not in any event be suspended or cancelled. Should there be more than one resolution on the same issue in the Annual General Meeting, voting shall be done according to the time sequence of the resolutions proposed.</p>	<p>Article 55 Save and except for the cumulative voting system, the General Meeting shall vote on each of the proposed resolutions set out in the agenda, and such voting shall not in any event be suspended or cancelled. Should there be more than one resolution on the same issue in the General Meeting, voting shall be done according to the time sequence of the resolutions proposed.</p>
<p>Article 59 Voting at the Shareholders' general meeting shall be taken by the following ways:</p> <p>(1) by ballot;</p> <p>(2) show of hands for matters not currently required to be voted by ballot;</p> <p>Voting is made by unconditional ballot, that is, no additional conditions are attached to voting.</p>	<p>Article 56 <u>Voting at the Shareholders' general meeting shall be taken by disclosed ballot.</u></p>

Existing Articles	Revised Articles
<p>Article 60 Unless a poll is demanded before or after any vote by show of hands at any Shareholders² general meeting by following parties, a resolution shall be passed on a show of hands other than those are required to be decided by a poll as provided in these Rules:</p> <p>(1) the chairman of the meeting;</p> <p>(2) at least two shareholders entitled to vote present in person or by proxy;</p> <p>(3) by one or more shareholders present in person or by proxy and representing 10% or more of all shares carrying the rights to vote at the meeting.</p> <p>The demand for a poll may be withdrawn by the person who makes such a demand.</p>	
<p>Article 61 Where online voting is provided at the General meeting of the Company concurrently, the number of votes by shareholders or their proxies through online voting system of the General meeting shall be taken into the total number of votes of the General meeting together with the number of votes on site of the meeting and by other means as specified. The voting right of the same share shall only be exercised once by the ways of on-site voting, online voting or other means of voting. In the case of repeated voting for the same share, only the first vote is valid.</p>	<p>Article 57 Where online voting is provided at the General meeting of the Company concurrently, the number of votes by shareholders or their proxies through online voting system of the General meeting shall be taken into the total number of votes of the General meeting together with the number of votes on site of the meeting and by other means as specified. The voting right of the same share shall only be exercised once by the ways of on-site voting, online voting or other means of voting. In the case of repeated voting for the same share, only the first vote is valid.</p>

Existing Articles	Revised Articles
<p>Article 62 When a resolution on connected transactions is voted on at the Shareholders’ general meeting, any connected shareholders shall abstain from voting. The number of voting shares represented by such shareholders shall be excluded from the total number of voting shares held by shareholders present at the meeting.</p>	<p>Article 58 When a resolution on connected transactions is voted on at the Shareholders’ general meeting, any connected shareholders shall abstain from voting. The number of voting shares represented by such shareholders shall be excluded from the total number of voting shares held by shareholders present at the meeting.</p>
<p>Article 63 Before a resolution is voted, at least two representatives of the Shareholders and a supervisor shall be elected to participate in vote counting and scrutinising. Where a shareholder is related to the matter to be considered, the relevant Shareholders and their proxies shall not participate in the vote counting and scrutinising.</p> <p>When the shareholders are voting on the motions, lawyers, shareholder representatives and supervisor representatives shall count and scrutinize the votes jointly.</p>	<p>Article 59 Before a resolution is voted, two representatives of the Shareholders shall be elected to participate in vote counting and scrutinising. Where a shareholder is related to the matter to be considered, the relevant Shareholders and their proxies shall not participate in the vote counting and scrutinising.</p> <p>When the shareholders are voting on the motions, lawyers, shareholder representatives and representatives <u>of the audit and risk management committee of the board of directors member</u> shall count and scrutinize the votes jointly, <u>and shall announce the voting results on the spot. The voting results of resolutions shall be recorded in the minutes.</u></p>
<p>Article 64 The on-site general meeting shall not end earlier than the online meeting or meeting delivered through other means. The chairman of the meeting shall announce the voting status and voting result for each proposal and announce whether a resolution is passed according to the voting result.</p> <p>Before the voting result is officially announced, the Company, counter, scrutineer, substantial shareholders, network services provider and other related parties involved in the on-site general meeting, online meeting or meeting delivered through other means shall keep in confidential the voting result.</p>	<p>Article 60 The on-site general meeting shall not end earlier than the online meeting or meeting delivered through other means. The chairman of the meeting shall announce the voting status and voting result for each proposal and announce whether a resolution is passed according to the voting result.</p> <p>Before the voting result is officially announced, the Company, counter, scrutineer, substantial shareholders, network services provider and other related parties involved in the on-site general meeting, online meeting or meeting delivered through other means shall keep in confidential the voting result.</p>

Existing Articles	Revised Articles
<p>Article 65 The board secretary shall be responsible for preparing minutes of Shareholders’ general meetings, which shall contain:</p> <p>(1) the time, venue, agendas of the meeting, and the name of the convener;</p> <p>(2) the name of the chairman of the meeting, the directors, supervisors Secretary to the Board of Directors, general manager and other senior administrative officers attending the meeting;</p> <p>(3) the number of shareholders and proxies attending the meeting, the total number of their voting shares and their respective proportions to the total number of shares of the Company;</p> <p>(4) the name of the chairperson and the procedure of the meeting;</p> <p>(5) the process of deliberation of each proposal, the main points of speeches for each motion</p> <p>(6) the voting results of each proposal;</p> <p>(7) the inquiries or suggestions of the shareholders and the corresponding replies or explanations given by the Board or the supervisory committee;</p> <p>(8) the names of legal counsel, vote counters, and supervisors;</p> <p>(9) other contents which, shall be contained in the minutes of the meeting as considered by the Shareholders’ general meetings or prescribed by these Articles of Association.</p>	<p>Article 61 The board secretary shall be responsible for preparing minutes of Shareholders’ general meetings, which shall contain:</p> <p>(1) the time, venue, agendas of the meeting, and the name of the convener;</p> <p>(2) the name of the chairman of the meeting, the directors, Secretary to the Board of Directors, general manager and other senior administrative officers attending the meeting;</p> <p>(3) the number of shareholders and proxies attending the meeting, the total number of their voting shares and their respective proportions to the total number of shares of the Company;</p> <p><u>(4) the process of deliberation of each proposal, the main points of speeches and the voting results;</u></p> <p><u>(5) the inquiries or suggestions of the shareholders and the corresponding replies or explanations;</u></p> <p><u>(6) the names of legal counsel, vote counters, and supervisors;</u></p> <p><u>(7) other contents which, shall be contained in the minutes of the meeting as prescribed by the Articles of Association</u></p>

Existing Articles	Revised Articles
<p>Article 66 The Directors, supervisors and Secretary to the Board who attended the meeting, the convener or his/her representative and the chairman of the meeting shall sign the minutes and shall ensure that the meeting minutes are true, accurate and complete. The meeting minutes, signature book of the shareholders present in person, the instruments of appointment of proxies and valid information on votes cast online or by other means shall be kept as records of the Company by the Secretary to the Board for a period of not less than 10 years.</p>	<p>Article 62 The convener shall ensure that the meeting minutes are true, accurate and complete. The Directors and Secretary to the Board who attended the meeting, the convener or his/her representative and the chairman of the meeting shall sign the minutes. The meeting minutes, signature book of the shareholders present in person, the instruments of appointment of proxies and valid information on votes cast online or by other means shall be kept as records of the Company by the Secretary to the Board for a period of not less than 10 years.</p>
<p>Article 67 The board secretary shall lodge the resolutions of Shareholders' general meeting and relevant documents with the stock exchanges within specified time frame and make relevant announcements on the designed newspaper for information disclosure in a timely manner as required by the stock exchange and disclose other disclosable information.</p>	<p>Article 63 The board secretary shall lodge the resolutions of Shareholders' general meeting and relevant documents with the stock exchanges within specified time frame and make relevant announcements on the designed newspaper for information disclosure in a timely manner as required by the stock exchange and disclose other disclosable information.</p>
<p>Chapter 7 Enforcement of the Resolutions of Shareholders' General Meeting</p>	<p>Chapter 7 Enforcement of the Resolutions of Shareholders' General Meeting</p>
<p>Article 68 The resolutions of the General Meeting shall be announced in a timely manner, and the announcement shall indicate the number of shareholders and proxies that attended the meeting, the total number of voting shares and its proportion to the total share carrying voting rights of the Company, and the voting method, voting results of each resolution and details of each resolution passed.</p>	<p>Article 64 The resolutions of the General Meeting shall be announced in a timely manner, and the announcement shall indicate the number of shareholders and proxies that attended the meeting, the total number of voting shares and its proportion to the total share carrying voting rights of the Company, and the voting method, voting results of each resolution and details of each resolution passed.</p>
<p>Article 69 Where a resolution has not been adopted or the resolution of any previous general meeting has been modified in the current general meeting, a special explanation shall be made in the announcement on the resolutions of the general meeting.</p>	<p>Article 65 Where a resolution has not been adopted or the resolution of any previous general meeting has been modified in the current general meeting, a special explanation shall be made in the announcement on the resolutions of the general meeting.</p>

Existing Articles	Revised Articles
<p>Article 70 If the proposal with respect to election of directors (excluding employee representative directors or supervisors) is approved at the shareholders' general meeting, the terms of office of the new director or supervisor is subject to the provisions of the Articles of Association.</p>	<p>Article 66 If the proposal with respect to election of directors is approved at the shareholders' general meeting, the terms of office of the new director is subject to the provisions of the Articles of Association.</p>
<p>Article 71 When the general meeting has passed proposals regarding cash distribution, bonus issue or conversion of capital common reserve into capital, the specific proposals will be implemented within two months after being considered and approved by the general meeting.</p>	<p>Article 67 When the general meeting has passed proposals regarding cash distribution, bonus issue or conversion of capital common reserve into capital, the specific proposals will be implemented within two months after being considered and approved by the general meeting.</p>
<p>Article 72 Any resolution of the Shareholders' general meeting of the Company that is inconsistent with the laws or administrative regulations shall be invalid.</p> <p>Where any of the procedures for convening a Shareholders' general meeting or the means of voting is inconsistent with the laws, administrative regulations or the Company's Articles of Association, or the content of any resolution is inconsistent with the Company's Articles of Association, shareholders may request the people's court to cancel such resolution within sixty days from the date on which the resolution is made.</p>	<p>Article 68 Any resolution of the Shareholders' general meeting of the Company that is inconsistent with the laws or administrative regulations shall be invalid.</p> <p>Where any of the procedures for convening a Shareholders' general meeting or the means of voting is inconsistent with the laws, administrative regulations or the Company's Articles of Association, or the content of any resolution is inconsistent with the Company's Articles of Association, shareholders may request the people's court to cancel such resolution within sixty days from the date on which the resolution is made.</p>
<p>Article 73 These rules shall be implemented as an appendix to the Company's Articles of Association from the date of approval by the resolution of the shareholders' general meeting. From the date of implementation, they shall become a binding document regulating the shareholders' general meeting, shareholders, directors, supervisors, and other participants.</p>	<p>Article 69 These rules shall be implemented as an appendix to the Company's Articles of Association from the date of approval by the resolution of the shareholders' general meeting. From the date of implementation, they shall become a binding document regulating the shareholders' general meeting, shareholders, directors and other participants.</p>

Existing Articles	Revised Articles
<p>Article 74 The general meeting authorizes the board of directors to compile a list of decision-making matters at the general meeting in accordance with the relevant provisions of the Company’s Articles of Association and these rules of procedure, and with reference to the relevant requirements of the listing regulatory rules of the place where the Company’s shares are listed.</p>	<p>Article 70 The general meeting authorizes the board of directors to compile a list of decision-making matters at the general meeting in accordance with the relevant provisions of the Company’s Articles of Association and these rules, and with reference to the relevant requirements of the <u>securities</u> regulatory rules of the place where the Company’s shares are listed.</p>
<p>Article 75 These rules shall be interpreted by the Company’s Board of Directors.</p>	<p>Article 71 These rules shall be interpreted by the Company’s Board of Directors.</p>
<p>Article 76 For matters not covered herein, the relevant provisions of the Company Law, the Securities Law, the Company’s Articles of Association, or applicable laws and administrative regulations of the securities regulatory authorities shall apply.</p>	<p>Article 72 For matters not covered herein, the relevant provisions of the Company Law, the Securities Law, the Company’s Articles of Association, or applicable laws and administrative regulations, <u>departmental regulations and the securities regulatory rules of the place where the Company’s shares are listed</u> shall apply.</p>

Note 1: In accordance with the provisions of the Company Law and the Guidelines for the Articles of Association of Listed Companies, the term “Shareholders’ general meeting” in these Rules has been uniformly adjusted to “Shareholders’ general meeting”.

Note 2: Pursuant to the Company Law and the Guidelines for the Articles of Association of Listed Companies, the company has abolished the establishment of supervisors and the board of supervisors. The original duties of the board of supervisors shall be assumed by the audit and risk management committee.

Appendix III

Comparison Table of Amendments to Rules for Meetings of the Board of Directors of China Eastern Airlines Co., Ltd.

Existing Articles	Revised Articles
<p>Article 2 Basic obligations of directors</p> <p>All directors of the Company shall perform the obligations faithfully and diligently according to law, administrative regulations and provisions of articles of association.</p>	<p>Article 2 Basic obligations of directors</p> <p>All directors of the Company shall perform the obligations faithfully and diligently according to law, administrative regulations, <u>departmental rules, regulatory rules of the securities in the places where the Company's shares are listed</u> and provisions of articles of association.</p>
<p>Article 3 The composition of the Board of directors</p> <p>The Board of directors shall consist of seven (7) to thirteen (13) directors. The number of external directors shall be more than one-half of the Board of directors with not less than one-third of the Board of directors being independent directors and at least one of them shall be an accounting professional. The Board of directors shall have one Chairman and one Vice-chairman.</p> <p>The Company established a system of independent directorship. Independent directors of the Company shall exercise special function and power according to law, administrative regulations and provisions of articles of association.</p> <p>The Board of directors shall have one employee representative director who shall be elected or removed by employee representative meeting. Employee representative director shall fulfil special responsibility according to the law, administrative regulations and provisions of the Articles of Association.</p>	<p>Article 3 The composition of the Board of directors</p> <p>The Board of directors shall consist of seven (7) to thirteen (13) directors. The number of external directors shall be more than one-half of the Board of directors with not less than one-third of the Board of directors being independent directors and at least one of them shall be an accounting professional. The Board of directors shall have one Chairman and one Vice-chairman.</p> <p>The Company established a system of independent directorship. Independent directors of the Company shall exercise special function and power according to law, administrative regulations, <u>departmental rules, regulatory rules of the securities in the places where the Company's shares are listed, provisions of articles of association and Work Procedures of Independent Directors of China Eastern Airlines Co., Ltd.</u></p> <p>The Board of directors shall have one employee representative director who shall be elected or removed by employee representative meeting.</p>

Existing Articles	Revised Articles
<p>The total number of directors being senior management of the Company or as employee representatives shall be below half of the total number of directors of the Company.</p> <p>Directors shall serve a term of 3 years. A director may serve consecutive terms if reelected upon the expiration of his or her term.</p> <p>Article 4 Exercise of authority by the Board of Directors</p> <p>The Board of directors shall exercise the authority within the scope of the Company Law, the Articles of Association and the rules:</p> <p>(1) to be responsible for the convening of the Shareholders' general meeting and to report on its work to the Shareholders' general meeting;</p> <p>(2) to implement the resolutions of the Shareholders' general meetings;</p> <p>(3) to decide on the Company's business plans and investment plans;</p> <p>(4) to formulate the Company's annual preliminary and final financial budgets;</p> <p>(5) to formulate the Company's profit distribution plan and plan for making up losses;</p> <p>(6) to formulate proposals for increases or reductions in the Company's registered capital and the issue and listing of bonds and other securities;</p> <p>(7) to draw up plans for the significant acquisitions, acquisitions of the shares of the Company, or the merger, division, spin-off, dissolution and alteration of the form of the Company;</p>	<p>The total number of directors being senior management of the Company or as employee representatives shall be no more than half of the total number of directors of the Company.</p> <p>Directors shall serve a term of 3 years. A director may serve consecutive terms if reelected upon the expiration of his or her term.</p> <p>Article 4 Exercise of authority by the Board of Directors</p> <p>The Board of directors shall exercise the authority within the scope of the Company Law, the Articles of Association and the rules:</p> <p>(1) to be responsible for the convening of the Shareholders' general meeting and to report on its work to the Shareholders' general meeting;</p> <p>(2) to implement the resolutions of the Shareholders' general meetings;</p> <p>(3) to decide on the Company's business plans and investment plans;</p> <p>(4) to formulate the Company's annual preliminary and final financial budgets;</p> <p>(5) to formulate the Company's profit distribution plan and plan for making up losses;</p> <p>(6) to formulate proposals for increases or reductions in the Company's registered capital and the issue and listing of bonds and other securities;</p> <p>(7) to draw up plans for the significant acquisitions, acquisitions of the shares of the Company, or the merger, division, spin-off, dissolution and alteration of the form of the Company;</p>

Existing Articles	Revised Articles
<p>(8) to approve the external guarantees other than those subject to Article 58;</p> <p>(9) to approve the financial assistance other than those subject to Article 59;</p> <p>(10) to examine and approve the connected transaction representing less than 5% of the absolute value of the latest audited net assets of the Company (except for the provision of guarantees by the Company and the receipt of endowment in cash assets);</p> <p>(11) other external investment, asset acquisition or disposal, assets pledge, entrusted wealth management, external donations, etc. other than those required examination and approval at the general meeting of the Company in accordance with the applicable laws and regulations in the place where the Company is listed and/or relevant regulatory authorities;</p> <p>(12) to decide on the establishment of the Company's internal management structure;</p> <p>(13) pursuant to the chairman's nominations to decide to appoint or dismiss the Company's general manager, to appoint or dismiss the secretary of the board of directors and determine their remuneration, etc. and pursuant to the general manager's nominations to decide to appoint or dismiss the deputy general manager, the financial controller, the general counsel legal adviser and other senior administrative officers of the Company and decide on their remuneration, etc.;</p> <p>(14) to formulate the board of directors' authorized management system;</p> <p>(15) to establish the Company's basic management system;</p>	<p>(8) to approve the guarantees other than those subject to Article <u>44</u>;</p> <p>(9) to approve the financial assistance other than those subject to Article <u>45</u>;</p> <p>(10) to examine and approve the connected transaction representing less than 5% of the absolute value of the latest audited net assets of the Company <u>(Where the listing rules of the places where the Company's shares are listed or the Articles of Association provide otherwise, such provisions shall prevail)</u>;</p> <p>(11) other external investment, asset acquisition or disposal, assets pledge, entrusted wealth management, external donations, etc. other than those required examination and approval at the general meeting of the Company in accordance with the applicable laws and regulations in the place where the Company is listed and/or relevant regulatory authorities;</p> <p>(12) to decide on the establishment of the Company's internal management structure;</p> <p>(13) pursuant to the chairman's nominations to decide to appoint or dismiss the Company's general manager, to appoint or dismiss the secretary of the board of directors and determine their remuneration, etc. and pursuant to the general manager's nominations to decide to appoint or dismiss the deputy general manager, the financial controller, the general counsel legal adviser and other senior administrative officers of the Company and decide on their remuneration, etc.;</p> <p>(14) to formulate the board of directors' authorized management system;</p> <p>(15) to establish the Company's basic management system;</p>

Existing Articles	Revised Articles
<p>(16) to formulate proposals for any amendments of the Company’s articles of association;</p> <p>(17) to manage the disclosure of information of the Company;</p> <p>(18) to propose at the general meeting to engage or replace the accounting firm performing the audit for the Company;</p> <p>(19) to listen to the reporting on the works of the general manager of the Company and to perform checking on the works of the general manager;</p> <p>(20) to exercise any other powers conferred by the Shareholders’ general meetings.</p> <p>Except the board of directors’ resolutions in respect of the matters specified in subparagraphs (6), (7), (8), (9), (16) of this Article which shall be passed by more than two-thirds of all the directors, the board of directors’ resolutions in respect of all other matters may be passed by more than one half of all the directors.</p> <p>The directors shall act as authorized by the general meetings and the Articles of Association, and shall not make any resolution beyond authority.</p> <p>Prior to making decisions on material <u>issues</u> of the Company, the board of directors shall first seek advice from the Party Committee of the Company in advance.</p>	<p>(16) to formulate proposals for any amendments of the Company’s articles of association;</p> <p>(17) to manage the disclosure of information of the Company;</p> <p>(18) to propose at the general meeting to engage or replace the accounting firm performing the audit for the Company;</p> <p>(19) to listen to the reporting on the works of the general manager of the Company and to perform checking on the works of the general manager;</p> <p>(20) to exercise any other powers stipulated in <u>laws, administrative regulations, departmental rules, rules of securities regulation of the place(s) where the Company’s shares are listed</u> and conferred by the Shareholders’ general meetings.</p> <p>Except the board of directors’ resolutions in respect of the matters specified in subparagraphs (6), (7), (8), (9), (16) of this Article which shall be passed by more than two-thirds of all the directors, the board of directors’ resolutions in respect of all other matters may be passed by more than one half of all the directors.</p> <p><u>The board of directors may resolve on the issuance of corporate bonds under the authorization of the shareholders’ general meetings.</u></p> <p>Prior to making decisions on material <u>business management matters</u> of the Company, the board of directors shall first seek advice from the Party Committee of the Company in advance.</p>

Existing Articles	Revised Articles
<p>For the matters which can be exempted from or waived for consideration and disclosure under relevant provisions of laws, administrative regulations, and the listing rules of the place(s) where the Company's shares are listed, the Company may be exempted from or apply for a waiver for being exempted from such consideration and disclosure under relevant provisions.</p>	<p>For the matters which can be exempted from or waived for consideration and disclosure under relevant provisions of laws, administrative regulations, <u>departmental rules</u>, and the rules of <u>securities regulation</u> of the place(s) where the Company's shares are listed, the Company may be exempted from or apply for a waiver for being exempted from such consideration and disclosure under relevant provisions.</p>
<p>Article 5. For those external investment, asset acquisition or disposal, assets pledge, external guarantee, entrusted wealth management, connected transactions, external donations, etc. within the decision-making authority of the board of directors, the board of directors shall strictly conduct review and examination, perform corresponding decision-making procedures and obligation of information disclosure; for those major investments, review and examination shall be organized with relevant experts and professionals, and approval is needed upon reporting to the general meeting.</p>	<p>Article 5. For those external investment, asset acquisition or disposal, assets pledge, guarantee, entrusted wealth management, connected transactions, external donations, etc. within the decision-making authority of the board of directors, the board of directors shall strictly conduct review and examination, perform corresponding decision-making procedures and obligation of information disclosure; for those major investments, review and examination shall be organized with relevant experts and professionals, and approval is needed upon reporting to the general meeting.</p>

Existing Articles	Revised Articles
<p>Article 6. Approval Authority for Major Transactions</p> <p>The board of directors shall not, without the prior approval of shareholders in a general meeting, dispose or agree to dispose of any fixed assets of the Company where the aggregate of the amount or value of the consideration for the proposed disposition, and the amount or value of the consideration for any such disposition of any fixed assets of the Company that has been completed in the period of four (4) months immediately preceding the proposed disposition, exceeds 33 per cent of the value of the Company's fixed assets as shown in the last balance sheet placed before the shareholders in general meeting.</p> <p>For the purposes of this Article, disposition includes an act involving the transfer of an interest in assets but does not include the provision of fixed asset by way of security. The validity of a disposition by the Company shall not be affected by the breach of the first paragraph of this Article.</p>	/

Existing Articles	Revised Articles
<p data-bbox="87 187 785 261">Article 7. Powers and Duties of the Chairman</p> <p data-bbox="87 306 785 383">The Chairman of the board of directors shall exercise the following powers:</p> <p data-bbox="87 427 785 544">(1) to preside over Shareholders’ general meetings and to convene and preside over meetings of the board of directors;</p> <p data-bbox="87 589 785 666">(2) to check on the implementation of resolutions of the board of directors;</p> <p data-bbox="87 710 785 787">(3) to sign the securities certificates issued by the Company;</p> <p data-bbox="87 832 785 1068">(4) to sign the significant documents of the board of directors and other documents required to be signed by the legal representative of the Company, and to exercise the powers of the legal representative of the Company;</p> <p data-bbox="87 1112 785 1391">(5) where there is emergency of force majeure such as serious natural disasters, to exercise the special right of disposal of the Company in accordance with the laws and for the interest of the Company, and report to the board of directors or Shareholders’ general meeting afterwards;</p> <p data-bbox="87 1436 785 1513">(6) to exercise other powers conferred by the board of directors.</p>	<p data-bbox="810 187 1508 261">Article 6. Powers and Duties of the Chairman</p> <p data-bbox="810 306 1508 383">The Chairman of the board of directors shall exercise the following powers:</p> <p data-bbox="810 427 1508 544">(1) to preside over Shareholders’ general meetings and to convene and preside over meetings of the board of directors;</p> <p data-bbox="810 589 1508 706">(2) to supervise and check on the implementation and execution of resolutions of the board of directors;</p> <p data-bbox="810 751 1508 827">(3) to sign the securities certificates issued by the Company;</p> <p data-bbox="810 872 1508 1108">(4) to sign the significant documents of the board of directors and other documents required to be signed by the legal representative of the Company, and to exercise the powers of the legal representative of the Company;</p> <p data-bbox="810 1153 1508 1432">(5) where there is emergency of force majeure such as serious natural disasters, to exercise the special right of disposal of the Company in accordance with the laws and for the interest of the Company, and report to the board of directors or Shareholders’ general meeting afterwards;</p> <p data-bbox="810 1476 1508 1553">(6) to exercise other powers conferred by the board of directors.</p>

Existing Articles	Revised Articles
<p data-bbox="89 187 614 223">Article 11 Extraordinary Meeting</p> <p data-bbox="89 268 783 623">In case of any urgent matters, the Chairman may convene an extraordinary meeting of the board of directors; upon the proposal of more than half of the directors, an extraordinary meeting of the board of directors must be convened; upon requisition by more than one third of the directors or by the general manager, an extraordinary meeting of the board of directors may be held.</p> <p data-bbox="89 668 783 783">The board of directors shall convene an extraordinary meeting under any of the following circumstances:</p> <p data-bbox="89 829 783 944">(1) upon the proposal of shareholders representing more than one-tenth of the voting rights;</p> <p data-bbox="89 989 783 1064">(2) upon the proposal of the supervisory committee;</p> <p data-bbox="89 1108 783 1183">(3) upon the proposal of more than half of the independent directors;</p> <p data-bbox="89 1227 783 1302">(4) when required by the securities regulatory authority;</p> <p data-bbox="89 1347 783 1421">(5) under other circumstances stipulated in the Company’s articles of association.</p>	<p data-bbox="807 187 1332 223">Article 10 Extraordinary Meeting</p> <p data-bbox="807 268 1501 623">In case of any urgent matters, the Chairman may convene an extraordinary meeting of the board of directors; upon the proposal of more than half of the directors, an extraordinary meeting of the board of directors must be convened; upon requisition by more than one third of the directors or by the general manager, an extraordinary meeting of the board of directors may be held.</p> <p data-bbox="807 668 1501 783">The board of directors shall convene an extraordinary meeting under any of the following circumstances:</p> <p data-bbox="807 829 1501 944">(1) upon the proposal of shareholders representing more than one-tenth of the voting rights;</p> <p data-bbox="807 989 1501 1106">(2) upon the proposal of the <u>audit and risk management committee of the board of directors</u>;</p> <p data-bbox="807 1151 1501 1225">(3) upon the proposal of more than half of the independent directors;</p> <p data-bbox="807 1270 1501 1344">(4) when required by the securities regulatory authority;</p> <p data-bbox="807 1389 1501 1464">(5) under other circumstances stipulated in the Company’s articles of association.</p>
<p data-bbox="89 1485 561 1521">Article 14 Notice of Meetings</p> <p data-bbox="89 1566 783 1681">Meetings and extraordinary meetings of the board of directors shall be notified in the following ways:</p> <p data-bbox="89 1725 783 1921">(1) No notice of directors’ regular meeting shall be required, if the time and place of regular meetings of the board of directors have been fixed by the board of directors in advance.</p>	<p data-bbox="807 1485 1284 1521">Article 13 Notice of Meetings</p> <p data-bbox="807 1566 1501 1681">Meetings and extraordinary meetings of the board of directors shall be notified in the following ways:</p> <p data-bbox="807 1725 1501 1921">(1) No notice of directors’ regular meeting shall be required, if the time and place of regular meetings of the board of directors have been fixed by the board of directors in advance.</p>

Existing Articles	Revised Articles
<p>(2) Notice of the time and place of a meeting of the board of directors for which the time and place have not otherwise been set in advance by the board of directors shall be notified in advance by the Chairman through the secretary to the board of directors to each of the directors and the chairman of the supervisory committee by telex, telegram, facsimile, express delivery, registered mail or personal delivery. For regular meetings, the notice of meeting shall be sent not less than 14 days before such meeting; for provisional meetings, the notice of meeting shall be sent not less than 5 days before such meeting; for provisional meetings of the board of directors to be convened as soon as possible for emergency, the notice of meeting may be sent by telephone or other verbal means at any time, provided that the convener shall make explanation at the meeting.</p> <p>(3) The requirement of sending notices of meetings to directors in advance in accordance with this article may be waived with the consents from all of directors; moreover, where directors have attended the meetings, the notices of meetings shall be deemed to be received by directors in due course where no dissents due to failure of receiving the notices of meetings in due course have been raised before and upon the attendance of directors.</p> <p>(4) Notice shall be in Chinese and, where necessary, in English also and shall include an agenda of the meeting.</p>	<p>(2) Notice of the time and place of a meeting of the board of directors for which the time and place have not otherwise been set in advance by the board of directors shall be notified in advance by the Chairman through the secretary to the board of directors to each of the directors by telex, telegram, facsimile, express delivery, registered mail or personal delivery <u>or other forms of notice as stipulated in these Articles of Association.</u> For regular meetings, the notice of meeting shall be sent not less than 14 days before such meeting; for provisional meetings, the notice of meeting shall be sent not less than 5 days before such meeting; for provisional meetings of the board of directors to be convened as soon as possible for emergency, the notice of meeting may be sent by telephone or other verbal means at any time, provided that the convener shall make explanation at the meeting.</p> <p>(3) The requirement of sending notices of meetings to directors in advance in accordance with this article may be waived with the consents from all of directors; moreover, where directors have attended the meetings, the notices of meetings shall be deemed to be received by directors in due course where no dissents due to failure of receiving the notices of meetings in due course have been raised before and upon the attendance of directors.</p> <p>(4) Notice shall be in Chinese and, where necessary, in English also and shall include an agenda of the meeting.</p>

Existing Articles	Revised Articles
<p>Article 15 Contents of meeting notices</p> <p>Written meeting notices shall include at least the following contents:</p> <p>(1) Time and place of the meeting;</p> <p>(2) Form of the meeting;</p> <p>(3) Matters to be considered (meeting proposals);</p> <p>(4) The convener and chairman of the meeting, persons submitting proposals at extraordinary meetings and the written proposals;</p> <p>(5) Meeting information needed for voting by Directors;</p> <p>(6) Requirements with regard to meeting attendance by Directors in person or through authorization of other Directors;</p> <p>(7) Contact person for the meeting and his/her contact details.</p>	<p>Article 14 Contents of meeting notices</p> <p>Written meeting notices shall include at least the following contents:</p> <p><u>(1) Time and place of the meeting;</u></p> <p><u>(2) Timeframe for holding the meeting;</u></p> <p><u>(3) Date of dispatch of notices;</u></p> <p>(4) Matters to be considered (meeting proposals);</p> <p>(5) Meeting information needed for voting by Directors;</p> <p>(6) Requirements with regard to meeting attendance by Directors in person or through authorization of other Directors;</p> <p>(7) Contact person for the meeting and his/her contact details.</p>
<p>Article 17 Convening of meetings</p> <p>The meeting of the Board of Directors shall be held only if more than half of directors are present. If the relevant directors refuse or neglect to attend meetings and meetings cannot meet the quorum required for the convening the meeting, the Chairman and the secretary to the Board shall promptly report to the regulatory authorities.</p> <p>The leadership team of the Company, including the supervisors, general manager and other senior management, may attend the meeting of the Board of Directors. If deemed necessary by the presider of the meeting, he/she shall notify other relevant person to attend the meeting of the Board of Directors.</p>	<p>Article 16 Convening of meetings</p> <p>The meeting of the Board of Directors shall be held only if more than half of directors are present. If the relevant directors refuse or neglect to attend meetings and meetings cannot meet the quorum required for the convening the meeting, the Chairman and the secretary to the Board shall promptly report to the regulatory authorities.</p> <p>The leadership team of the Company, including the general manager and other senior management, may attend the meeting of the Board of Directors. If deemed necessary by the presider of the meeting, he/she shall notify other relevant person to attend the meeting of the Board of Directors.</p>

Existing Articles	Revised Articles
<p data-bbox="89 187 782 263">Article 18 Attending in person and attending by proxy</p> <p data-bbox="89 306 782 783">The directors, in principle, shall attend the meeting of the Board of Directors in person. Attendance in person includes attendance in person on site or by correspondence. In the event that a director attends less than two-thirds of the meetings of the Board of Directors of the current year in person within a year, the Supervisory Committee of the Company shall review the fulfillment of his/her duties, and make a resolution on and announce whether he/she is diligent and responsible.</p> <p data-bbox="89 834 782 1310">Any director who cannot attend the meeting due to some reasons shall review the meeting materials in advance and form his/her definite opinions and authorize any other director to attend with a power of attorney. Directors shall not make or accept the appointment or carte blanche without any voting intention on the resolutions, or any appointment that are not well-defined. The liability of a director relating to his/her voting on resolutions cannot be waived by attending the meeting by a proxy.</p> <p data-bbox="89 1353 782 1387">The power of attorney shall specify:</p> <ol data-bbox="89 1430 782 1787" style="list-style-type: none"> (1) The names of the appointor and proxy; (2) Brief comments of the appointor on each resolution; (3) The appointor's scope of authority and instructions on voting on the resolutions; (4) Signature of the appointor and date, etc. 	<p data-bbox="812 187 1505 263">Article 17 Attending in person and attending by proxy</p> <p data-bbox="812 306 1505 825">The directors, in principle, shall attend the meeting of the Board of Directors in person. Attendance in person includes attendance in person on site or by correspondence. In the event that a director attends less than two-thirds of the meetings of the Board of Directors of the current year in person within a year, <u>the Audit and Risk Management Committee of the Board of Directors of</u> the Company shall review the fulfillment of his/her duties, and make a resolution on and announce whether he/she is diligent and responsible.</p> <p data-bbox="812 876 1505 1353">Any director who cannot attend the meeting due to some reasons shall review the meeting materials in advance and form his/her definite opinions and authorize any other director to attend with a power of attorney. Directors shall not make or accept the appointment or carte blanche without any voting intention on the resolutions, or any appointment that are not well-defined. The liability of a director relating to his/her voting on resolutions cannot be waived by attending the meeting by a proxy.</p> <p data-bbox="812 1395 1505 1430">The power of attorney shall specify:</p> <ol data-bbox="812 1472 1505 1744" style="list-style-type: none"> (1) The names of the appointor and proxy; (2) Brief comments of the appointor on each resolution; (3) The appointor's scope of authority and instructions on voting on the resolutions; <u>(4) The validity period of the power of attorney;</u> (5) Signature of the appointor and date, etc.

Existing Articles	Revised Articles
<p>The proxy shall present the written power of attorney to the presider of the meeting and state the entrusted attendance in the meeting registration book.</p> <p>Where a director fails to attend the meeting of the Board of Directors and has not appointed a proxy to attend the meeting on his/her behalf, he/she shall be deemed to have waived his rights to vote at the meeting.</p>	<p>The proxy shall present the written power of attorney to the presider of the meeting and state the entrusted attendance in the meeting registration book.</p> <p>Where a director fails to attend the meeting of the Board of Directors and has not appointed a proxy to attend the meeting on his/her behalf, he/she shall be deemed to have waived his rights to vote at the meeting.</p>
<p>Article 21 Deliberation procedures of the meeting</p> <p>The presider of the meeting shall seek clear opinions on each proposal from the participating Directors on the Board meeting.</p> <p>For proposals that are required to be approved in advance by the independent directors in accordance with the relevant provisions, the presider of the meeting shall, prior to the discussion of such proposals, designate one independent director to read out the written approval opinion issued by the independent directors.</p> <p>When any Director hinders the normal proceeding of the meeting or affects other Directors to speak, the presider of the meeting shall promptly stop him/her.</p> <p>Unless with the unanimous consent of all participating Directors, the proposals not included in the meeting notice shall not be put to a vote in the Board meeting. The Directors who are authorized by other Directors to attend the meeting shall not vote on the proposals not included in the meeting notice on behalf of the trustors.</p>	<p>Article 20 Deliberation procedures of the meeting</p> <p>The presider of the meeting shall seek clear opinions on each proposal from the participating Directors on the Board meeting.</p> <p>For proposals that require the independent directors to express their opinions in accordance with the relevant provisions, the presider of the meeting shall, prior to the discussion of such proposals, designate one independent director to read out the written opinion issued by the independent directors.</p> <p>When any Director hinders the normal proceeding of the meeting or affects other Directors to speak, the presider of the meeting shall promptly stop him/her.</p> <p>Unless with the unanimous consent of all participating Directors, the proposals not included in the meeting notice shall not be put to a vote in the Board meeting. The Directors who are authorized by other Directors to attend the meeting shall not vote on the proposals not included in the meeting notice on behalf of the trustors.</p>

Existing Articles	Revised Articles
<p data-bbox="89 187 571 225">Article 23 Voting on meetings</p> <p data-bbox="89 268 786 385">After each proposal has been fully discussed, the presider shall timely request the participating directors to vote on it.</p> <p data-bbox="89 427 786 502">A resolution of the board of directors shall be decided on a show of hands.</p> <p data-bbox="89 544 786 746">“One person, one vote” is performed for the vote on meetings. Where the number of votes cast for and against a resolution are equal, the Chairman of the board of directors shall have a casting vote.</p> <p data-bbox="89 789 786 1306">A director may cast an affirmative, a negative or an abstention vote. Each attending director shall indicate his/her intention by choosing one of the above. The presider of the meeting shall request each director who fails to choose any of the above or has chosen two or more of the above to vote again. Any director who refuses to choose any of the above shall be regarded as having abstained from voting. Any director who leaves the meeting and does not return and has not voted by choosing any of the above shall be regarded as having abstained from voting.</p>	<p data-bbox="810 187 1292 225">Article 22 Voting on meetings</p> <p data-bbox="810 268 1508 385">After each proposal has been fully discussed, the presider shall timely request the participating directors to vote on it.</p> <p data-bbox="810 427 1508 502">A resolution of the board of directors shall be decided on a show of hands.</p> <p data-bbox="810 544 1508 1066">A director may cast an affirmative, a negative or an abstention vote. Each attending director shall indicate his/her intention by choosing one of the above. The presider of the meeting shall request each director who fails to choose any of the above or has chosen two or more of the above to vote again. Any director who refuses to choose any of the above shall be regarded as having abstained from voting. Any director who leaves the meeting and does not return and has not voted by choosing any of the above shall be regarded as having abstained from voting.</p>

Existing Articles	Revised Articles
<p data-bbox="89 183 687 219">Article 24 Statistics of Voting Results</p> <p data-bbox="89 263 786 502">After voting of the attending directors, the securities affairs representative and board office clerk shall responsively collect ballots cast by the directors, which ballots shall be counted under supervision of a supervisor or an independent director.</p> <p data-bbox="89 546 786 785">Where the meeting is held onsite, the host shall announce the statistic result onsite; in other circumstances, the host shall require the secretary of the board to announce the voting result within a workday after the prescribed voting deadline.</p> <p data-bbox="89 829 786 981">The ballots cast by directors after the host announces the voting result or after the prescribed voting deadline shall not be counted.</p>	<p data-bbox="807 183 1406 219">Article 23 Statistics of Voting Results</p> <p data-bbox="807 263 1505 502">After voting of the attending directors, the securities affairs representative and board office clerk shall responsively collect ballots cast by the directors, which ballots shall be counted under supervision of an independent director.</p> <p data-bbox="807 546 1505 785">Where the meeting is held onsite, the host shall announce the statistic result onsite; in other circumstances, the host shall require the secretary of the board to announce the voting result within a workday after the prescribed voting deadline.</p> <p data-bbox="807 829 1505 981">The ballots cast by directors after the host announces the voting result or after the prescribed voting deadline shall not be counted.</p>
<p data-bbox="89 1004 699 1040">Article 25 Formation of the Resolution</p> <p data-bbox="89 1085 786 1483">Except the situations specified in the Rules, the consent of more than half of the directors is required for the Board to pass a proposal and form the relevant resolutions. Where any provision of the laws, administrative regulations or the Articles of Association of the Company stipulates that the consent of even more directors is necessary for the Board to form the resolutions, the relevant provision shall prevail.</p> <p data-bbox="89 1527 786 1640">In case of any discrepancy on the contents or meanings of different resolutions, the resolution formed later shall prevail.</p>	<p data-bbox="807 1004 1422 1040">Article 24 Formation of the Resolution</p> <p data-bbox="807 1085 1505 1602">Except the situations specified in the Rules, the consent of more than half of the directors is required for the Board to pass a proposal and form the relevant resolutions. Where any provision of the laws, administrative regulations, <u>departmental regulations, securities regulatory rules of the place where the Company's shares are listed</u> or the Articles of Association of the Company stipulates that the consent of even more directors is necessary for the Board to form the resolutions, the relevant provision shall prevail.</p> <p data-bbox="807 1647 1505 1759">In case of any discrepancy on the contents or meanings of different resolutions, the resolution formed later shall prevail.</p>

Existing Articles	Revised Articles
<p data-bbox="89 187 523 223">Article 26 Avoiding a Vote</p> <p data-bbox="89 266 785 378">The directors shall avoid voting on the relevant proposal in the following circumstances:</p> <p data-bbox="89 427 785 502">(1) When the Listing Rules stipulates the directors should avoid voting;</p> <p data-bbox="89 549 785 661">(2) When the directors deem necessary to avoid voting and can put forward sufficient reasons;</p> <p data-bbox="89 708 785 863">(3) When the Articles of Association specifies the directors should avoid voting due to their relationship with the enterprise involved by the meeting proposal.</p> <p data-bbox="89 910 785 1342">Where the directors are necessary to avoid voting, the relevant Board meeting can be convened provided that more than half of non-affiliated directors can attend the meeting and the resolution can be formed upon the consent of more than half of non-affiliated directors. Where the number of the participating non-affiliated directors is less than three, the relevant proposal shall be submitted to the shareholders' general meeting for deliberation other than be put to a vote.</p>	<p data-bbox="807 187 1246 223">Article 25 Avoiding a Vote</p> <p data-bbox="807 266 1503 378">The directors shall avoid voting on the relevant proposal in the following circumstances:</p> <p data-bbox="807 427 1503 502">(1) When the Listing Rules stipulates the directors should avoid voting;</p> <p data-bbox="807 549 1503 661">(2) When the directors deem necessary to avoid voting and can put forward sufficient reasons;</p> <p data-bbox="807 708 1503 863">(3) When the Articles of Association specifies the directors should avoid voting due to their relationship with the enterprise involved by the meeting proposal.</p> <p data-bbox="807 910 1503 1342">Where the directors are necessary to avoid voting, the relevant Board meeting can be convened provided that more than half of non-affiliated directors can attend the meeting and the resolution can be formed upon the consent of more than half of non-affiliated directors. Where the number of the participating non-affiliated directors is less than three, the relevant proposal shall be submitted to the shareholders' general meeting for deliberation other than be put to a vote.</p>
<p data-bbox="89 1366 785 1440">Article 27 Not Exceeding One's Legitimate Authority</p> <p data-bbox="89 1487 785 1685">The Board shall act in strict accordance with the authorization of the shareholders' general meeting and the Articles of Association of the Company, and shall not form a resolution by means of exceeding given authority.</p>	<p data-bbox="807 1366 1503 1440">Article 27 Not Exceeding One's Legitimate Authority</p> <p data-bbox="807 1487 1503 1685">The Board shall act in strict accordance with the authorization of the shareholders' general meeting and the Articles of Association of the Company, and shall not form a resolution by means of exceeding given authority.</p>

Existing Articles	Revised Articles
<p>Article 28 Authorization matters of the Board</p> <p>When the Board considers and approves authorization matters, directors shall make prudent judgements on the scope, validity, rationality and risks of authorization and pay close attention to whether the scope of authorization exceeds those stipulated in the Articles of Association, the Rules for Procedures for General Meetings and Rules for the Meeting of the Board of Directors and whether the authorization matters involves material risk. The directors shall continuously monitor the execution of the authorization matters.</p>	<p>Article 28 Authorization matters of the Board</p> <p>When the Board considers and approves authorization matters, directors shall make prudent judgements on the scope, validity, rationality and risks of authorization and pay close attention to whether the scope of authorization exceeds those stipulated in the Articles of Association, the Rules for Procedures for General Meetings and Rules for the Meeting of the Board of Directors and whether the authorization matters involves material risk. The directors shall continuously monitor the execution of the authorization matters.</p>
<p>Article 29 Special provisions on distribution of profits</p> <p>Where a resolution on the distribution of profits of the Company is to be made at the board meeting based on the authorization of the shareholders' general meeting, the certified public accountant may be first notified of the proposed distribution plan to be submitted to the Board for consideration and required to produce a draft audit report accordingly (all financial data other than those related to distribution determined). After the Board has made a resolution on distribution, it shall require the certified public accountant to issue a formal audit report, based on which the Board shall then make a resolution on other relevant matters of the periodic report.</p>	<p>Article 29 Special provisions on distribution of profits</p> <p>Where a resolution on the distribution of profits of the Company is to be made at the board meeting based on the authorization of the shareholders' general meeting, the certified public accountant may be first notified of the proposed distribution plan to be submitted to the Board for consideration and required to produce a draft audit report accordingly (all financial data other than those related to distribution determined). After the Board has made a resolution on distribution, it shall require the certified public accountant to issue a formal audit report, based on which the Board shall then make a resolution on other relevant matters of the periodic report.</p>

Existing Articles	Revised Articles
<p data-bbox="89 187 786 261">Article 30 Special requirements relating to regular reports</p> <p data-bbox="89 306 786 825">When the Board considers and approves the regular reports, the directors shall read the entire text diligently and focus on whether the contents is real, accurate and complete or contain any material misstatement, omission or any unusual circumstance on the main financial auditing information; and pay attention to whether the report of the Board of directors comprehensively analyzed the financial condition and operating results of the Company and fully disclosed material matters and uncertainties that may impact the Company.</p> <p data-bbox="89 870 786 1108">Directors shall comply with the laws and sign the written confirmation of opinion on the regular reports, and shall not authorize others to sign or refuse to sign on the grounds of having objection to the contents of regular reports or disagreement with the auditor.</p> <p data-bbox="89 1153 786 1547">Where the director cannot warrant the truthfulness, accuracy and completeness of the contents of the regular reports or has disagreement, he/she shall express the opinion on the written confirmation of opinion and specify the reasons, and the Board of Directors and the Supervisory Committee of the Company shall make an announcement and explain the matters involved and the impact on the Company.</p>	<p data-bbox="810 187 1508 261">Article 29 Special requirements relating to regular reports</p> <p data-bbox="810 306 1508 825">When the Board considers and approves the regular reports, the directors shall read the entire text diligently and focus on whether the contents is real, accurate and complete or contain any material misstatement, omission or any unusual circumstance on the main financial auditing information; and pay attention to whether the report of the Board of directors comprehensively analyzed the financial condition and operating results of the Company and fully disclosed material matters and uncertainties that may impact the Company.</p> <p data-bbox="810 870 1508 1108">Directors shall comply with the laws and sign the written confirmation of opinion on the regular reports, and shall not authorize others to sign or refuse to sign on the grounds of having objection to the contents of regular reports or disagreement with the auditor.</p> <p data-bbox="810 1153 1508 1506">Where the director cannot warrant the truthfulness, accuracy and completeness of the contents of the regular reports or has disagreement, he/she shall express the opinion on the written confirmation of opinion and specify the reasons, and the Board of Directors of the Company shall make an announcement and explain the matters involved and the impact on the Company.</p>

Existing Articles	Revised Articles
<p data-bbox="92 187 592 223">Article 32 Suspension of voting</p> <p data-bbox="92 266 786 621">The presider of the meeting shall require the subject matter to be postponed for voting at the meeting if more than half of the Directors present at the meeting or more than two Directors consider the proposal to be indefinite and unspecific, or where an informed judgement cannot be made due to other reasons including inadequate meeting materials.</p> <p data-bbox="92 666 786 783">The Directors who suggest suspending the voting shall put forward specific requirements necessary for the resubmission of a proposal.</p>	<p data-bbox="815 187 1315 223">Article 31 Suspension of voting</p> <p data-bbox="815 266 1509 783"><u>Relevant Directors may propose in writing to the Board to postpone the convening of the meeting or postpone the consideration of such matter</u> if more than half of the Directors present at the meeting or more than two Directors consider the proposal to be indefinite and unspecific, or where an informed judgement cannot be made due to other reasons including <u>that the meeting materials are incomplete, insufficiently justified or not provided in a timely manner, and the Board shall accept such request</u>.</p> <p data-bbox="815 829 1509 946">The Directors who suggest suspending the voting shall put forward specific requirements necessary for the resubmission of a proposal.</p>

Existing Articles	Revised Articles
<p>Article 34 Minutes of meeting</p> <p>The secretary of the board of directors shall arrange the staff of the office of the board of directors to earnestly prepare the minutes of the meetings of the board of directors. The minutes of meeting shall include the followings:</p> <p>(1) the number of sessions, time, venue of the meeting and the form in which it is convened;</p> <p>(2) the delivery of the notice on the meeting;</p> <p>(3) the convener and the presider of the meeting;</p> <p>(4) the directors' attending in person and attending by proxy;</p> <p>(5) explanations on the meeting procedures and convening;</p> <p>(6) proposals considered at the meeting, the gist of every director's speaking and main opinions in respect of relevant matters and voting intents for the proposals;</p> <p>(7) the voting method and results of each proposal (the number of affirmative, negative and abstaining votes shall be specifically indicated);</p> <p>(8) such other matters which the attending directors consider necessary to record.</p>	<p>Article 33 Minutes of meeting</p> <p>The secretary of the board of directors shall arrange the staff of the office of the board of directors to earnestly prepare the minutes of the meetings of the board of directors. The minutes of meeting shall include the followings:</p> <p><u>(1) the date and venue of the meeting and the name of the convener;</u></p> <p>(2) the directors' attending in person and attending by proxy;</p> <p><u>(3) the meeting agenda;</u></p> <p><u>(4) the gist of directors' speaking;</u></p> <p><u>(5) the voting method and results of each matter for resolution (the number of affirmative, negative and abstaining votes shall be specifically indicated in the voting results);</u></p> <p>(6) such other matters which the attending directors consider necessary to record.</p>

Existing Articles	Revised Articles
<p data-bbox="89 187 667 225">Article 41 Supplementary Provisions</p> <p data-bbox="89 268 786 740">The general meeting authorizes the Board of Directors to compile the list of decision-making matters at the general meeting and the list of decision-making matters of the general manager authorized by the Board of Directors in accordance with the relevant provisions of the Articles of Association of the Company and the Rules of Procedure of the Board of Directors with reference to the relevant requirements of the listing regulatory rules of the place where the Company's shares are listed.</p> <p data-bbox="89 789 786 942">The terms "more than" used in the Rules shall include the number itself, and the term "less than", "exceeding", "below" shall not include the number itself.</p> <p data-bbox="89 991 786 1666">The Rules and amendments thereto are attached as an appendix to the Articles of Association, and shall be formulated by the Board of Directors and shall come into effect upon approval at the general meeting. Any matter not covered herein shall be dealt with in accordance with the provisions of relevant laws, regulations and the Articles of Association; in case of any conflict between the Rules and the provisions of relevant laws and administrative regulations, it shall be dealt with in accordance with the provisions of relevant laws and administrative regulations and the Rules shall be amended and presented to the general meeting for consideration and approval in a timely manner.</p> <p data-bbox="89 1715 786 1785">The Rules are subject to the interpretation by the Board of Directors.</p>	<p data-bbox="810 187 1388 225">Article 40 Supplementary Provisions</p> <p data-bbox="810 268 1508 704">The general meeting authorizes the Board of Directors to compile the list of decision-making matters at the general meeting and the list of decision-making matters of the general manager authorized by the Board of Directors in accordance with the relevant provisions of the Articles of Association of the Company and the Rules of the Board of Directors with reference to the relevant requirements of the <u>securities</u> regulatory rules of the place where the Company's shares are listed.</p> <p data-bbox="810 753 1508 906">The terms "more than" used in the Rules shall include the number itself, and the term "less than", "exceeding", "below" shall not include the number itself.</p> <p data-bbox="810 955 1508 1906">The Rules and amendments thereto are attached as an appendix to the Articles of Association, and shall be formulated by the Board of Directors and shall come into effect upon approval at the general meeting. Any matter not covered herein shall be dealt with in accordance with the provisions of relevant laws, <u>administrative</u> regulations, <u>departmental rules, the securities regulatory rules of the place where the Company's shares are listed</u> and the Articles of Association; in case of any conflict between the Rules and laws, administrative regulations, <u>departmental rules, the securities regulatory rules of the place where the Company's shares are listed</u>, it shall be dealt with in accordance with the provisions of laws, administrative regulations, <u>departmental rules, the securities regulatory rules of the place where the Company's shares are listed</u>, and the Rules shall be amended and presented to the general meeting for consideration and approval in a timely manner.</p>

Note 1: Pursuant to the Company Law and the Guidelines on the Articles of Association of Listed Companies and other regulations, the “shareholders’ general meeting (股東大會)” shall be amended to the “shareholders’ general meeting (股東會)”.

Note 2: Pursuant to the Company Law and the Guidelines on the Articles of Association of Listed Companies and other regulations, the Company has abolished the establishment of supervisors and the Supervisory Committee, and the relevant responsibilities of the former Supervisory Committee shall be exercised by the Audit and Risk Management Committee.