
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you are a shareholder of all our shares in Beijing Jingneng Clean Energy Co., Limited, you should at once hand this circular together with the enclosed proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Beijing Jingneng Clean Energy Co., Limited

北京京能清洁能源电力股份有限公司

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

(Stock Code: 00579)

**GENERAL MANDATE TO ISSUE SHARES
GENERAL MANDATE TO REPURCHASE H SHARES
GENERAL MANDATE TO REGISTER AND
ISSUE DEBT FINANCING INSTRUMENTS
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 3 to 9 of this circular.

The notice convening the AGM to be held at 10:00 a.m. on Wednesday, 18 June 2025 at Harbour Room II-III, Mezzanine Floor, Kowloon Shangri-La, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong, is set out on pages 91 to 96 of this circular. A proxy form for use at the AGM is enclosed with this circular and is also published on the website of the Hong Kong Stock Exchange (<https://www.hkexnews.hk>) and the website of the Company (<https://www.jncec.com>). Whether or not you are able to attend the AGM, you are requested to complete and return the proxy form in accordance with the instructions printed thereon not less than 24 hours before the time appointed for holding the AGM (i.e., not later than 10:00 a.m. on Tuesday, 17 June 2025) or an adjournment thereof (as the case may be).

Completion and return of the proxy form will not preclude you from attending and voting at the AGM should you so wish.

References to time and dates in this circular are to Hong Kong time and dates.

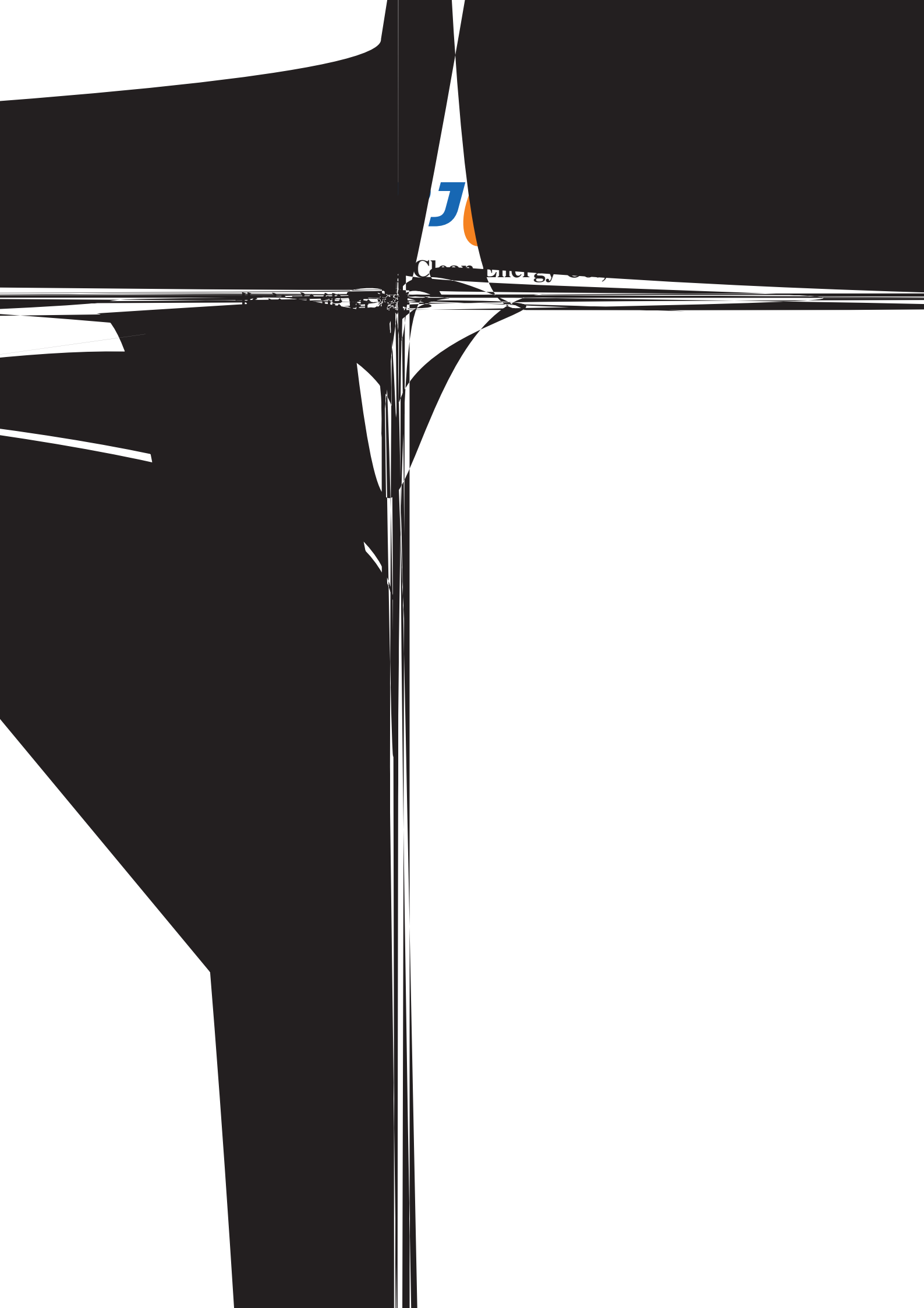
20 May 2025

DEFINITIONS

The following expressions have the meanings set out below unless the context requires otherwise:

AGM	the annual general meeting of the Company to be held at 10:00 a.m. on Wednesday, 18 June 2025 at Harbour Room II-III, Mezzanine Floor, Kowloon Shangri-La, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong
Articles of Association	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
Board or Board of Directors	the board of Directors of the Company
Company	北京京能清潔能源電力股份有限公司 (Beijing Jingneng Clean Energy Co., Limited), a joint stock company incorporated in the PRC with limited liability, whose H Shares are listed on the Hong Kong Stock Exchange
Company Law	the Company Law of the People's Republic of China (《中華人民共和國公司法》), as amended, modified or otherwise supplemented from time to time
Director(s)	the director(s) of the Company
Domestic Share(s)	the ordinary share(s) issued by the Company in the PRC, with a nominal value of RMB1.00 each, which are subscribed for in RMB
Group	the Company and its subsidiaries
H Share(s)	the overseas-listed foreign invested share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars
Hong Kong	the Hong Kong Special Administrative Region of the PRC
Hong Kong Stock Exchange	The Stock Exchange of Hong Kong Limited

Latest Practicable Date	19 March 2025, being the latest practicable date prior to the publishing of this circular for ascertaining certain information in this circular
Listing Rules	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, modified or otherwise supplemented from time to time
PRC or China	the People's Republic of China and for the purpose of this circular, including Hong Kong, the Macau Special Administrative Region and Taiwan
RMB	Renminbi, the lawful currency of the PRC
Share(s)	the ordinary share(s) of RMB1.00 each in the share capital of the Company
Shareholder(s)	the holder(s) of the Domestic Shares and H Shares of the Company
Takeovers Code	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended, modified or otherwise supplemented from time to time
treasury share(s)	has the meaning ascribed to it under the Listing Rules
%	per cent



LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE SHARES

In order to ensure flexibility and discretion to the Directors, in the event that it becomes desirable to issue an additional Share, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for a general mandate to issue Shares. At the AGM, a special resolution will be proposed to grant a general mandate to the Board to exercise the powers of the Company to allot, issue and otherwise deal with new Shares (including sale or transfer of treasury shares out of treasury (if any)) in the share capital of the Company up to 20% of the aggregate number of issued Shares (including treasury shares) immediately after the passing of the proposed special resolution in relation to such general mandate (the **Share Issue Mandate**).

As at the Latest Practicable Date, the issued share capital of the Company comprised 8,244,508,144 Shares, including 5,414,831,344 Domestic Shares and 2,829,676,800 H Shares. Subject to the passing of the special resolution in relation to the Share Issue Mandate and on the basis that no further Shares are issued before the AGM, the Company will be allowed to issue a maximum of 1,648,901,628 Shares.

Valid Share Issue Mandate

The Share Issue Mandate shall be effective from the date of approving by the AGM until whichever is the earliest of:

- (1) the conclusion of the next annual general meeting of the Company; or
- (2) the expiration of the 12-month period following the passing of this resolution; or
- (3) the revocation or variation of the authority under this resolution by passing of a special resolution of the Company at an general meeting.

The Board will only exercise its power under the Share Issue Mandate in accordance with the Listing Rules, and the applicable laws, rules and regulations of government and regulatory bodies of the PRC.

LETTER FROM THE BOARD

3. GENERAL MANDATE TO REPURCHASE H SHARES

To promote the sustainable operation and development of the Company, protect the long-term interests of investors and maximize the Shareholders' value, the Company intends to repurchase H Shares in accordance with the requirements of the relevant laws, regulator requirements and the Articles of Association, taking into account the current operating conditions, financial position and future development prospects of the Company. A special resolution will be proposed by the Company at the AGM for consideration and approval to grant full authorization to the Board or its approved person(s) or delegate to handle relevant matters of repurchase of H Shares within the framework and principles as considered by the AGM (the **Repurchase Mandate**):

- (1) a conditional general mandate to the Board, during the Relevant Period (as defined hereinafter), subject to the fluctuation and changes of the capital market and the share price of the Company, to repurchase the H Shares in issue of the Company at its discretion and in a timely manner, in accordance with the applicable laws, regulations and rules and the Articles of Association;
- (2) the total amount of H Shares repurchased by the Company shall not exceed 10% of the aggregate number of issued H Shares (including treasury shares) on the date of passing the special resolution. As at the Latest Practicable Date, the issued share capital of the Company comprised 8,244,508,144 Shares, including 5,414,831,344 Domestic Shares and 2,829,676,800 H Shares. If the special resolution on the proposed grant of the Repurchase Mandate is approved, and the Company will not allot, issue or repurchase H Shares on or before the date of convening the AGM, the Company will be entitled to repurchase not more than 282,967,680 H Shares pursuant to the Repurchase Mandate. The funds of repurchase include self-ordered funds and funds which fulfill the regulator requirements for repurchase of shares;
- (3) to formulate, approve and implement specific repurchase plans, including but not limited to the price, batch, amount and time of execution of the repurchase of H Shares, opening overseas stock account and handling foreign exchange registration, notifying the creditors of the Company and publishing announcements in accordance with the provisions of the Company Law and the Articles of Association (if applicable);
- (4) to obtain the required approval or fulfill the filing procedures in accordance with applicable laws, regulations and requirements (if applicable);

LETTER FROM THE BOARD

- (5) if there are new provisions in laws and regulations, or new policies by regulator authorities, or changes in market conditions in relation to the repurchase of H Shares, unless the relevant laws and regulations or requirements of the regulator authorities or the Articles of Association require for re-vote at the general meeting(s), the Board may adjust the repurchase plan and continue to deal with relevant matters of the repurchase of H Shares in accordance with relevant laws and regulations and the requirements of regulator authorities as well as the market conditions and the actual situation of the Company;
- (6) if applicable, to handle the deregistration procedures for the repurchased H Shares, decrease the registered capital, amend the Articles of Association regarding the share capital, shareholding structure and others and complete the registration and filing procedures; and
- (7) to sign other documents and handle other matters in relation to the repurchase of H Shares.

V a R e p u r c h a s e M a n d a t e

The Repurchase Mandate shall be effective from the date of approval by the AGM until whichever is the earlier of:

- (1) the conclusion of the 2025 annual general meeting of the Company; or
- (2) the revocation or variation of the authority under this resolution by passing of a special resolution of the Company at an general meeting (the **R e p u r c h a s e M a n d a t e**).

I m p a c t R e p u r c h a s e H S a r e s

The full execution of the Repurchase Mandate during the Relevant Period and any time as permitted by laws and regulations may have adverse impact on the working capital or gearing levels of the Company. However, if the Board considers the execution of the Repurchase Mandate will have a material adverse impact on the working capital or gearing levels of the Company, the Board will not exercise the Repurchase Mandate under such circumstances. After considering the prevailing market conditions, the Board will determine the amount of H Shares to be repurchased, the price and other terms of the repurchase of H Shares to the extent that is in the best interests of the Company.

The repurchase of H Shares does not involve connected transaction or obligation to make a mandatory offer under the Takeovers Code.

The price, batch, amount and time of execution of the repurchase of H Shares are to be determined and are subject to uncertainties. The Company will strictly follow the Listing Rules and relevant laws and regulations to carry out the plan for repurchase of H Shares and fulfill information disclosure obligations in a timely manner.

The Listing Rules require the provision of necessary information relevant to the proposed repurchase of Shares to the Shareholders for their consideration, so that the Shareholders will be able to make informed decisions on the relevant resolutions on repurchase of Shares at the AGM, and the explanatory statement containing such information is set out in Appendix I to this circular.

4. GENERAL MANDATE TO REGISTER AND ISSUE DEBT FINANCING INSTRUMENTS

A special resolution will be proposed at the AGM to consider and approve to generally and unconditionally authorize the Board (or Director(s) delegated by the Board), within the amount as registered in the interbank market or other markets and in light of the demand of business operation and capital expenditures, as well as the market conditions, to determine the specific provisions and related matters regarding the registration and issuance of debt financing instruments such as inbound ultra short-term financing bonds, short-term financing bonds, mid-term notes, corporate bonds, ABS, ABN, ABCP, offshore bonds, etc., including but not limited to the determination as to issue type, size, interest rate, duration, purchaser, use of proceeds subject to the aforesaid limits as well as all necessary documents to be made, executed or disclosed (the **Debt Financing and Issuance Mandate**).

LETTER FROM THE BOARD

5. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 19 March 2025 in relation to the proposed amendments to the Articles of Association. In order to reflect and comply with the recent changes in the PRC laws and regulations, including the Company Law, the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) and the Guidance for the Articles of Association of Listed Companies (《上市公司章程指引》), the relevant amendments to the Listing Rules as well as other rule amendments, and taking into account the actual situation of the Company, the Company intends to make amendments to the Articles of Association. Details of such amendments are set out in Appendix II to this circular. In view of the Company's proposal to discontinue the establishment of the board of supervisors in accordance with the Company Law and to transfer the powers of the board of supervisors to the audit committee of the Company, upon the approval of the proposed amendments to the Articles of Association at the AGM, the current supervisors of the Company, including the employee representative supervisor, will retire accordingly, and the Rules of Procedure for Board of Supervisors of the Company shall be repealed.

6. THE AGM

The notice convening the AGM to be held at 10:00 a.m. on Wednesday, 18 June 2025 at Harbour Room II-III, Mezzanine Floor, Kowloon Shangri-La, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong, is set out on pages 91 to 96 of this circular. A pro form for use at the AGM has been enclosed with this circular and is also published on the website of the Hong Kong Stock Exchange (<https://www.hkexnews.hk>) and the website of the Company (<https://www.jncec.com>).

Holders of H Shares whose names appear on the register of members of the Company on the close of business on Thursday, 12 June 2025 are entitled to attend the AGM and vote at the meeting. The share register for H Shares will be closed from Friday, 13 June 2025 to Wednesday, 18 June 2025 (both dates inclusive), during which period no share transfer of H Shares will be registered.

Whether or not you are able to attend the AGM, you are requested to complete and return the pro form in accordance with the instructions printed thereon not less than 24 hours before the time appointed for holding the AGM or an adjournment thereof (as the case may be). Completion and return of the pro form will not preclude you from attending the AGM and voting in person if you so wish.

LETTER FROM THE BOARD

7. VOTES TO BE TAKEN BY POLL

The resolutions to be proposed at the AGM will be voted by poll. No Shareholder is required to abstain from voting in respect of the resolutions proposed at the AGM.

8. RECOMMENDATION

The Directors (including the independent non-executive Directors) believe that the proposed resolutions in respect of, among other things, the Share Issue Mandate, the Repurchase Mandate, the Debt Financing Instruments Registration and Issue Mandate as well as proposed amendments to the Articles of Association are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders vote in favour of the relevant resolutions set out in the notice of the AGM.

By Order of the Board
B) J C a E C ., L
 CHEN Da J
 Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to enable the Shareholders to make an informed decision on whether to vote for or against the special resolution to approve the Repurchase Mandate.

CLASS AND NUMBER OF SHARES PROPOSED TO BE REPURCHASED

As at the Latest Practicable Date, the issued share capital of the Company is 8,244,508,144 Shares, including 5,414,831,344 Domestic Shares and 2,829,676,800 H Shares. If the special resolution on the proposed grant of the Repurchase Mandate is approved, and the Company will not allot, issue or repurchase H Shares on or before the date of convening the AGM, the Company will be entitled to repurchase not more than 282,967,680 H Shares pursuant to the Repurchase Mandate, representing 10% of the total number of H Shares in issue (excluding treasury shares) of the Company as at the date of passing the relevant resolution.

REASONS FOR REPURCHASE

The Board believes that the Repurchase Mandate is conducive to promote the sustainable operation and development of the Company, protect the long-term interests of investors and maximize the Shareholders' value. Based on the prevailing market conditions and funding arrangement, the exercise of the Repurchase Mandate may increase the net asset value per share and/or earnings per share. The Repurchase Mandate will be exercised only when the Directors consider that repurchase is beneficial to the Company and the Shareholders.

FUNDS FOR REPURCHASE

In repurchasing H Shares, the Company intends to use its internal funds lawfully available for such purpose in accordance with the Articles of Association, the Listing Rules, the Company Law and other applicable PRC laws, rules and regulations, and other funds that fulfil the regulator requirements for repurchase of shares.

Considering the current working capital conditions of the Company, the Board believes that an exercise of the Repurchase Mandate in full will not cause material adverse impact on the working capital and/or gearing levels of the Company (as compared to the financial position as at 31 December 2024 as disclosed in the audited financial statements of the Company in the annual report for the year ended 31 December 2024). However, if the Board believes that the exercise of the Repurchase Mandate will have material adverse impact on the working capital requirements or gearing levels of the Company, the Board tends not to repurchase the H Shares by exercising the power conferred under the Repurchase Mandate. The Board will consider the prevailing market conditions at an appropriate timing to make decisions on the number of H Shares to be repurchased, the price and other terms to repurchase H Shares, in the best interest of the Company.

DISCLOSURE OF INTEREST

To the best knowledge of the Directors, having made all reasonable enquiries, none of the Directors or their close associates (as defined in the Listing Rules), has an interest present

SECURITIES REPURCHASED BY THE COMPANY

No repurchase of any H Shares has been made by the Company during the six months immediately preceding the Latest Practicable Date.

DISPOSAL FOR H SHARES REPURCHASED

The Company may cancel these repurchased H Shares or hold them as treasury shares in accordance with the market conditions at the time of repurchase and the capital management needs of the Group.

PRICES OF H SHARES

The highest and lowest trading prices at which the H Shares have been traded on the Hong Kong Stock Exchange in each month over the last 12 months prior to the Latest Practicable Date are as follows:

M	H S a	
	H P (HK\$)	L P (HK\$)
2024		
May	2.12	1.87
June	2.21	1.82
July	2.05	1.79
August	1.92	1.77
September	2.05	1.69
October	2.28	1.87
November	1.93	1.79
December	1.95	1.79
2025		
January	1.94	1.80
February	1.95	1.83
March	2.17	1.84
April	2.47	1.86
May (as of the Latest Practicable Date)	2.47	2.34

Details of the proposed amendments to the Articles of Association are set out below. (Text to be deleted is indicated by strikethrough, text to be added is indicated by underline and bold font and articles without changes are shown in normal font). Due to addition or deletions of articles, the serial number of relevant articles of the Articles of Association have been adjusted accordingly without separate presentation. Certain amendments to expressions in the Chinese version or the English version of the Articles of Association are not applicable to the other version, as the case may be. The Articles of Association are written in Chinese. The English version of below articles is an unofficial translation of its Chinese version. In case of an inconsistency between the two versions, the Chinese version shall prevail.

Original Article	Amended Article
Article 1	

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>O a A A a</p>	<p>A A A a</p>
<p>A 5 The chairman of the board of directors is the Compan 's legal representati e.</p>	<p>A 56 The chairman of the board of directors is the Compan 's legal representati e.</p> <p>T a a a C a</p> <p>a b ↓ ↓ a ↓</p> <p>a a a .</p> <p>F a a</p> <p>a , C a a a a</p> <p>a a 30 a a</p> <p>↓ a .</p>
<p>N A</p>	<p>A 7 T C a a b a a</p> <p>↓ a a ↓ b</p> <p>a a b a C a .</p> <p>A a</p> <p>a ↓ a A</p> <p>A a b a ' a</p> <p>b ab a a b a ↓ a .</p> <p>I a a a ↓ a a a</p> <p>↓ a ↓ ,</p> <p>C a a b a ab . A</p> <p>C a a a ↓ ab , a</p> <p>a a a a</p> <p>a ↓ a a a ab a</p> <p>A A a .</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

O a A A a	A A A a
<p>A 7 All the Compan 's assets are di ided into equal shares. Each shareholder is responsible to the Compan up to his subscribed shares. The Compan is responsible for its debts up to its total assets.</p>	<p>A 79 All the Compan 's assets are di ided into equal shares. Each shareholder is responsible to the Compan up to his subscribed shares. The Compan is responsible for its debts up to its total assets.</p>
<p>A 8 From the effecti e date of this Articles of Association, this Articles of Association shall become a legall binding document . hich regulates the Compan 's organi ation and acts, the rights and obligations bet een the Compan and shareholders, and amongst the shareholders.</p> <p>This Articles of Association shall be legall binding on the Compan 's shareholders, the Compan , members of the Committee of the Communist Part of China (or Commission for Discipline Inspection), directors, super isors, senior officers, . ith such personnel being entitled to claim for right on matters relating to the Compan , and undertake corresponding obligations in accordance . ith this Articles of Association.</p> <p>According to this Articles of Association, one shareholder can sue the other shareholders, the shareholders can sue the Compan 's directors, super isors and senior officers. The shareholders can sue the Compan . The Compan can sue the shareholders, directors, super isors and senior officers.</p>	<p>A 810 From the effecti e date of this Articles of Association, this Articles of Association shall become a legall binding document . hich regulates the Compan 's organi ation and acts, the rights and obligations bet een the Compan and shareholders, and amongst the shareholders. This Articles of Association, a shall be legall binding on the Compan 's shareholders, the Compan , members of the Committee of the Communist Part of China (or Commission for Discipline Inspection), directors, super isors, senior officers, ith such personnel being entitled to claim for right on matters relating to the Compan , and undertake corresponding obligations in accordance . ith this Articles of Association.</p> <p>According to this Articles of Association, one shareholder can sue the other shareholders, the shareholders can sue the Compan 's directors, super isors and senior officers. The shareholders can sue the Compan . The Compan can sue the shareholders, directors, super isors and senior officers.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

O a A A a	A A A a
<p>A 9 In accordance with the provisions of the Constitution of the Communist Party of China, the company shall establish organizations of the Communist Party of China; the organizations of the Party (the Party Organization) shall play the core leadership role, holding correct directions, managing overall situations and ensuring the implementations of the government's proposals. The working units of the Party shall be established to carry out the activities of the Party.</p> <p>The company shall provide the necessary conditions for the activities carried out by the Party Organization. The institution and staffing of the Party Organization shall be included into the Company's management organizations and staffing. The working fund of the Party Organization shall be included into the Company's budget and shall be disbursed from the management fees.</p>	<p>A 911 In accordance with the provisions of the Constitution of the Communist Party of China, the Company shall establish organizations of the Communist Party of China; the organizations of the Party (the Party Organization) shall play the core leadership role, holding correct directions, managing overall situations and ensuring the implementations of the government's proposals. The working units of the Party shall be established to carry out the activities of the Party.</p> <p>T C a a a</p> <p>a a b</p> <p>Pa O a a.</p> <p>The company shall provide the necessary conditions for the activities carried out by the Party Organization. The institution and staffing of the Party Organization shall be included into the Company's management organizations and staffing. The working fund of the Party Organization shall be included into the Company's budget and shall be disbursed from the management fees.</p>
<p>A 16 Company shares shall be issued based on the principles of openness, fairness and justice. Shares of the same class shall carry equal rights.</p> <p>For the same class of shares of the same issuance, each share shall be issued at the same conditions and price. An unit or individual shall pay the same price for any such shares subscribed.</p>	<p>A 1618 Company shares shall be issued based on the principles of openness, fairness and justice. Shares of the same class shall carry equal rights.</p> <p>For the same class of shares of the same issuance, each share shall be issued at the same conditions and price. An unit or individual S, b b shall pay the same price for any such shares subscribed.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

O a A A a	A A A a
<p>A 18 . . .</p> <p>The overseas listed share issued by the Company which is listed in Hong Kong is referred to as H shares, namely, the RMB-denominated shares approved by the Hong Kong Stock Exchange for listing whose subscription and trading are in Hong Kong dollars. Upon fulfilling the registration or filing procedures with the securities regulator authority of the State Council or agencies authorized by the State Council in accordance with the law, and with the consent from Hong Kong Stock Exchange, the domestic investment shares can be converted into H shares.</p>	<p>A 1820 . . .</p> <p>The overseas listed share issued by the Company which is listed in Hong Kong is referred to as H shares, namely, the RMB-denominated shares approved by the Hong Kong Stock Exchange for listing whose subscription and trading are in Hong Kong dollars. Upon fulfilling the registration or filing procedures with the securities regulator authority of the State Council or agencies authorized by the State Council in accordance with the law, and with the consent from Hong Kong Stock Exchange, the domestic investment shares can be converted into H shares. <u>N a</u> ' _____ <u>↓ b a a</u> <u>a H a</u> <u>a a a a</u> .</p>
<p>A 20 . . .</p> <p>After the above-mentioned issuance and offering, the capital structure of the Company comprises of 8,244,508,144 issued ordinary shares in total.</p>	<p>A 202 . . .</p> <p>After the above-mentioned issuance and offering, the capital structure of the Company comprises of 8,244,508,144 issued ordinary shares in total, <u>a</u> _____ <u>a a a</u> .</p>
<p>A 23 Unless otherwise provided in the law and administrative regulations, listing rules of the shares' listing place, or this Articles of Association, the shares of the Company may be transferred according to law without an lien. The transferred share shall be registered in registration agency appointed by the Company .</p>	<p>A 234 Unless otherwise provided in the law and administrative regulations, listing rules of the shares' listing place, or this Articles of Association, the shares of the Company may <u>may</u> be transferred according to law without an lien. The transferred share shall be registered in registration agency appointed by the Company .</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

O a A A a	A A A a
<p>A 24 The Compan shall not accept its shares as the subject of a pledge.</p>	<p>A 245 The Compan shall not accept its shares as the subject of a pledge.</p>
<p>A 25 The shares of the Compan held b the promoters shall not be transferred . ithin one ear from the date of establishment of the Compan . The shares issued before the Compan publicl issues an shares shall not be transferred . ithin one ear from the date . hen the shares of the Compan are listed and traded in a stock e change.</p> <p>The directors, super isors and senior officers of the Compan shall report to the Compan the shares held b them and the changes thereof. During the term of their office, the shares transferred b an of them each ear shall not e ceed 25% of the total shares of the Compan that he holds. The shares of the Compan held b the aforesaid persons shall not be transferred . ithin one ear from the date . hen the shares of the Compan are listed and traded in a stock e change. If an of the aforesaid persons lea es from his post, he shall not transfer the shares of the Compan that he holds . ithin si months from such departure. If the listing rules of the listing enue of the shares of the Compan provide other ise on restrictions on transfers of H shares, such rules shall pre ail.</p>	<p>A 256 The shares of the Compan held b the promoters shall not be transferred . ithin one ear from the date of establishment of the Compan . The shares issued before the Compan publicl issues an shares shall not be transferred . ithin one ear from the date . hen the shares of the Compan are listed and traded in a stock e change. W a , a a a , a , a a a , S a C a ' a a C a ' a b a a a a , a a .</p> <p>The directors, super isors and senior officers of the Compan shall report to the Compan the shares held b them and the changes thereof. During the term of their office, the shares a a a transferred b an of them each ear shall not e ceed 25% of the total shares of a a the Compan that he holds. The shares of the Compan held b the aforesaid persons shall not be transferred . ithin one ear from the date . hen the shares of the Compan are listed and traded in a stock e change. If an of the aforesaid persons lea es from his post, he shall not transfer the shares of the Compan that he holds . ithin si months from such departure. If the listing rules of the listing enue of the shares of the Compan provide other ise on restrictions on transfers of H shares, such rules shall pre ail.</p> <p>I a a a b b a a a a a a .</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

O a A A a	A A A a
<p>A 26 If a director, super isor or senior officer of the Compan , or a shareholder holding 5% or more of the shares of the Compan sells the shares of the Compan . ithin si months upon bu ing those shares, or bu s the shares . ithin si months after selling, all the gains arising thereof shall belong to the Compan . Such gains shall be collected b the board of directors of the Compan . But if a securities compan under rites unsold shares, thereb holding more than 5% of the shares, the sale of these shares shall not be subject to the said si month restriction.</p>	<p>A 267 If a director, super isor or senior officer of the Compan , or a shareholder holding 5% or more of the shares of the Compan sells the shares of the Compan _____ a _____ . ithin si months upon bu ing those shares, or bu s the shares . ithin si months after selling, all the gains arising thereof shall belong to the Compan . Such gains shall be collected b the board of directors of the Compan . But if a securities compan under rites unsold shares, thereb holding more than 5% of the shares, the sale of these shares shall not be subject to the said si month restriction. H _____ a _____ a _____ a 5% _____ a _____ a _____</p> <p>_____ a _____ a _____ a _____ a _____ a _____</p> <p>a _____ a _____ a _____ a _____ b _____ a _____</p> <p>_____ a _____ a _____ S a C _____</p> <p>_____ a _____ a _____</p>
<p>The shares or other securities in the nature of equit held b directors, super isors, senior management and natural person shareholders referred to in the preceding paragraph, include those held b their spouses, parents and children and those held using the accounts of others.</p>	<p>The shares or other securities in the nature of equit held b directors, super isors, senior management and natural person shareholders referred to in the preceding paragraph, include those held b their spouses, parents and children and those held using the accounts of others.</p>
<p>If the board of directors of the Compan does not compl ith the foregoing paragraph, the shareholders can request the board to do so . ithin 30 da s. If the board does not enforce such right . ithin the said period, the shareholders are entitled to commence litigations in court in their o n names for the interest of the Compan .</p>	<p>If the board of directors of the Compan does not compl ith the foregoing _____ paragraph _____ a _____, the shareholders can request the board to do so . ithin 30 da s. If the board does not enforce such right . ithin the said period, the shareholders are entitled to commence litigations in court in their o n names for the interest of the Compan .</p>
<p>If the board of directors of the Compan does not compl ith the first paragraph, the responsible directors shall be jointl and se erall responsible in accordance ith the la .</p>	<p>If the board of directors of the Compan does not compl ith the first paragraph _____ a _____, the responsible directors shall be jointl and se erall responsible in accordance ith the la .</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

O a A A a	A A A a
<p>A 27 According to operational and development needs, the Company, according to the law and regulations and resolutions of general meetings, increase the capital pursuant to relevant provisions of this Articles of Association.</p> <p>The Company may increase its capital by the following methods:</p> <p>(1) Public issuance of shares;</p> <p>(2) Non-public issuance of shares;</p> <p>...</p> <p>(5) Other methods prescribed by the law and regulations or approved by the relevant regulator authorities.</p> <p>...</p>	<p>A 278 According to operational and development needs, the Company, according to the law and regulations and resolutions of general <u>a</u> meetings, increase the capital pursuant to relevant provisions of this Articles of Association.</p> <p>The Company may increase its capital by the following methods:</p> <p>(1) Public<u>Issuance</u> of shares _____ <u>a</u>;</p> <p>(2) Non-public<u>Issuance</u> of shares _____ <u>a</u>;</p> <p>...</p> <p>(5) Other methods prescribed by the law and <u>a</u> regulations or approved by the relevant regulator authorities.</p> <p>...</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

O a A A a	A A A a
<p>A 29 If the Compan reduces its registered capital, a balance sheet and an in entor of assets should be prepared.</p> <p>...</p>	<p>A 2930 If the Compan reduces its registered capital, a balance sheet and an in entor of assets should be prepared.</p> <p>...</p> <p>W C a ↓ a a ,</p> <hr/> <p>a ↓ a a b ↓ a</p> <hr/> <p align="center">a</p> <hr/> <p>↓ b a</p> <hr/> <p>A A a .</p>
<p>The reduced registered capital of the Compan ma not be less than the statutor minimum.</p>	<p>The reduced registered capital of the Compan ma not be less than the statutor minimum.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

O a A A a	A A A a
<p>A 30 The Company, in the following circumstances and without violation of the requirements of laws, regulations, the rules of the places where the Company's shares are listed and this Articles of Association, repurchase its own issued outstanding shares according to legal procedure following the adoption of a pertinent resolution in accordance with the procedures provided for in this Articles of Association, and submission to and approval by the relevant State authorities:</p> <p>(1) Cancellation of shares in order to reduce its registered capital;</p> <p>(2) Merger with another company holding shares in the Company ;</p> <p>...</p> <p>(4) Acquisition of shares held by shareholders (upon their request) who vote against an resolution proposed in an general meeting on the merger or division of the Company ;</p> <p>...</p>	<p>A 3031 The Company, in the following circumstances and without violation of the requirements of laws, regulations, the rules of the places where the Company's shares are listed and this Articles of Association, repurchase its own issued outstanding shares according to legal procedure following the adoption of a pertinent resolution in accordance with the procedures provided for in this Articles of Association, and submission to and approval by the relevant State authorities:</p> <p>(1) Cancellation of shares in order to reduce its registered capital <u>Reduction of</u> <u>Company's capital</u>;</p> <p>(2) Merger with another company holding shares in the Company ;</p> <p>...</p> <p>(4) Acquisition of shares held by shareholders (upon their request) who vote against an resolution proposed in an <u>general</u> <u>meeting</u> on the merger or division of the Company ;</p> <p>...</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

O a A A a	A A A a
<p>A 31 The Company may repurchase its Shares through public centralized trading or other means recognized by laws, administrative regulations and the China Securities Regulator Commission. If the share purchase is made under the circumstances stipulated in Items (3), (5) and (6) of paragraph 1 of Article 30 of the Articles of Association, centralized trading shall be adopted publicly.</p>	<p>A 312 The Company may repurchase its Shares through public centralized trading or other means recognized by laws, administrative regulations and the China Securities Regulator Commission. If the share purchase is made under the circumstances stipulated in Items (3), (5) and (6) of paragraph 1 of Article 301 of the Articles of Association, centralized trading shall be adopted publicly.</p>
<p>A 32 In the event of a repurchase of shares by the Company by an agreement outside a securities exchange, prior approval shall be obtained from the shareholders at a general meeting in accordance with the procedures specified in the Company's Articles of Association. Upon obtaining further prior approval of the shareholders at the general meeting in the same manner, the Company may terminate or amend contracts concluded in the manner set forth above or waive any of its rights under such contracts.</p> <p>The contracts for the repurchase of shares referred to in the above paragraph include (but not limited to) agreements whereby repurchase obligations are undertaken and repurchase rights are acquired.</p> <p>The Company may not assign contracts for the repurchase of its own shares or any of its rights hereunder.</p>	<p>D A</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

O a A A a	A A A a
<p>A 33 Repurchase of the Compan 's shares in accordance with Article 30 (1) and (2) of this Articles of Association shall be subject to approval at a general meeting. Repurchase of the Compan 's shares in accordance with Article 30 (3), (5) and (6) of this Articles of Association shall be approved at the board meeting attended by more than two thirds of the directors according to the provisions of the Articles of Association or with the authorisation granted by the general meeting.</p> <p>Unless otherwise provided in the laws, regulations or listing rules of the places where the Compan 's shares are listed, after the Compan has repurchased its shares in accordance with Article 30 of this Articles of Association, such shares shall be cancelled within ten days after repurchase in the circumstance set out in item (1), or shall be transferred or cancelled within six months in the circumstances set out in item (2) and (4); and in the circumstances set out in item (3), (5) and (6), the total number of the Compan 's shares held by it shall not exceed ten percent of the total shares issued by the Compan , and shall be transferred or cancelled within three years.</p>	<p>A 33 Repurchase of the Compan 's shares in accordance with Article 30 (1) and (2) of this Articles of Association shall be subject to approval at a general <u>general</u> meeting. Repurchase of the Compan 's shares in accordance with Article 30 (3), (5) and (6) of this Articles of Association shall be approved at the board meeting attended by more than two thirds of the directors according to the provisions of the Articles of Association or with the authorisation granted by the general <u>general</u> meeting.</p> <p>Unless otherwise provided in the laws, regulations or listing rules of the places where the Compan 's shares are listed, after the Compan has repurchased its shares in accordance with Article 30 of this Articles of Association, such shares shall be cancelled within ten days after repurchase in the circumstance set out in item (1), or shall be transferred or cancelled within six months in the circumstances set out in item (2) and (4); and in the circumstances set out in item (3), (5) and (6), the total number of the Compan 's shares held by it shall not exceed ten percent of the total shares issued by the Compan , and shall be transferred or cancelled within three years.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

O a A A a	A A A a
<p>A 37 The Company shall make a register of shareholders on the basis of the certificates provided by the securities registrar. The register of shareholders shall be the sufficient evidence proving the holding of the shares of the Company by the shareholders. The shareholders enjoy rights and assume obligations as per the class of shares they hold; the same class of shares represents the same rights and the same obligations.</p>	<p>A 37 The Company shall make a register of shareholders on the basis of the certificates provided by the securities registrar. The register of shareholders shall be the sufficient evidence proving the holding of the shares of the Company by the shareholders. The shareholders enjoy rights and assume obligations as per the class of shares they hold; the same class of shares represents the same rights and the same obligations.</p>
<p>A 38 Provisions provided by applicable laws, regulations and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited on the period of closure of register of members before the general meeting of shareholders or the reference date for the Company's distribution of dividends shall prevail.</p>	<p>A 38 Provisions provided by applicable laws, regulations and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited on the period of closure of register of members before the general meeting of shareholders or the reference date for the Company's distribution of dividends shall prevail.</p> <p align="center">T C a _____ _____ b a a _____ a ab a , a a R G L S T S E a H K L .</p>
<p>A 39 When the Company convenes a general meeting, distributes dividends, commences liquidation or participates in other activities requiring the identification of shareholders, the convener of the board of director or general meeting shall decide the record date. The shareholders whose names appear on the register of shareholders at the close of trading on the record date, shall enjoy the relevant rights.</p>	<p>A 39 When the Company convenes a <u>general _____</u>' meeting, distributes dividends, commences liquidation or participates in other activities requiring the identification of shareholders, the convener of the board of director or <u>general _____</u>' meeting shall decide the record date. The shareholders whose names appear on the register of shareholders at the close of trading on the record date, shall enjoy the relevant rights.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

O a A A a	A A A a
<p>A 40 The Compan or its subsidiaries (including affiliates of the Compan) shall not, b . a of a gift, ad ance, guarantee, compensation, loans or other. ise, pro ide an financial assistance to a person . ho acquires or intends to acquire shares of the Compan .</p>	<p>A 40 The Compan or its subsidiaries (including affiliates of the Compan) shall not, b . a of a gift, ad ance, guarantee, compensation, loans b _____ or other. ise, pro ide an _____ a a assistance to a person . ho acquires or intends to acquire shares of the Compan _____ a _____ a _____ b _____ C a .</p> <p>I _____ C a , C a a , b _____ a ' , b _____ b a a a _____ A A a _____ a _____ a ' , _____ a a a a a _____ a _____ a C a a a , _____ a _____ a a _____ a a _____ a a a a a _____ a a a .</p> <p>R _____ b a a b _____ a b _____ a - a _____ .</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

O a A A a	A A A a
<p>A 41 . . .</p> <p>Shareholders shall enjoy rights and have obligations according to the class and number of shares held. Holders of shares of the same class shall enjoy equal rights and have equal obligations.</p> <p>. . .</p> <p>In the circumstance of joint shareholders:</p> <p>(1) In case of death of one of the joint shareholders, only the other surviving joint shareholder(s) shall be deemed as owner of the shares, but for the purpose of re-issuing the register of shareholder, the board of directors is entitled to demand the surviving shareholder(s) to provide a death certificate as the board thinks fit.</p> <p>(2) For joint shareholders of an share, the person whose name stands first in the register shall be entitled to receive share certificate of the relevant shares, receive notice from the Company, attend the general meetings, or exercise voting of relevant shares, and the service of notice to the aforesaid person shall be deemed as service of notice to all joint shareholders.</p> <p>. . .</p>	<p>A 41 . . .</p> <p>Shareholders shall enjoy rights and have obligations according to the class and number of shares held. Holders of shares of the same class shall enjoy equal rights and have equal obligations.</p> <p>. . .</p> <p>In the circumstance of joint shareholders:</p> <p>(1) In case of death of one of the joint shareholders, only the other surviving joint shareholder(s) shall be deemed as owner of the shares, but for the purpose of re-issuing the register of shareholder, the board of directors is entitled to demand the surviving shareholder(s) to provide a death certificate as the board thinks fit.</p> <p>(2) For joint shareholders of an share, the person whose name stands first in the register shall be entitled to receive share certificate of the relevant shares, receive notice from the Company, attend the <u>general _____</u> meetings, or exercise voting of relevant shares, and the service of notice to the aforesaid person shall be deemed as service of notice to all joint shareholders.</p> <p>. . .</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

O a A A a	A A A a
<p>A 44 If a resolution of the Company's general meeting or board meeting contravenes the law or administrative regulations, the shareholders can request the court to annul the decision.</p> <p>If the convening procedure or voting method of a general meeting or board meeting contravenes the law, administrative regulations or this Articles of Association, or if the contents of the resolutions of such meetings contravenes this Articles of Association, the shareholders can request the court to cancel the resolution within 60 days from the date on which such resolution is passed.</p>	<p>A 44 If a resolution of the Company's general meeting or board meeting contravenes the law or administrative regulations, the shareholders can request the court to annul the decision.</p> <p>If the convening procedure or voting method of a general meeting or board meeting contravenes the law, administrative regulations or this Articles of Association, or if the contents of the resolutions of such meetings contravenes this Articles of Association, the shareholders can request the court to cancel the resolution within 60 days from the date on which such resolution is passed.</p> <p>H</p> <p>a a ' b a</p> <p>a</p> <p>a a a a a</p> <p>.</p> <p>W b a , a a</p> <p>a a ' a a</p> <p>a a ' a a</p> <p>a a ' b a a</p> <p>) a a</p> <p>. T C a , a</p> <p>a a a</p> <p>a a C a .</p> <p>I a a a)</p> <p>a , C a</p> <p>a b a a</p> <p>a a a a</p> <p>a a a a S a</p> <p>C a a</p> <p>C a , a a , a</p> <p>a a</p> <p>) a a b .</p> <p>C a b a a</p> <p>a a b a a</p> <p>b .</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

O a A A a	A A A a
N A	<p>A 45 T ↓ a</p> <hr/> <p>b a C a</p> <hr/> <p>a b a a</p> <hr/> <p>↓ a :</p>
	<p>(1) Fa ↓ a a ' ↓</p> <hr/> <p>a b a a a</p> <hr/> <p>↓ ;</p>
	<p>(2) N a ↓ a</p> <hr/> <p>a ' b a</p> <hr/> <p>' ;</p>
	<p>(3) T ↓ b a</p> <hr/> <p>↓ b</p> <hr/> <p>a ↓ b ↓ b</p> <hr/> <p>a ↓ a</p> <hr/> <p>C a La A A a ;</p>
	<p>(4) T ↓ b</p> <hr/> <p>↓ ↓ b</p> <hr/> <p>a ↓ b</p> <hr/> <p>↓ b a</p> <hr/> <p>↓ a C a La</p> <hr/> <p>A A a .</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

O a A A a	A A A a
	<p>I a , ↓ a a a</p> <p>- ↓ b a C a a</p> <p>a , a a ↓ a</p> <p>↓ A A a</p> <p>a ↓ a ↓</p> <p>C a a ↓</p> <p>a ↓ a a -</p> <p>↓ b a C a a ↓</p> <p>C a , a ↓ a</p> <p>1% a</p> <p>C a 180 a ↓ ↓ , a ,</p> <p>a a</p> <p>a a a A 189 C a La ,</p> <p>↓ b a ↓ a b a</p> <p>- ↓ b a</p> <p>a ↓</p> <p>a a ↓ ↓</p> <p>a . I a - ↓ b a</p> <p>C a a a b a ↓</p> <p>a ↓ b ↓ a a a ↓ ,</p> <p>a a</p> <p>a a a A .</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

O a A A a	A A A a
<p>A 47 Shareholders of the Compan shall ha e the follo ing obligations:</p> <ol style="list-style-type: none"> (1) Compl ith la , administrati e regulations and this Articles of Association; (2) Pa for the shares based on the shares subscribed and the method of subscription; (3) Cannot ask the Compan to redeem those shares e cept as prescribed b the la or administrati e regulations; (4) Cannot abuse his rights as a shareholder to harm the Compan 's or other shareholders' interests; cannot abuse the legal personalit of the Compan and the limited liabilit of the shareholders to harm the interests of creditors; <p>A shareholder ho abuses his shareholders' rights resulting in losses to the Compan and other shareholders shall compensate according to the la .</p> <p>Shareholders ho abuse the legal personalit of the Compan and limited liabilit of shareholders in order to escape from liabilit , thereb seriousl damaging the interests of creditors of the Compan , shall jointl and se erall be responsible for the Compan 's debts.</p> <ol style="list-style-type: none"> (5) Other responsibilities required b the la , administrati e regulations and this Articles of Association. 	<p>A 478 Shareholders of the Compan shall ha e the follo ing obligations:</p> <ol style="list-style-type: none"> (1) Compl ith la , administrati e regulations and this Articles of Association; (2) Pa for the shares based on the shares subscribed and the method of subscription; (3) Cannot ask the Compan to redeem those shares <u>_____ a a</u> e cept as prescribed b the la or administrati e regulations; (4) Cannot abuse his rights as a shareholder to harm the Compan 's or other shareholders' interests; cannot abuse the legal personalit of the Compan and the limited liabilit of the shareholders to harm the interests of creditors; <p>A shareholder ho abuses his shareholders' rights resulting in losses to the Compan and other shareholders shall compensate according to the la .</p> <p>Shareholders ho abuse the legal personalit of the Compan and limited liabilit of shareholders in order to escape from liabilit , thereb seriousl damaging the interests of creditors of the Compan , shall jointl and se erall be responsible for the Compan 's debts.</p> <ol style="list-style-type: none"> (5) Other responsibilities required b the la , administrati e regulations and this Articles of Association.

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>O a A A a</p>	<p>A A A a</p>
	<p>A a C a ab,↓ a a a a a↓ C a a a b ab a a a a . I a a C a ab,↓ C a ' a a↓ a ab a a b a ↓ a C a , a b) a a ab b C a .</p>
<p>N A</p>	<p>A 49 T a a a ↓a C a a a ↓ b a a a a a a a ↓ a , ↓ ↓ a a↓ S a C ↓ a a C a , a a ↓a a .</p>
<p>A 48 The controlling shareholder or actual controller of the Compan shall not use his associated relationship to damage the Compan 's interests. In case of a breach hich results in damage to the Compan , he shall be liable to compensate.</p>	<p>A 4850 T a a a ↓a C a a ↓ :</p> <p>(1) The controlling shareholder or actual controller of the Compan shall not use his associated relationship to damage the Compan 's interests. In case of a breach hich results in damage to the Compan , he shall be liable to compensate. E a ' a a a , a ab,↓ a a a a a ↓ a a C a a ;</p> <p>(2) S ↓ ↓ b a a ↓ a a a a a a ↓ i</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>O a A A a</p>	<p>A A A a</p>
<p>N A</p>	<p>A 51 T a a a a a C a b a a a C a ' a ab a a .</p>
<p>N A</p>	<p>A 52 T a a a a a a C a a a a a a a a a a a a a a S a C a a C a a a a a a .</p>
<p>C a 7 G a M S 1 G a P G a M A 49 The general meeting shall be the organ of authorit of the Compan and shall e ercise the functions and po. ers according to la .</p>	<p>C a 7 G a S a ' M S 1 G a P G a S a ' M A 4954 T a ' . C a a a . The general a ' meeting shall be the organ of authorit of the Compan and shall e ercise the functions and po. ers according to la .</p>

O a A A a	A A A a
<p>A 50 The general meeting shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> (1) Decide the operational policy and investment plan of the Company ; (2) Elect and replace directors and superisors who are not staff representatives. Make decisions on matters in relation to the salary of the relevant directors and superisors; (3) Receive and approve the reports of the board of directors; (4) Receive and approve the reports of the board of superisors; (5) Receive and approve the annual financial budgets and final accounting of the Company ; (6) Receive and approve the profit distribution plan and loss compensation plan of the Company ; (7) Decide on increasing or reducing the registered capital of the Company ; (8) Decide on merger, division, winding up, liquidation or changing the form of the Company ; (9) Pass resolutions on the issuance of bonds or listing plan of other securities by the Company ; (10) Pass resolutions on the employment and dismissal of accounting firms by the Company ; (11) Amend this Articles of Association; 	<p>A 505 The general <u>a</u> meeting shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> (1) Decide the operational policy and investment plan of the Company ; (2) Elect and replace directors and superisors who are not staff representatives. Make, a <u>a</u> decisions on matters in relation to the salary of the relevant directors and superisors; (3) Receive and approve the reports of the board of directors; (4) Receive and approve the reports of the board of superisors;

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

O a A A a	A A A a
(12) Re ie. and appro e the e ternal guarantee issues . hich shall be re ie. ed at the general meeting as prescribed in Article 51 of this Articles of Association;	(129) Re ie. and appro e the e ternal guarantee issues . hich shall be re ie. ed at the general <u>a</u> meeting as prescribed in Article 51 <u>5</u> of this Articles of Association;
(13) Re ie. purchases and sales of significant assets . ithin a ear e ceeding 30% of the latest audited total assets of the Compan ;	(130) Re ie. purchases and sales of significant assets . ithin a ear e ceeding 30% of the latest audited total assets of the Compan ;
(14) Re ie. and appro e changes in the usage of raised funds;	(141) Re ie. and appro e changes in the usage of raised funds;
(15) Re ie. share incenti e plans and emplo ee stock o. nership plan;	(152) Re ie. share incenti e plans and emplo ee stock o. nership plan;
(16) Re ie. proposals of the shareholders . ho represent 3% or more of the Compan 's oting shares;	(163) Re ie. proposals of the shareholders . ho <u>a</u> 3% or more <u>1%</u> of the Compan 's oting shares;
(17) Re ie. the Compan 's e ternal donations and sponsorships . hose single amount reaches 0.1% or more of the Compan 's latest audited net assets and are included in profit or loss for the current period;	(174) Re ie. the Compan 's e ternal donations and sponsorships . hose single amount reaches 0.1% or more of the Compan 's latest audited net assets and are included in profit or loss for the current period;
(18) Re ie. other matters to be appro ed at the general meeting as prescribed b the la. , administrati e regulations, department regulations, listing rules of the local stock e change . here the Compan 's shares are listed or this Articles of Association.	(185) Re ie. other matters to be appro ed at the general <u>a</u> ' meeting as prescribed b the la. , administrati e regulations, department regulations, listing rules of the local stock e change . here the Compan 's shares are listed or this Articles of Association.
	T a ' a a b a a a b .

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

O a A A a	A A A a
<p>A 51 The following e ternal guarantees of the Compan must be re ie. ed and passed at the general meeting:</p> <p>(1) An e ternal guarantee b the Compan or its subsidiar and an subsequent e ternal guarantee, hose total amount is equal to or more than 50% of the Compan 's audited net assets;</p> <p>(2) An e ternal guarantee b the Compan and an subsequent e ternal guarantee, hose total amount is equal to or more than 30% of the Compan 's latest audited total assets;</p> <p>...</p> <p>(7) Other e ternal guarantees hose shall be passed at the general meeting as prescribed b the local stock e change hose the Compan 's shares are listed and this Articles of Association.</p> <p>...</p>	<p>A 515 The following e ternal guarantees of the Compan must be re ie. ed and passed at the general <u>a</u> ' meeting:</p> <p>(1) An e ternal guarantee b the Compan or its subsidiar and an subsequent e ternal guarantee, hose total amount is equal to or more than 50% of the Compan 's audited net assets;</p> <p>(2) An e ternal guarantee b the Compan and an subsequent e ternal guarantee, hose total amount is equal to or more than 30% of the Compan 's latest audited total assets;</p> <p>...</p> <p>(7) Other e ternal guarantees hose shall be passed at the general <u>a</u> meeting as prescribed b the local stock e change hose the Compan 's shares are listed and this Articles of Association.</p> <p>...</p>
<p>A 52 Except hose the Compan is under a special circumstance such as a crisis, the Compan shall not, hose without an appro al b a special resolution at a general meeting, enter into a contract to hando er all or part of the management of important matters of the Compan to a person other than to a director, super isor or other senior officer.</p>	<p>A 526 Except hose the Compan is under a special circumstance such as a crisis, the Compan shall not, hose without an appro al b a special resolution at a general <u>a</u> ' meeting, enter into a contract to hando er all or part of the management of important matters of the Compan to a person other than to a director, super isor or other senior officer.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

O a A A a	A A A a
<p>A 53 The general meetings shall include annual general meetings and extraordinary general meetings. Annual meetings shall be convened once a year and shall be held within six months from the end of the preceding fiscal year.</p>	<p>A 537 The general <u>a</u> meetings shall include annual general <u>a</u> meetings and extraordinary general <u>a</u> meetings. Annual <u>a</u> meetings shall be convened once a year and shall be held within six months from the end of the preceding fiscal year.</p>
<p>A 54 The board of directors shall convene an extraordinary general meeting within two months upon the occurrence of any of the following circumstances:</p> <p>...</p> <p>(2) The losses of the Company that have not been made up reach one-third of the total share capital of the Company ;</p> <p>(3) Shareholders, whether individually or together hold more than 10% of the shares of the Company required in convening an extraordinary shareholders' general meeting to be convened;</p> <p>...</p> <p>(5) When the board of supervisors suggests a meeting;</p> <p>...</p>	<p>A 548 The board of directors shall convene an extraordinary general <u>a</u> meeting within two months upon the occurrence of any of the following circumstances:</p> <p>...</p> <p>(2) The losses of the Company that have not been made up reach one-third of the total share capital of the Company ;</p> <p>(3) Shareholders, whether individually or together hold more than 10% of the shares of the Company required in convening an extraordinary shareholders' general meeting to be convened;</p> <p>...</p> <p>(5) When the board of supervisors <u>A</u> <u>C</u> suggests a meeting;</p> <p>...</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

O a A A a	A A A a
<p>A 55 The venue to hold a general meeting of the Company shall be the domicile of the Company or other specific location informed by the convenor of the general meeting.</p> <p>The general meeting shall have a venue and be held on-site. The Company shall also provide internet or other means required by relevant securities regulator authorities for the convenience of shareholders attendance. A shareholder who participated in a general meeting in the aforesaid manners shall be deemed to have been present at the meeting.</p>	<p>A 5560 The venue to hold a general meeting of the Company shall be the domicile of the Company or other specific location informed by the convenor of the general meeting.</p> <p>The general meeting shall have a venue and be held on-site. The Company shall also provide internet or other means required by relevant securities regulator authorities for the convenience of shareholders attendance. A shareholder who participated in a general meeting in the aforesaid manners shall be deemed to have been present at the meeting.</p>

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Original Article	Proposed Amendment
<p>Section 2.6 Independent directors are entitled to propose an extraordinary general meeting to the board of directors. Concerning the above request, the board of directors shall, in accordance with the law, administrative regulations and this Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting within 10 days upon receipt of the proposal.</p> <p>If the board of directors agrees to convene the extraordinary general meeting, it shall issue a notice of general meeting within 5 days upon making the decision. If the board of directors does not agree to convene an extraordinary general meeting, it shall explain the reasons and make an announcement accordingly.</p>	<p>Section 2.6 Independent directors are entitled to propose an extraordinary general meeting to the board of directors. Concerning the above request, the board of directors shall, in accordance with the law, administrative regulations and this Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting within 10 days upon receipt of the proposal.</p> <p>If the board of directors agrees to convene the extraordinary general meeting, it shall issue a notice of general meeting within 5 days upon making the decision. If the board of directors does not agree to convene an extraordinary general meeting, it shall explain the reasons and make an announcement accordingly.</p>

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O a A A a	A A A a
<p>A 57 The board of super isors is entitled to propose an e traordinar general meeting to the board of directors, hich shall be made in riting. Concerning the abo e request, the board of directors shall, in accordance ith the la , administrati e regulations and this Articles of Association, repl ith a ritten opinion to state hether it agrees or disagrees to con ene an e traordinar general meeting ithin 10 da s upon receipt of the proposal.</p> <p>If the board of directors agrees to con ene the e traordinar general meeting, it shall issue a notice of general meeting ithin 5 da s of the decision. An changes made to the original request in the notice shall be agreed b the board of super isors.</p> <p>If the board of directors disagrees to con ene the e traordinar general meeting, or does not repl ithin 10 da s upon receipt of the proposal, it shall be deemed as failing or not discharging its duties to con ene the general meeting. The board of super isors shall then be entitled to con ene and hold the meeting itself.</p>	<p>A 5761 The board of super isors A, C is entitled to propose an e traordinar general a meeting to the board of directors, hich shall be made in riting. Concerning the abo e request, the board of directors shall, in accordance ith the la , administrati e regulations and this Articles of Association, repl ith a ritten opinion to state hether it agrees or disagrees to con ene an e traordinar general a meeting ithin 10 da s upon receipt of the proposal.</p> <p>If the board of directors agrees to con ene the e traordinar general a meeting, it shall issue a notice of general a meeting ithin 5 da s of the decision. An changes made to the original request in the notice shall be agreed b the board of super isors A, C.</p> <p>If the board of directors disagrees to con ene the e traordinar general a meeting, or does not repl ithin 10 da s upon receipt of the proposal, it shall be deemed as failing or not discharging its duties to con ene the general a meeting. The board of super isors A, C shall then be entitled to con ene and hold the meeting itself.</p>

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A 58	

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<p>(4) If the board of super isors agrees to con ene the e traordinar general meeting, it shall issue a notice of general meeting . ithin 5 da s upon making the decision. An changes made to the original request in the notice shall be agreed b the rele ant shareholders.</p> <p>(5) If the board of super isors does not issue the notice of general meeting . ithin the prescribed period, it shall be deemed as the board of super isors not con ening and not holding the general meeting. Then the shareholders . ho indi iduall or together hold more than 10% of the shares for more than 90 da s consecuti el ma con ene and hold the meeting themsel es. Before publicl announcing the resolution(s) of the general meeting, the con ening shareholders shall hold no less than 10% of the shares of the Compan . When the con ening shareholder issues the notice for general meeting and publicl announces the resolution(s) of the general meeting, the shall submit the rele ant proof materials to the CSRC sub-office at the Compan 's residence and the stock e change.</p>	<p>(4) If the board of super isors <u>A, C</u> agrees to con ene the e traordinar general <u>general a</u> ' meeting, it shall issue a notice of general a ' meeting . ithin 5 da s upon making the decision. An changes made to the original request in the notice shall be agreed b the rele ant shareholders.</p> <p>(5) If the board of super isors <u>A, C</u> does not issue the notice of general a ' meeting . ithin the prescribed period, it shall be deemed as the board of super isors <u>A, C</u> not con ening and not holding the general a ' meeting. Then the shareholders . ho indi iduall or together hold more than 10% of the shares for more than 90 da s consecuti el ma con ene and hold the meeting themsel es. Before publicl announcing the resolution(s) of the general a ' meeting, the con ening shareholders shall hold no less than 10% of the shares of the Compan . When the con ening shareholder issues the notice for general a ' meeting and publicl announces the resolution(s) of the general a ' meeting, the shall submit the rele ant proof materials to the CSRC sub-office at the Compan 's residence and the stock e change.</p>
<p>A 59 Where the board of super isors or shareholders con enes a meeting in accordance . ith the pro isions of this section, a . ritten notice shall be sent to the board of directors and filed . ith the securities regulator authorities . here the Compan is located and rele ant stock e change. The board of directors and the board secretar shall cooperate. The board of directors shall pro ide the register of shareholders on the shareholding record date. All reasonable fees incurred for the meeting shall be borne b the Compan , and be deducted from the amounts due to the director(s) . ho breaches the dut .</p>	<p>A 5963 Where the board of super isors <u>A, C</u> or shareholders con enes a meeting in accordance . ith the pro isions of this section, a . ritten notice shall be sent to the board of directors and filed . ith the securities regulator authorities . here the Compan is located and rele ant stock e change. The board of directors and the board secretar shall cooperate. The board of directors</p>

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O a A A a	A A A a
<p>S 3 P a a N G a M</p> <p>A 60 The contents of the proposals to be raised shall be within the scope of duties of the general meetings. It shall have a clear topic and specific matters to be resolved on, and shall be in compliance with relevant requirements of the laws, administrative regulations and this Articles of Association.</p>	<p>S 3 P a a N G a M</p> <p>A 604 The contents of the proposals to be raised shall be within the scope of duties of the general <u>a</u> meetings. It shall have a clear topic and specific matters to be resolved on, and shall be in compliance with relevant requirements of the laws, administrative regulations and this Articles of Association.</p>
<p>A 61 When a general meeting is held by the Company, the board of directors, board of supervisors or shareholders individually or together holding more than 3% of the shares of the Company may propose resolutions to the Company.</p> <p>Shareholders individually or together holding more than 3% of the shares of the Company may submit ad hoc proposals in writing to the convenor of the general meeting 10 days before the holding of the general meeting. The convenor shall issue a supplementary notice of the general meeting within 2 days upon receipt of the proposals and announce the contents of the ad hoc proposals.</p> <p>Except for circumstances provided in the above paragraph, the convenor, after issuing the notice of the general meeting, cannot reuse the proposals stated in the notice of general meetings or add new proposals.</p> <p>If a notice of general meeting does not specify the proposed resolutions or does not comply with Article 60 herein, no voting for decision should be held at the general meeting.</p>	<p>A 615 When a <u>general a</u> meeting is held by the Company, the board of directors, board of supervisors <u>A, C</u> or shareholders individually or together holding more than <u>a 31%</u> of the shares of the Company may propose resolutions to the Company.</p> <p>Shareholders individually or together holding more than <u>a 31%</u> of the shares of the Company may submit ad hoc proposals in writing to the convenor of the <u>general a</u> meeting 10 days before the holding of the <u>general a</u> meeting. The convenor shall issue a supplementary notice of the <u>general a</u> meeting within 2 days upon receipt of the proposals, and announce the contents of the ad hoc proposals, <u>a b a a a</u> <u>a a H a</u> <u>a a a a</u> <u>a a a</u> <u>A a ,</u> <u>a ' a b</u> <u>a</u>.</p> <p>Except for circumstances provided in the above paragraph, the convenor, after issuing the notice of the <u>general a</u> meeting, cannot reuse the proposals stated in the notice of <u>general a</u> meetings or add new proposals.</p> <p>If a notice of <u>general a</u> meeting does not specify the proposed resolutions or does not comply with Article 604 herein, no voting for decision should be held at the <u>general a</u> meeting.</p>

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O a A A a	A A A a
<p>A 62 Where an annual general meeting is convened by the Company, it shall issue a written notice 20 clear business days prior to the meeting to notify all the registered shareholders of the matters proposed to be considered as well as the date and place of the meeting. Where an extraordinary general meeting is convened by the Company, it shall issue a notice 15 natural days or 10 clear business days (whichever is longer) prior to the meeting to notify all the registered shareholders. The business day(s) mentioned in the Articles of Association shall be the statutory business days announced by the Hong Kong government.</p> <p>...</p>	<p>A 626 Where an annual general <u>general</u> <u>a</u> meeting is convened by the Company, it shall issue a written notice 20 clear business days prior to the meeting to notify all the registered shareholders of the matters proposed to be considered as well as the date and place of the meeting. Where an extraordinary general <u>general</u> <u>a</u> meeting is convened by the Company, it shall issue a notice 15 natural days or 10 clear business days (whichever is longer) prior to the meeting to notify all the registered shareholders. The business day(s) mentioned in the Articles of Association shall be the statutory business days announced by the Hong Kong government.</p> <p>...</p>
<p>A 63 The notice of a general meeting shall include the following:</p> <p>...</p> <p>(3) a conspicuous statement that all ordinary shareholders (including shareholders of preferred shares with restored voting rights) are entitled to attend at the general meeting, and may appoint a proxy to attend and vote at the meeting and vote on his/her behalf and such proxy is not necessarily be a shareholder of the Company;</p> <p>(4) the record date for shareholders who are entitled to attend the general meeting;</p> <p>...</p>	<p>A 637 The notice of a general <u>general</u> <u>a</u> meeting shall include the following:</p> <p>...</p> <p>(3) a conspicuous statement that all ordinary shareholders (including shareholders of preferred shares with restored voting rights) <u>a</u> <u>a</u> <u>a</u> <u>a</u> are entitled to attend at the general <u>general</u> <u>a</u> meeting, and may appoint a proxy to attend and vote at the meeting and vote on his/her behalf and such proxy is not necessarily be a shareholder of the Company;</p> <p>(4) the record date for shareholders who are entitled to attend the general <u>general</u> <u>a</u> meeting;</p> <p>...</p>
<p>A 64 If a general meeting shall discuss the election of directors or superisors, the notice of general meeting shall disclose full information of the candidates for directors and superisors. It shall at least include the following:</p> <p>...</p> <p>Each candidate of director or superisor shall be individually proposed.</p>	<p>A 648 If a general <u>general</u> <u>a</u> meeting shall discuss the election of directors or superisors, the notice of general <u>general</u> <u>a</u> meeting shall disclose full information of the candidates for directors and superisors. It shall at least include the following:</p> <p>...</p> <p>Each candidate of director or superisor shall be individually proposed.</p>

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O a A A a	A A A a
<p>A 65 Notice of general meeting shall be served to an shareholder (whether has voting right on general meeting or not) either by hand or by post in a prepaid mail, addressed to such shareholder at his registered address as shown in the register of members, or by publication on the Company's website or other website designated by stock exchange where the Company's shares are listed. For holders of domestic-invested shares, the notice of a general meeting may also be given by public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published on one or more newspapers or periodicals designated by the securities regulator authority under the State Council 15 days or 10 clear business days (whichever is longer) (the extraordinary general meeting) or 20 clear business days (the annual general meeting) before the date of convening such meeting. Once the announcement is published, all holders of domestic shares shall be deemed to have received the notice of the general meeting of shareholders.</p>	<p>A 659 Notice of general <u>a</u> meeting shall be served to an shareholder (whether has voting right on general <u>a</u> meeting or not) either by hand or by post in a prepaid mail, addressed to such shareholder at his registered address as shown in the register of members, or by publication on the Company's website or other website designated by stock exchange where the Company's shares are listed. For holders of domestic-invested shares, the notice of a general <u>a</u> meeting may also be given by public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published on one or more newspapers or periodicals designated by the securities regulator authority under the State Council 15 days or 10 clear business days (whichever is longer) (the extraordinary general <u>a</u> meeting) or 20 clear business days (the annual general <u>a</u> meeting) before the date of convening such meeting. Once the announcement is published, all holders of domestic shares shall be deemed to have received the notice of the general <u>a</u> meeting of shareholders.</p>
<p>A 66 After issuance of the notice for the general meeting, the general meeting shall not be postponed or cancelled without proper reasons and the proposals specified in the notice shall not be withdrawn. In case of delay or cancellation, the convenor shall make a public announcement giving reasons within 2 days before the scheduled date, unless otherwise prescribed in listing rules of the listing venue (if so, the latter shall prevail).</p>	<p>A 6670 After issuance of the notice for the general <u>a</u> meeting, the general <u>a</u> meeting shall not be postponed or cancelled without proper reasons and the proposals specified in the notice shall not be withdrawn. In case of delay or cancellation, the convenor shall make a public announcement giving reasons within 2 days before the scheduled date, unless otherwise prescribed in listing rules of the listing venue (if so, the latter shall prevail).</p>

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<p>O a A A a</p>	<p>A A A a</p>
<p>S 4 C G a M</p> <p>A 68 All shareholders on the register of members on the shareholding record date shall be entitled to attend the general meeting, and vote in accordance with the provisions of relevant law, regulations and this Articles of Association.</p> <p>...</p> <p>Such proxies may exercise the following rights as entrusted by the shareholder:</p> <p>(1) The shareholder's right to speak at the general meeting;</p> <p>...</p>	<p>S 4 C G a S a ' M</p> <p>A 6872 All shareholders on the register of members on the shareholding record date shall be entitled to attend the general a ' meeting, and vote in accordance with the provisions of relevant law, regulations and this Articles of Association.</p> <p>...</p> <p>Such proxies may exercise the following rights as entrusted by the shareholder:</p> <p>(1) The shareholder's right to speak at the general a ' meeting;</p> <p>...</p> <p>T b a C a</p> <hr/> <p>a a a a ↓</p> <hr/> <p>↓ a a ' ↓</p> <hr/> <p>. W a</p> <hr/> <p>a ' , ↓ a a</p> <hr/> <p>↓ b a ↓</p> <hr/> <p>a a a ↓</p> <hr/> <p>a ↓ b a a ↓ a a</p> <hr/> <p>a a ↓</p> <hr/> <p>a a a a a .</p>

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O a A A a	A A A a
<p>A 71 Where the instrument is signed b another person authori ed b the entrusting part , the authori ation letter or other document authori ing the signator shall be notari ed. The notari ed authori ation letter or other authori ing document shall be placed together . ith the instrument appointing the oting pro at the domicile of the Compan or at such other place as specified in the notice of the meeting.</p> <p>Where the principal is a legal person, its legal representati e or the person authori ed b resolution of its board of directors or other decision-making bod shall be entitled to attend the Compan 's general meetings as the representati e of such legal person.</p>	<p>A 715 Where the instrument is signed b another person authori ed b the entrusting part , the authori ation letter or other document authori ing the signator shall be notari ed. The notari ed authori ation letter or other authori ing document shall be placed together . ith the instrument appointing the oting pro at the domicile of the Compan or at such other place as specified in the notice of the meeting.</p> <p>Where the principal is a legal person, its legal representati e or the person authori ed b resolution of its board of directors or other decision-making bod shall be entitled to attend the Compan 's general meetings as the representati e of such legal person.</p>
<p>A 72 The authori ation letter shall state that if the shareholder does not gi e specific instructions, hether the pro shall ote at his/her o. n discretion.</p>	<p>D A</p>
<p>A 73 An registration record for attendants at the meeting shall be compiled b the Compan . The registration record shall contain the names of attendants (or names of organi ations), identit card numbers, residential addresses, the number of shares held or representing the oting rights and names (or name of organi ations) of the pro ies.</p>	<p>A 736 An registration record for attendants at the meeting shall be compiled b the Compan . The registration record shall contain the names of attendants (or names of organi ations), identit card numbers, residential addresses, the number of shares held or representing the oting rights and names (or name of organi ations) of the pro ies.</p>
<p>A 75 When holding a general meeting, all the directors, super isors and secretaries to the board of directors shall attend. The general manager and other senior management members shall present at the meeting e cept . ith proper reasons for absence.</p>	<p>A 758 When holding a general meeting, all the directors, super isors and secretaries to the board of directors shall attend. The general manager and other senior management members shall present at the meeting e cept . ith proper reasons for absence.</p> <p>I a ' ↓</p> <p>a a a a ,</p> <p>a a a a</p> <p>a a a ' ↓ .</p>

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O a A A a	A A A a
<p>A 76 The general meeting shall be convened and presided over by the chairman of the board of directors. Where the chairman of the board of directors is unable to discharge the duties or will not discharge his duties, the meeting shall be convened and presided over by the vice chairman of the board (if there are two or more vice chairmen, the one elected by more than one half of the directors shall preside). Where the vice chairman of the board is unable to discharge the duties or will not discharge the duties, more than one half of the directors shall designate a director to convene and preside over the meeting. Where more than one half of the directors cannot designate a director to preside over the meeting, the shareholders attending the meeting may elect one person to preside over the meeting. If for any reason the shareholders are unable to elect a chairman, the attendant shareholder holding the largest number of voting shares (whether in person or by proxy) shall preside over the meeting.</p> <p>If a general meeting is convened by board of superisors, the chairman of the board of superisors shall preside over the meeting. If the chairman of the board of superisors is unable to or will not discharge his duties, more than one half of the superisors shall nominate a superisor to preside over the meeting.</p> <p>If a general meeting is convened by the shareholders themselves, the convenor will nominate a representative to conduct the meeting. If for any reason the shareholders are unable to elect a chairman, the attendant shareholder holding the largest number of voting shares (whether in person or by proxy) shall preside over the meeting.</p>	<p>A 7679 The general <u>a</u> meeting shall be convened and presided over by the chairman of the board of directors. Where the chairman of the board of directors is unable to discharge the duties or will not discharge his duties, the meeting shall be convened and presided over by the vice chairman of the board (if there are two or more vice chairmen, the one elected by more than one half of the directors shall preside). Where the vice chairman of the board is unable to discharge the duties or will not discharge the duties, more than one half of the directors shall designate a director to convene and preside over the meeting. Where more than one half of the directors cannot designate a director to preside over the meeting, the shareholders attending the meeting may elect one person to preside over the meeting. If for any reason the shareholders are unable to elect a chairman, the attendant shareholder holding the largest number of voting shares (whether in person or by proxy) shall preside over the meeting.</p> <p>If a general <u>a</u> meeting is convened by board of superisors <u>A, C</u>, the chairman of the board of superisors <u>A, C</u> shall preside over the meeting. If the chairman of the board of superisors <u>A, C</u> is unable to or will not discharge his duties, more than one half of the superisors <u>b A, C</u> shall nominate a superisor <u>b A, C</u> to preside over the meeting.</p> <p>If a general <u>a</u> meeting is convened by the shareholders themselves, the convenor will nominate a representative to conduct the meeting. If for any reason the shareholders are unable to elect a chairman, the attendant shareholder holding the largest number of voting shares (whether in person or by proxy) shall preside over the meeting.</p>

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O a A A a	A A A a
<p>A 81 The general meeting shall have minutes prepared by the secretary to the board of directors. The minutes shall state the following contents:</p> <p>...</p> <p>(2) The name of the meeting chairman and the names of the directors, superisors, managers, and other senior management members attending or present at the meeting;</p> <p>(3) The numbers of shareholders (including domestic-in ested shareholders and o erseas shareholders (if an)) and proxies attending the meeting, number of oting shares they represent and the percentages of their oting shares to the total share capital of the Compan for each shareholder;</p> <p>...</p>	<p>A 814 The general <u>a</u> meeting shall have minutes prepared by the secretary to the board of directors. The minutes shall state the following contents:</p> <p>...</p> <p>(2) The name of the meeting chairman and the names of the directors, superisors, managers, and other senior management members attending or present at the meeting;</p> <p>(3) The numbers of shareholders (including domestic-in ested shareholders and o erseas shareholders (if an)) and proxies attending the <u>a</u> meeting, number of oting shares they represent and the percentages of their oting shares to the total share capital of the Compan for each shareholder;</p> <p>...</p>

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O a A A a	A A A a
<p>A 82 The con ener shall ensure that the contents of the minutes are true, accurate and complete. Directors, super isors, secretaries to the board of directors, con eners and their representati es and the meeting chairman shall sign on the minutes. The minutes shall be kept together with the registration record of attendant shareholders, authori ation letters of pro ies, alid record on internet oting and other means of oting, for a period of no less than 10 ears.</p>	<p>A 825 The con ener shall ensure that the contents of the minutes are true, accurate and complete. Directors, super isors, secretaries to the board of directors, con eners and their representati es and the meeting chairman _____ shall sign on the minutes. The minutes shall be kept together with the registration record of attendant shareholders, authori ation letters of pro ies, alid record on internet oting and other means of oting, for a period of no less than 10 ears.</p>
<p>A 83 The con ener shall ensure that the general meeting be conducted continuousl until final resolutions are made. If the general meeting is suspended or resolutions cannot be made because of force majeure or other special circumstances, the con ener shall take necessar measures to resume the meeting or directl terminate that meeting immediatel follo ed b a timel public announcement and report in accordance with the la s, regulations or listing rules of the place here the Compan 's shares are listed.</p>	<p>A 836 The con ener shall ensure that the general <u>a</u> ' meeting be conducted continuousl until final resolutions are made. If the general <u>a</u> ' meeting is suspended or resolutions cannot be made because of force majeure or other special circumstances, the con ener shall take necessar measures to resume the <u>a</u> ' meeting or directl terminate that <u>a</u> ' meeting immediatel follo ed b a timel public announcement and report in accordance with the la s, regulations or listing rules of the place here the Compan 's shares are listed.</p>
<p>S 5 V a R ' a G a M</p> <p>A 84 Resolutions of the general meeting include ordinar resolutions or special resolutions.</p> <p>Ordinar resolution at a general meeting shall be passed b more than one half of the oting shares held b shareholders (including their pro ies) attending the general meeting.</p> <p>Special resolution at a general meeting shall be passed b more than t o-thirds of the oting rights held b shareholders (including their pro ies) attending the general meeting.</p>	<p>S 5 V a R ' a G a M</p> <p>A 847 Resolutions of the general <u>a</u> ' meeting include ordinar resolutions or special resolutions.</p> <p>Ordinar resolution at a general <u>a</u> ' meeting shall be passed b more than one half of the oting shares held b shareholders (including their pro ies) attending the general <u>a</u> ' meeting.</p> <p>Special resolution at a general <u>a</u> ' meeting shall be passed b more than t o-thirds of the oting rights held b shareholders (including their pro ies) attending the general <u>a</u> ' meeting.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

O a A A a	A A A a
<p>A 85 When shareholders (including proxies) vote at the general meeting, they shall exercise their voting rights according to the number of voting shares that they represent. Each share shall carry one voting right.</p> <p>Shares held by the Company do not carry voting rights, and shall not be counted in the total number of voting shares represented by shareholders present at a general meeting.</p> <p>Subject to and conditional upon compliance with applicable laws, regulations and/or requirements of the listing rules of the place where the Company's shares are listed, the board of directors, independent directors, shareholders holding more than 1% of the shares with voting rights, or in trust protection institutions established in accordance with laws, regulations, and provisions of the China Securities Regulator Commission may solicit for the voting rights from shareholders. When soliciting shareholder's voting rights, specific voting intentions and other information must be fully disclosed to the persons being solicited. Solicitation of voting rights at an consideration, whether in direct or indirect form, is prohibited. Except for statutory conditions, the Company shall not impose a minimum shareholding limitation for soliciting voting rights. When the general meeting considers related party transactions, the related party shareholders shall not participate in the voting if so specified in the applicable law, regulations or listing rules of the place where the Company's shares are listed. His/her shares held with voting rights shall not be counted within the total number of valid votes. The public announcement on the voting results of the general meeting shall fully disclose the voting results of the non-related party shareholders.</p>	<p>A 858 When shareholders (including proxies) vote at the general <u>a</u> meeting, they shall exercise their voting rights according to the number of voting shares that they represent. Each share shall carry one voting right.</p> <p>Shares held by the Company do not carry voting rights, and shall not be counted in the total number of voting shares represented by shareholders present at a general <u>a</u> meeting.</p> <p>Subject to and conditional upon compliance with applicable laws, regulations and/or requirements of the listing rules of the place where the Company's shares are listed, the board of directors, independent directors, shareholders holding more than 1% of the shares with voting rights, or in trust protection institutions established in accordance with laws, regulations, and provisions of the China Securities Regulator Commission may solicit for the voting rights from shareholders. When soliciting shareholder's voting rights, specific voting intentions and other information must be fully disclosed to the persons being solicited. Solicitation of voting rights at an consideration, whether in direct or indirect form, is prohibited. Except for statutory conditions, the Company shall not impose a minimum shareholding limitation for soliciting voting rights. When the general <u>a</u> meeting considers related party transactions, the related party shareholders shall not participate in the voting if so specified in the applicable law, regulations or listing rules of the place where the Company's shares are listed. His/her shares held with voting rights shall not be counted within the total number of valid votes. The public announcement on the voting results of the general <u>a</u> meeting shall fully disclose the voting results of the non-related party shareholders.</p>
<p>A 86 Voting at general meeting shall record the name of the voter.</p>	<p>A 869 Voting at general <u>a</u> meeting shall record the name of the voter.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

O a A A a	A A A a
<p>A 87 As for the powers to be exercised by the general meeting of shareholders, except for such matters as set out in paragraphs (1), (2), (3), (4), (5), (6), (10), (12), (14), (17) and (18) in Article 50 or other matters in need of going through the special resolutions in accordance with the laws, administrative regulations or this Articles of Association, the other matters shall be passed by ordinary resolutions at a general meeting.</p>	<p>A 8790 As for the powers to be exercised by the general <u>a _____</u> meeting of shareholders, except for such matters as set out in paragraphs (1), (2), (3), (4), (5), (6), (7), (9), (11), (14), (17) and (18) <u>a (15)</u> in Article 504 or other matters in need of going through the special resolutions in accordance with the laws, administrative regulations or this Articles of Association, the other matters shall be passed by ordinary resolutions at a general <u>a _____</u> meeting.</p>
<p>A 88 As for the powers to be exercised by the general meeting of shareholders, such items as set out paragraphs (7), (8), (9), (11), (13) and (15) in Article 50 or matters required by the laws, administrative regulations or this Articles of Association, or such matters resolved by the general meeting by ordinary resolutions to be of significant impact to the Company and there shall be passed by special resolutions, shall be passed by special resolutions at a general meeting. And such matters set out in paragraph (16) shall respectively apply the above mentioned provisions on the ordinary resolutions and special resolutions in accordance with the specific content of shareholder's proposals.</p>	<p>A 8891 As for the powers to be exercised by the general <u>a _____</u> meeting of shareholders, such items as set out paragraphs (4), (5), (7), (8), (9), (11), (13) and (15) <u>(10) a (12)</u> in Article 504 or matters required by the laws, administrative regulations or this Articles of Association, or such matters resolved by the general <u>a _____</u> meeting by ordinary resolutions to be of significant impact to the Company and there shall be passed by special resolutions, shall be passed by special resolutions at a general <u>a _____</u> meeting. And such matters set out in paragraph (16) <u>(13)</u> shall respectively apply the above mentioned provisions on the ordinary resolutions and special resolutions in accordance with the specific content of shareholder's proposals.</p>
<p>A 89 The physical meetings of the shareholders' general meeting shall not end an earlier than that held through network or by other means. The presider of the meeting shall declare the voting and result of each resolution at the meeting, and announce whether the resolution has been adopted in light of the voting result.</p>	<p>A 8992 The physical meetings of the shareholders' general meeting shall not end an earlier than that held through network or by other means. The presider of the meeting shall declare the voting and result of each resolution at the meeting, and announce whether the resolution has been adopted in light of the voting result.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

O a A A a	A A A a
<p>A 91 The Compan shall establish the Communist Part Committee of Beijing Jingneng Clean Energy Co., Limited (Clean Energy Part Committee) and the Discipline Inspection Committee of Communist Part of Beijing Jingneng Clean Energy Co., Limited (Clean Energy Discipline Committee). In principle, the chairman of the board of directors of the Compan and the secretar of the Part Committee shall be the same person, and one full-time deput secretar shall be assigned in charge of Part -related . ork. Eligible members of the Part Committee can join the board of directors, the board of super isors and the management team through legal procedures, . hile eligible Part members of the board of directors, the board of super isors and the management team can also join the Part Committee in accordance . ith the rele ant rules and procedures.</p>	<p>A 914 The Compan shall establish the Communist Part Committee of Beijing Jingneng Clean Energy Co., Limited (Clean Energy Part Committee) and the Discipline Inspection Committee of Communist Part of Beijing Jingneng Clean Energy Co., Limited (Clean Energy Discipline Committee). In principle, the chairman of the board of directors of the Compan and the secretar of the Part Committee shall be the same person, and one full-time deput secretar shall be assigned in charge of Part -related . ork. Eligible members of the Part Committee can join the board of directors, the board of super isors and the management team through legal procedures, . hile eligible Part members of the board of directors, the board of super isors and the management team can also join the Part Committee in accordance . ith the rele ant rules and procedures.</p>
<p>A 95 Directors shall be elected b the general meeting and ser e a term of three ears for each session. A director ma ser e consecuti e terms if re-elected upon the e pir of his term, unless other ise stipulated b the rele ant la s, regulations and listing rules of the place . here the Compan 's shares are listed.</p>	<p>A 958 Directors shall be elected b the general <u>general</u> ' meeting and ser e a term of three ears for each session. A director ma ser e consecuti e terms if re-elected upon the e pir of his term, unless other ise stipulated b the rele ant la s, regulations and listing rules of the place . here the Compan 's shares are listed.</p>
<p>A 97 Where unless other ise pro ided b rele ant la s and regulations, a director can be remo ed b ordinar resolution passed on a general meeting before the e pir of his term of office (but such remo al does not prejudice the director's claim for damages pursuant to an contract).</p>	<p>A 97100 Where unless other ise pro ided b rele ant la s and regulations, a director can be remo ed b ordinar resolution passed on a general <u>general</u> ' meeting before the e pir of his term of office (but such remo al does not prejudice the director's claim for damages pursuant to an contract).</p>
<p>A 98 If a director is unable to attend board meetings in person for t o consecuti e meetings, and does not appoint other directors to attend board meeting on his behalf, he shall be deemed as failing to carr out his duties. The board of directors shall propose to the general meeting to replace him.</p>	<p>A 98101 If a director is unable to attend board meetings in person for t o consecuti e meetings, and does not appoint other directors to attend board meeting on his behalf, he shall be deemed as failing to carr out his duties. The board of directors shall propose to the general <u>general</u> ' meeting to replace him.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

O a A A a	A A A a
<p>A 99 A director may resign before the expiration of his term of service. When a director resigns, he shall submit a written resignation notice to the board of directors. The board of directors shall disclose the relevant circumstances within 2 days.</p> <p>If the member of the directors falls below the minimum statutory requirement due to a director's resignation, the notice of resignation of the resigning director will only become effective until a new director is appointed to fill the vacancy. The remaining members of the board should convene an extraordinary general meeting to elect a new director to fill the vacancy as soon as possible.</p> <p>Save for the circumstances referred to in the preceding paragraph, the director's resignation takes effect upon delivery of his/her resignation report to the board of directors.</p>	<p>A 99102 A director may resign before the expiration of his term of service. When a director resigns, he shall submit a written resignation notice to the board of directors <u>Chairman, a</u> <u>Chairman</u> <u>Chairman</u> <u>Chairman</u>. The board of directors <u>Chairman</u> shall disclose the relevant circumstances within 2 <u>days</u> <u>days</u>. Resignation <u>Resignation</u> <u>Resignation</u> <u>Resignation</u>.</p> <p>If the member of the directors falls below the minimum statutory requirement due to a director's resignation, the notice of resignation of the resigning director will only become effective until a new director is appointed to fill the vacancy. The remaining members of the board should convene an extraordinary general meeting to elect a new director to fill the vacancy as soon as possible. <u>the notice of resignation of the resigning director will only become effective until a new director is appointed to fill the vacancy. The remaining members of the board should convene an extraordinary general meeting to elect a new director to fill the vacancy as soon as possible.</u></p> <p>Save for the circumstances referred to in the preceding paragraph, the director's resignation takes effect upon delivery of his/her resignation report to the board of directors. <u>Save for the circumstances referred to in the preceding paragraph, the director's resignation takes effect upon delivery of his/her resignation report to the board of directors.</u></p>
<p>A 100 When a director's resignation takes effect or his term of service expires, the director shall complete all transfer procedures with the board of directors. His fiduciary duty towards the Company and the shareholders shall not expire after the end of his term of service and will be still in effect for a reasonable period specified by this Articles of Association.</p>	<p>A 1003 When a director's resignation takes effect or his term of service expires, the director shall complete all transfer procedures with the board of directors. His fiduciary duty towards the Company and the shareholders shall not expire after the end of his term of service and will be still in effect for a reasonable period specified by this Articles of Association.</p> <p><u>A</u> <u>'</u> <u>ab</u> <u>a</u> <u>a</u></p> <p><u>a</u> <u>b</u> <u>a</u> <u>a</u> <u>b</u></p> <p><u>a</u> <u>'</u> <u>ab</u> <u>a</u> <u>a</u></p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

O a A A a	A A A a
<p>A 109 The board of directors shall compose of eleven directors, including four independent directors. The board of directors shall have one chairman, and the general meeting shall decide whether or how to set up the post of vice chairman by an ordinary resolution at the general meeting. (The reference to vice chairman herein and thereafter within this Articles of Association is only applicable to circumstances where position(s) of vice chairman (or vice chairmen) is set up in the Company.)</p>	<p>A 10913 The board of directors shall compose of eleven _____ directors, including four independent directors. The board of directors shall have one chairman, and the general _____ meeting shall decide whether or how to set up the post of vice chairman by an ordinary resolution at the general _____ meeting. (The reference to vice chairman herein and thereafter within this Articles of Association is only applicable to circumstances where position(s) of vice chairman (or vice chairmen) is set up in the Company.)</p>
<p>The chairman and vice chairman (or vice chairmen) of the board of directors shall be elected and removed by more than one half of all the directors. The chairman and vice chairman (or vice chairmen) of the board shall serve a term of three years and may be re-elected upon the expiry of their terms.</p>	<p>W _____ C _____ a 300 _____ b _____ a _____ a _____ a _____ C _____ a _____ a _____ b _____ E _____ a _____ b _____ a _____ b _____ a _____ a _____ b _____ C _____ a _____ a _____ a _____ b _____ b _____ a _____ a _____</p> <p>The chairman and vice chairman (or vice chairmen) of the board of directors shall be elected and removed by more than one half of all the directors. The chairman and vice chairman (or vice chairmen) of the board shall serve a term of three years and may be re-elected upon the expiry of their terms.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

O a A A a	A A A a
<p>A 110 The board of directors exercises the following functions and powers:</p> <p>(1) to be responsible for the convening of general meetings and report its work to the general meetings;</p> <p>(2) to implement resolutions of the general meetings;</p> <p>(3) to decide on the Company's development strategies, medium and long term development plans, business plans and investment plans;</p> <p>(4) to formulate the annual financial budgets and final accounts of the Company ;</p> <p>...</p> <p>(6) to formulate proposal for the Company to increase or decrease of its registered capital, issue corporate bonds or other securities and listing thereof;</p> <p>...</p> <p>(9) Within the scope authorized by the general meeting, to decide, among others, the Company's internal investment, purchase and sale of assets, provision of securities on the company's assets, matters on external guarantees, wealth management entrustment, related party transactions;</p> <p>...</p> <p>(18) to propose to the board of directors on the appointment or replacement of the accounting firms which provide audit services to the Company ;</p> <p>...</p>	<p>A 1104 The board of directors exercises the following functions and powers:</p> <p>(1) to be responsible for the convening of general <u>general</u> _____ <u>'</u> meetings and report its work to the general <u>general</u> _____ <u>'</u> meetings;</p> <p>(2) to implement resolutions of the general <u>general</u> _____ <u>'</u> meetings;</p> <p>(3) to decide on the Company's <u>_____</u> _____ <u>_____</u>, development strategies, medium and long term development plans, business plans and investment <u>_____</u> _____ <u>_____</u> plans;</p> <p>(4) to formulate <u>_____</u> the annual financial budgets and final accounts of the Company ;</p> <p>...</p> <p>(6) to formulate proposal for the Company to increase or decrease of its registered capital, issue corporate bonds or other securities and listing thereof;</p> <p>...</p> <p>(9) Within the scope authorized by the general <u>general</u> _____ <u>'</u> meeting, to decide, among others, the Company's internal investment, purchase and sale of assets, provision of securities on the company's assets, matters on external guarantees, wealth management entrustment, related party transactions, <u>_____</u> _____ <u>_____</u>;</p> <p>...</p> <p>(18) to propose to the board of directors <u>_____</u> _____ <u>'</u> <u>_____</u> on the appointment or replacement of the accounting firms which provide <u>_____</u> audit services <u>_____</u> to the Company ;</p> <p>...</p>

O a A A a	A A A a
...	

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

O a A A a	A A A a
<p>A 111 The board of directors shall formulate the rules of procedures for meetings of the board of directors to ensure implementation of the resolutions of the general meeting, improve the efficiency of work and ensure scientific decision-making. The rules of procedures for the board of directors stipulate the holding and voting procedures of the board of directors, and shall be appended to the Articles of Association. It shall be formulated by the board of directors and approved by the general meeting.</p>	<p>A 1115 The board of directors shall formulate the rules of procedures for meetings of the board of directors to ensure implementation of the resolutions of the general <u>a</u> meeting, improve the efficiency of work and ensure scientific decision-making. The rules of procedures for the board of directors stipulate the holding and voting procedures of the board of directors, and shall be appended to the Articles of Association. It shall be formulated by the board of directors and approved by the general <u>a</u> meeting.</p>
<p>A 112 The board of directors may set up specialized committees such as the Strategic Committee, Audit Committee, Remuneration and Nomination Committee and Legal and Compliance Management Committee to advise the board of directors on major decisions.</p>	<p>A 1126 T b a C a a ↓ a A ↓ C ↓ a b a ↓ a ↓ a C a La . The board of directors may set up _____ specialized committees such as the Strategic Committee, Audit Committee, Remuneration and Nomination Committee and Legal and Compliance Management Committee to advise the board of directors on major decisions.</p>
<p>A 113 The chairman of the board shall exercise the following functions and powers:</p> <p>(1) to preside over general meetings and to convene and preside over meetings of the board of directors;</p> <p>...</p> <p>(9) in case of emergency of catastrophic natural disasters and other force majeure, exercise the special right of disposal over the Company's affairs that are in line with the requirements of laws and interests of the Company, and report to the board of directors and the general meeting afterwards;</p> <p>...</p>	<p>A 1137 The chairman of the board shall exercise the following functions and powers:</p> <p>(1) to preside over general <u>a</u> meetings and to convene and preside over meetings of the board of directors;</p> <p>...</p> <p>(9) in case of emergency of catastrophic natural disasters and other force majeure, exercise the special right of disposal over the Company's affairs that are in line with the requirements of laws and interests of the Company, and report to the board of directors and the general <u>a</u> meeting afterwards;</p> <p>...</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

O a A A a	A A A a
<p>A 114 The vice chairman shall assist the chairman of the board of directors in work. When the chairman is unable to or does not carry out his duties, the shall be carried out by the vice chairman (if the Company has two or more vice chairmen, then these duties shall be carried out by the vice chairman nominated by more than one half of the directors). If the vice chairman is unable to or does not carry out his duties, more than one half of the directors shall nominate a director to carry out the duties.</p>	<p>A 1148 The vice chairman shall assist the chairman of the board of directors in work. When the chairman is unable to or does not carry out his duties, the shall be carried out by the vice chairman (if the Company has two or more vice chairmen, then these duties shall be carried out by the vice chairman nominated by more than one half of the directors). If the vice chairman is unable to or does not carry out his duties, more than one half of the directors shall nominate a director to carry out the duties.</p>
<p>A 115 . . .</p> <p>Regular meetings of the board of directors shall be held at least four times a year, about once every quarter. Meetings of the board of directors shall be convened by the chairman of the board by giving a notice to all directors and superisors 14 days before the meeting is held.</p> <p>The Part Committee, chairman, specialized committee of the board of directors, an shareholder holding more than one-tenth voting rights, more than one third of the directors, or the board of superisors may propose the holding of an extraordinary meeting of the board of directors.</p> <p>The chairman shall, convene and preside over the extraordinary meeting of the Board of Directors within 10 days upon receipt of the proposal, and shall give a notice to all directors and superisors five days before the meeting is held.</p> <p>Where there is an urgent matter, the extraordinary board meeting may be held upon approval by the chairman, which is not subject to the requirement of meeting notice as set out in the paragraph 4 of this article, given that a proper notice shall be given to directors, superisors and general manager.</p>	<p>A 1159 . . .</p> <p>Regular meetings of the board of directors shall be held at least four times a year, about once every quarter. Meetings of the board of directors shall be convened by the chairman of the board by giving a notice to all directors and superisors 14 days before the meeting is held.</p> <p>The Part Committee, chairman, specialized committee of the board of directors, an shareholder holding more than one-tenth voting rights, more than one third of the directors, or the board of superisors may propose the holding of an extraordinary meeting of the board of directors.</p> <p>The chairman shall, convene and preside over the extraordinary meeting of the Board of Directors within 10 days upon receipt of the proposal, and shall give a notice to all directors and superisors five days before the meeting is held.</p> <p>Where there is an urgent matter, the extraordinary board meeting may be held upon approval by the chairman, which is not subject to the requirement of meeting notice as set out in the paragraph 4 of this article, given that a proper notice shall be given to directors, superisors and general manager.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

O a A A a	A A A a
<p>A 127 . . .</p> <p>The primary responsibilities of the secretary of the board include:</p> <p>...</p> <p>(2) organize board meeting and shareholders general meeting, prepare the relevant documentations, prepare the meeting minutes, ensure the meeting's decision-making processes in line with statutory procedures, and be fully aware of the implementation of the board's resolutions;</p> <p>...</p> <p>The scope of responsibilities of the secretary to the board includes:</p> <p>(1) organize the meetings of the Board and the meetings of the Shareholders, prepare relevant documentations, prepare meeting minutes, ensure the accuracy of the meeting minutes, keep the meeting documents including the meeting minutes and take the initiative to fully comprehend the implementation of the related resolutions, report to the Board with suggestions on important issues.</p> <p>...</p> <p>(9) coordinate to provide information to the Company's board of supervisors and other regulatory agencies needed for performance of their supervisor functions, and assist the investigation relevant to the Company's chief accountant, directors and general manager on fulfillment of fiduciary .</p> <p>...</p>	<p>A 127<u>31</u> . . .</p> <p>The primary responsibilities of the secretary of the board include:</p> <p>...</p> <p>(2) organize board meeting and shareholders' general meeting, prepare the relevant documentations, prepare the meeting minutes, ensure the meeting's decision-making processes in line with statutory procedures, and be fully aware of the implementation of the board's resolutions;</p> <p>...</p> <p>The scope of responsibilities of the secretary to the board includes:</p> <p>(1) organize the meetings of the Board and the <u>a</u> meetings of the Shareholders, prepare relevant documentations, prepare meeting minutes, ensure the accuracy of the meeting minutes, keep the meeting documents including the meeting minutes and take the initiative to fully comprehend the implementation of the related resolutions, report to the Board with suggestions on important issues.</p> <p>...</p> <p>(9) coordinate to provide information to the Company's board of supervisors <u>A, C</u> and other regulatory agencies needed for performance of their supervisor functions, and assist the investigation relevant to the Company's chief accountant, directors and general manager on fulfillment of fiduciary .</p> <p>...</p>

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O a A A a	A A A a
<p>A 134 . .</p> <p>The . orking rules of the general manager include the follo. ing:</p> <p>...</p> <p>(3) limits of authorit in using compan funds and assets as . ell the signing of significant contracts, together . ith the reporting s stem to the board of directors and the board of super isors;</p> <p>...</p>	<p>A 134<u>8</u> . .</p> <p>The . orking rules of the general manager include the follo. ing:</p> <p>...</p> <p>(3) limits of authorit in using compan funds and assets as . ell the signing of significant contracts, together . ith the reporting s stem to the board of directors and the board of super isors;</p> <p>...</p>
<p>C a 13 B a S₁</p> <p>A 138 A 155</p>	<p>D a</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Text	Proposed Amendment
<p align="center">Article 143</p> <p>Chapter 143</p> <p>Section 143</p> <p>Article 156 A person may not serve as a Director, supervisor, general manager or another senior management members of the Company if any of the following circumstances applies:</p> <p>...</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 such punishment or deprivation;</p> <p>...</p> <p>4. a person who is a former legal representative of a company or enterprise which had its business license 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 license;</p> <p>5. a person who has a relatively large amount of debts due and outstanding;</p>	<p align="center">Article 143</p> <p>Chapter 143</p> <p>Section 143</p> <p>Article 156 A person may not serve as a Director, supervisor, general manager or another senior management members of the Company if any of the following circumstances applies:</p> <p>...</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 such punishment or deprivation; <u>(2) a</u> <u>a a a</u> <u>ba j</u>;</p> <p>...</p> <p>4. a person who is a former legal representative of a company or enterprise which had its business license 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 license <u>a b</u>;</p> <p>5. a person who has a relatively large amount of debts due and outstanding <u>a</u> <u>a j j b) b j</u>;</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

O a A A a	A A A a
<p>6. a person who is under criminal investigation or prosecution by a judicial authority for violation of the criminal law. Where said investigation or prosecution is not yet concluded;</p>	<p>6. a person who is under criminal investigation or prosecution by a judicial authority for violation of the criminal law. Where said investigation or prosecution is not yet concluded;</p>
<p>7. a person who is prohibited to enter the securities market by the CSRC and the aforesaid prohibition period has not yet expired;</p>	<p>7. a person who is prohibited to enter the securities market by the CSRC and the aforesaid prohibition period has not yet expired;</p>
	<p>7. a _____ b _____ a a ↓ ↓ ab _____ a a , a a , . a a a a a b a _____ ;</p>
<p>8. a person convicted of the 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>8. a person convicted of the 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>9. non-natural person;</p>	<p>9. non-natural person;</p>
<p>10. other circumstances prescribed by the law, administrative regulations or departmental regulations or rules of securities regulators and the change(s) in the territory where the Company's shares are listed.</p>	<p>10. other circumstances prescribed by the law, administrative regulations or departmental regulations or rules of securities regulators and the change(s) in the territory where the Company's shares are listed.</p>
	<p>I a _____ a _____ a _____ A , ↓ _____ a _____ a b a . I a _____ ↓ a A ↓ ↓ a ' , C a a a ↓ .</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Article	Proposed Amendment
<p>Article 157 Directors shall comply with laws, administrative regulations, and this Articles of Association and, with the following duties of loyalty to the Company, directors:</p>	<p>Article 15743 Directors a <u>a a</u> b shall comply with laws, administrative regulations, and this Articles of Association and, <u>a a</u> a <u>a</u> C a <u>a a</u> a <u>a</u> b <u>a</u> C a <u>' a a</u> b <u>b</u> with the following duties of loyalty to the Company, directors:</p>
<p>4. shall not, in violation of this Articles of Association, lend Company funds to others or provide guarantee for others with Company assets without the consent of a general meeting or the board of directors;</p>	<p>4. shall not, in violation of this Articles of Association, lend Company funds to others or provide guarantee for others with Company assets without the consent of a general meeting or the board of directors;</p>
<p>5. shall not enter into contracts or transactions with the Company either in violation of these Articles of Association or without the consent of a general meeting;</p>	<p>5. shall not enter into contracts or transactions with the Company <u>a</u> b a <u>a</u> ' a b <u>a b a</u> a <u>a</u> ' <u>a a</u> A A a either in violation of these Articles of Association or without the consent of a general meeting;</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>O a A A a</p>	<p>A A A a</p>
	<p>T (4) a a a 2 A a a a a a C a b a b a a a b , b a a a b a b , a a a a a a a a a b .</p>
<p>A 158 Directors shall comply with laws, administrative regulations, and this Articles of Association, and, with the following duties of diligence to the Company, directors:</p>	<p>A 15844 Directors a a a b shall comply with laws, administrative regulations, and this Articles of Association, a a a a C a . I a ab a a a a a , a a a b C a , and, with the following duties of diligence to the Company, directors:</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

O a A A a	A A A a
<p>5. shall provide accurate information and materials to the board of super isors, and shall not interfere with the performance of duties by the board of super isors or individual super isors;</p>	<p>5. shall provide accurate information and materials to the board of super isors <u>A, C</u>, and shall not interfere with the performance of duties by the board of super isors or individual super isors <u>A, C</u>;</p>
<p>A 159 The fiduciary duties of the Directors, super isors, general manager and other senior management members 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 of tenure and the occurrence of the event concerned and the circumstances under which the relationships between them and the Company are terminated.</p>	<p>A 15945 The fiduciary duties of the Directors, super isors, general manager and other senior management members 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 of tenure and the occurrence of the event concerned and the circumstances under which the relationships between them and the Company are terminated.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

O a A A a	A A A a
<p>A 160 Where a Director, super isor, general manager and other senior management members of the Compan is in an a , directl or indirectl , materiall interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement ith the Compan , (other than his/her ser ice contract ith the Compan), he shall disclose the nature and e tent of his interests to the Board at the earliest opportunit , . hether or not the contract, transaction or arrangement or proposal thereof is other ise subject to the appro al of the Board.</p> <p>Unless the interested director, super isor or senior management of the Compan has disclosed such interest to the board of directors as required under the preceding paragraph hereof and the matter has been appro ed b the board of directors at a meeting . here he/she . as not counted in the quorum and had refrained from oting, the Compan shall ha e the right to oid the contract, transaction or arrangement, e cept the other part is a bona fide part acting ithout kno. ledge of the breach of obligation b the director, super isor or senior management concerned.</p> <p>A director, super isor or senior management of the Compan shall be deemed to ha e an interest in an contract, transaction or arrangement in . hich a Connected Person of that director, super isor or senior officer has an interest.</p>	<p>A 16016 Where a Director, super isor, general manager and other senior management members of the Compan is in an a , directl or indirectl , materiall interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement ith the Compan , (other than his/her ser ice contract ith the Compan), he shall disclose the nature and e tent of his interests to the Board at the earliest opportunit , . hether or not the contract, transaction or arrangement or proposal thereof is other ise subject to the appro al of the Board.</p> <p>Unless the interested director,super isor or senior management of the Compan has disclosed such interest to the board of directors as required under the preceding paragraph hereof and the matter has been appro ed b the board of directors at a meeting . here he/she . as not counted in the quorum and had refrained from oting, the Compan shall ha e the right to oid the contract, transaction or arrangement, e cept the other part is a bona fide part acting ithout kno. ledge of the breach of obligation b the director,super isor or senior management concerned.</p> <p>A director,super isor or senior management of the Compan shall be deemed to ha e an interest in an contract, transaction or arrangement in . hich a Connected Person of that director,super isor or senior officer has an interest.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

O a A A a	A A A a
<p>A 164 The provisions of Article 157 of the Articles of Association on the duty of loyalty of directors and the provisions of item (4), (5) and (6) of Article 158 on the duty of diligence shall also apply to senior management.</p>	<p>D a</p>
<p>A 165 Super isors shall abide by the laws, administrative regulations and the Articles of Association, bear the obligations of loyalty and diligence to the Company, and shall not utilize their positions to accept bribes or other illegal incomes, nor shall misappropriate the Company's property.</p>	<p>D a</p>
<p>A 166 The Company may establish a liability insurance system as needed for directors, super isors and senior management in order to reduce the risks which may arise from the ordinary performance of duties by such personnel.</p>	<p>A 16651 The Company may establish a liability insurance system as needed for directors, super isors and senior management in order to reduce the risks which may arise from the ordinary performance of duties by such personnel.</p>
<p>A 169 The board of directors of the Company shall place before the shareholders at each general meeting such financial reports as relevant laws, administrative regulations and normative documents promulgated by the local government and the authorities-in-charge require the Company to prepare.</p>	<p>A 16954 The board of directors of the Company shall place before the shareholders at each general <u>_____</u> ' meeting such financial reports as relevant laws, administrative regulations and normative documents promulgated by the local government and the authorities-in-charge require the Company to prepare.</p>
<p>A 170 The financial reports of the Company shall be made available for inspection by shareholders 20 days prior to an annual general meeting. Each shareholder of the Company shall have the right to obtain a copy of the financial reports referred to in this chapter.</p> <p>At least 21 days before the annual general meeting, the Company shall deliver the aforementioned reports to each holder of overseas listed foreign shares with the postage-paid mail or other means (including through posting at the Company website or other websites designated by the relevant stock exchange) permitted by the Stock Exchange for the listing of the Company's shares, with the address subject to the registered address in the shareholders register.</p>	<p>A 17055 The financial reports of the Company shall be made available for inspection by shareholders 20 days prior to an annual general <u>_____</u> ' meeting. Each shareholder of the Company shall have the right to obtain a copy of the financial reports referred to in this chapter.</p> <p>At least 21 days before the annual general <u>_____</u> ' meeting, the Company shall deliver the aforementioned reports to each holder of overseas listed foreign shares with the postage-paid mail or other means (including through posting at the Company website or other websites designated by the relevant stock exchange) permitted by the Stock Exchange for the listing of the Company's shares, with the address subject to the registered address in the shareholders register.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p align="center">O a A A a</p>	<p align="center">A A A a</p>
<p>A 172 The Compan shall not maintain an account books other than statutor account books.</p>	<p>A 17257 The Compan shall not maintain an account books other than statutor account books.</p> <p><u>A ↓ a b a a</u> <u>↓ a C a '</u> <u>↓ .</u></p>
<p>A 174 . . .</p> <p>After the Compan dra s the statutor common reser e from the after-ta profits, it ma , upon a resolution made b the general meeting, dra a discretionar common reser e from the after-ta profits.</p> <p>..</p> <p>If the shareholders meeting distributes the profits b iolating the pro isions of the preceding paragraph before the losses are made up and the statutor common reser es are dra n, the profits distributed must be refunded to the Compan .</p> <p>..</p>	<p>A 17459 . . .</p> <p>After the Compan dra s the statutor common reser e from the after-ta profits, it ma , upon a resolution made b the general <u>a</u> ' meeting, dra a discretionar common reser e from the after-ta profits.</p> <p>..</p> <p>If the shareholders meeting distributes the profits b iolating the pro isions of the preceding paragraph before the losses are made up and the statutor common reser es are dra n, the profits distributed must be refunded to the Compan . <u>I a</u> <u>a ↓ C a , a a</u> <u>b a a a</u> <u>b a b b a a .</u></p> <p>..</p>
<p>A 175 The reser e of the Compan is used to make up the Compan 's losses, increase the production operation of the Compan or increase the Compan 's capital. Ho e er, capital reser e shall not be used to make up the Compan 's losses.</p> <p>..</p>	<p>A 17560 The reser e of the Compan is used to make up the Compan 's losses, increase the production operation of the Compan or increase the Compan 's _____ capital. Ho e er, capital reser e shall not be used to make up the Compan 's losses.</p> <p><u>T C a ' a b a ↓</u> <u>a ↓ a a ↓</u> <u>↓ ; a b ,</u> <u>a a ↓ a b ↓ a a</u> <u>↓ a .</u></p> <p>..</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

O a A A a	A A A a
<p>A 178 After the general meeting has resolved on the plan to allocate profits, the board of directors shall complete the distribution of dividends (or bonus shares) within 2 months of the meeting.</p>	<p>A 17863 After the general <u>general</u> <u>a</u> ' meeting has resolved on the plan to allocate profits, the board of directors shall complete the distribution of dividends (or bonus shares) within 2 months of the <u>a</u> ' meeting.</p>
<p>A 179 The Company will give full consideration to the interests of shareholders and make the implementation of a reasonable profit distribution policy according to business situation and market environment. The Company's profit distribution policy shall to the greatest extent maintain continuity and stability, and give priority to cash dividends, with the specific profit-sharing ratio to be passed with a resolution in accordance with relevant laws and regulations at the general meeting.</p>	<p>A 17964 The Company will give full consideration to the interests of shareholders and make the implementation of a reasonable profit distribution policy according to business situation and market environment. The Company's profit distribution policy shall to the greatest extent maintain continuity and stability, and give priority to cash dividends, with the specific profit-sharing ratio to be passed with a resolution in accordance with relevant laws and regulations at the general <u>general</u> <u>a</u> ' meeting.</p>
<p>A 181 The term of employment of an accounting firm employed by the Company shall start from the end of the annual general meeting until the end of the next annual general meeting.</p>	<p>A 18166 The term of employment of an accounting firm employed by the Company shall start from the end of the annual general <u>general</u> <u>a</u> ' meeting until the end of the next annual general <u>general</u> <u>a</u> ' meeting.</p>
<p>A 183 The hiring of the accounting firm by the Company must be determined by the general meeting. The board of directors cannot hire an accounting firm before the decision by the general meeting.</p>	<p>A 18368 The hiring <u>a</u> of the accounting firm by the Company must be <u>a b</u> determined by the general <u>general</u> <u>a</u> ' meeting. The board of directors cannot hire an accounting firm before the decision by the general <u>general</u> <u>a</u> ' meeting.</p>
<p>A 184 The remuneration of an accounting firm employed by the board of directors or the a to set the remuneration shall be determined by the board of directors.</p>	<p>A 18469 The remuneration <u>a</u> of an accounting firm employed by the board of directors or the a to set the remuneration shall be determined by the board of directors <u>a</u> ' _____.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

O a A A a	A A A a
<p>A 185 Where the Compan terminates or decides not to continue to appoint an accounting firm, it shall notif the accounting firm in ad ance. Where the general meeting otes on terminating the appointment of an accounting firm, the accounting firm is entitled to present its ie. s. Where an accounting firm proposes its resignation, it shall e plain to the general meeting. hether there are an improper irregularities in the Compan .</p>	<p>A 18570 Where the Compan terminates or decides not to continue to appoint an accounting firm, it shall notif the accounting firm in ad ance. Where the general <u>a</u> 'meeting otes on terminating the appointment of an accounting firm, the accounting firm is entitled to present its ie. s. Where an accounting firm proposes its resignation, it shall e plain to the general <u>a</u> 'meeting . hether there are an improper irregularities in the Compan .</p>
<p>A 186 The merger of a compan ma be effected b . a of merger or consolidation.</p> <p>...</p>	<p>A 18671 The merger of a compan ma be effected b . a of merger or consolidation.</p> <p>...</p> <p><u>A a b</u> ↓ <u>a</u></p> <p><u>10%</u> <u>a</u> ' ↓</p> <p><u>a</u> , ↓</p> <p><u>A A a</u> .</p> <p><u>W a a a</u> ↓ ↓ <u>a</u></p> <p><u>a a a</u> <u>b</u></p> <p><u>a</u> ' , <u>a b</u> <u>b</u></p> <p><u>b a</u> .</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

O a A A a	A A A a
<p>N a</p>	<p>A 174 I C a a a a a ↓ a a a a a 2 A 160 A A a , a ↓ a a a ↓ .I a a ↓ a ↓ , C a a a a b ↓ a , a a b b a a a a b ↓ a a . I a a ↓ a a a a a , a a a 2 A 30 A A a a a , b ↓ a a ↓ a b a a a C a La 30 a a ↓ ↓ a a a b a , . A C a ↓ a a a a a a a , a b ↓ ↓ a ↓ ↓ a a ↓ a ↓ ↓ a a ↓ a 50% C a ' a a .</p>
<p>A 189 The Compan shall be dissol ed under an of the follo. ing circumstances: ... (2) The general meeting decides to dissol e it; ...</p>	<p>A 18975 The Compan shall be dissol ed under an of the follo. ing circumstances: ... (2) The general a ' meeting decides to dissol e it; ... T C a a , 10 a ↓ a ↓ ↓ a a a a , ↓ b a ↓ ↓ Na a E C I a P ↓ b S .</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

O a A A a	A A A a
<p>A 190 Where the Compan is dissol ed according to the pro isions of Article 189 (1), (2), (5) or (6) of this Articles of Association of Association, a liquidation group shall be formed . ithin 15 da s as of the occurrence of the causes of dissolution, to carr out a liquidation. The liquidation group shall comprise the directors or an other people as determined b the general meeting. Where no liquidation group is formed . ithin the time limit, the creditors ma plead the People’s court to designate rele ant persons to form a liquidation group.</p>	<p>A 19076 Where the Compan is dissol ed according to the pro isions of Article 18975 (1), (2), (5) or (6) of this Articles of Association of Association, a liquidation group shall be formed . ithin 15 da s as of the occurrence of the causes of dissolution, to carr out a liquidation. T</p> <p>a b b C a ’</p> <p>a a a a a a</p> <p>a a a a</p> <p>a a</p> <p>a. The liquidation group shall comprise the directors or an other people as determined b the general meeting. Where no liquidation group is formed . ithin the time limit, the creditors ma plead the People’s court to designate rele ant persons to form a liquidation group. T</p> <p>a a</p> <p>, a</p> <p>A A a a a a</p> <p>a a. I</p> <p>b a a a</p> <p>a a a a a a</p> <p>a a C a</p> <p>a b b a a.</p>
<p>Where the Compan is dissol ed according to the pro isions of Article 189 (4) of this Articles of Association of Association, the People’s court shall, in accordance . ith rele ant la s, arrange for the shareholders, rele ant authorities and rele ant professionals to establish a liquidation committee to carr out liquidation.</p>	<p>Where the Compan is dissol ed according to the pro isions of Article 18975 (4) of this Articles of Association of Association, the People’s court shall, in accordance . ith rele ant la s, arrange for the shareholders, rele ant authorities and rele ant professionals to establish a liquidation committee to carr out liquidation.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

O a A A a	A A A a
<p>A 191 If the board of directors decides that the Compan shall be liquidated (e cept the liquidation as a result of compan 's declaration of bankruptc), the notice of the shareholders' general meeting con ened for such purpose shall include a statement to the effect that the board of directors has made full inquir into the position of the Compan and that the board of directors is of the opinion that the Compan can pa its debts in full ithin 12 months after the commencement of the liquidation.</p> <p>The functions and po ers of the board of directors shall terminate immediatel after the shareholders' general meeting has passed the resolution to carr out liquidation.</p> <p>The liquidation committee shall take instructions from the shareholders' general meeting and shall make a report to the shareholders' general meeting on the committee's income and e penditure as ell as the business of the Compan and the progress of the liquidation at least annuall . It shall make a final report to the shareholders' general meeting hen the liquidation is completed.</p>	<p>A 19177 If the board of directors decides that the Compan shall be liquidated (e cept the liquidation as a result of compan 's declaration of bankruptc), the notice of the shareholders' general meeting con ened for such purpose shall include a statement to the effect that the board of directors has made full inquir into the position of the Compan and that the board of directors is of the opinion that the Compan can pa its debts in full ithin 12 months after the commencement of the liquidation.</p> <p>The functions and po ers of the board of directors shall terminate immediatel after the shareholders' general meeting has passed the resolution to carr out liquidation.</p> <p>The liquidation committee shall take instructions from the shareholders' general meeting and shall make a report to the shareholders' general meeting on the committee's income and e penditure as ell as the business of the Compan and the progress of the liquidation at least annuall . It shall make a final report to the shareholders' general meeting hen the liquidation is completed.</p>
<p>A 192 The liquidation committee shall, ithin ten da s as of its formation, notif the creditors, and shall, ithin 60 da s, make a public announcement on ne spapers recogni ed b the E change for the listing of shares of the Compan . Creditors shall, ithin thirt da s as of the receipt of the notice or ithin 45 da s as of the publications of the public announcement in the case of failing to recei ing the notice, declare credits against the liquidation committee.</p>	<p>A 19278 The liquidation committee shall, ithin ten da s as of its formation, notif the creditors, and shall, ithin 60 da s, make a public announcement on ne spapers <u>Na a</u> <u>E C I a P, b S</u> recogni ed b the E change for the listing of shares of the Compan . Creditors shall, ithin thirt da s as of the receipt of the notice or ithin 45 da s as of the publications of the public announcement in the case of failing to recei ing the notice, declare credits against the liquidation committee.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

O a A A a	A A A a
<p>A 197 The members of the liquidation committee shall devote themselves to their duties and fulfill their obligations of liquidation according to the law.</p> <p>None of the members of the liquidation committee may take a bribe or any other illegal proceeds by taking advantage of his position, nor may he misappropriate any of the properties of the Company.</p> <p>Where any of the members of the liquidation committee causes a loss to the Company or a creditor by intention or due to gross negligence, he shall make corresponding compensations.</p>	<p>A 197 The members of the liquidation committee shall devote themselves to their duties and fulfill their obligations of liquidation according to the law. T b a a a a</p> <p>None of the members of the liquidation committee may take a bribe or any other illegal proceeds by taking advantage of his position, nor may he misappropriate any of the properties of the Company. T b a a b</p> <p>Where any of the members of the liquidation committee causes a loss to the Company or a creditor by intention or due to gross negligence, he shall make corresponding compensations. C a a a a ; None of the members of the liquidation committee may take a bribe or any other illegal proceeds by taking advantage of his position, nor may he misappropriate any of the properties of the Company. Where any of the members of the liquidation committee causes a loss to the Company or a creditor by intention or due to gross negligence, he shall make corresponding compensations.</p>
<p>A 199 In any one of the following circumstances, the Company shall amend its Articles of Association:</p> <p>...</p> <p>(3) The shareholders' general meeting decides that the Article of Association should be amended.</p>	<p>A 199 In any one of the following circumstances, the Company shall amend its Articles of Association:</p> <p>...</p> <p>(3) The shareholders' general meeting decides that the Article of Association should be amended.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

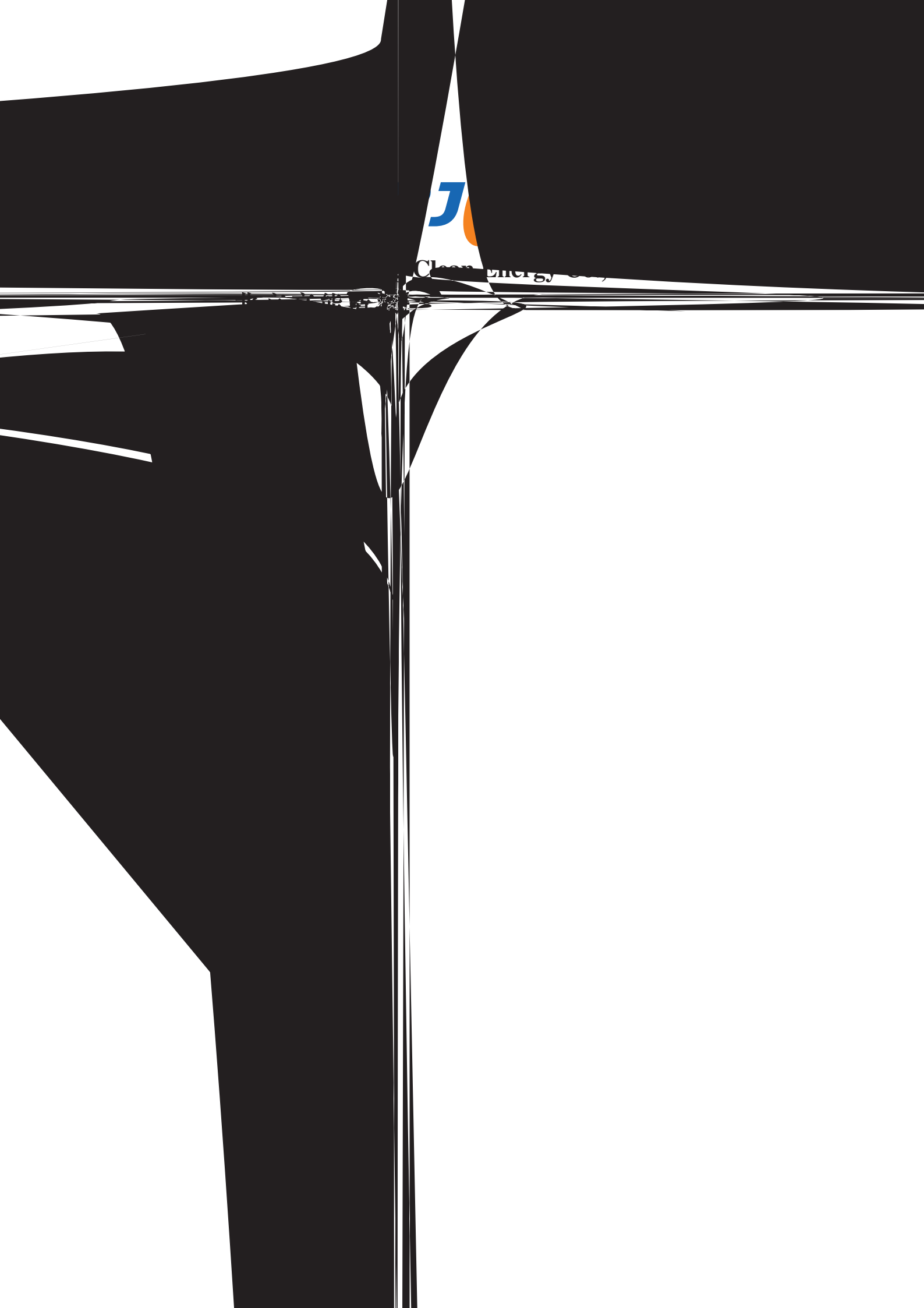
O a A A a	A A A a
<p>A 200 Amendments to the Articles of Association passed b resolutions at the shareholders' general meeting, . hich require e amination and appro al b the competent authorities, shall be submitted to the competent authorities for appro al. An amendments requiring alternation registration shall be filed for alteration registration according to the la .</p>	<p>A 200186 Amendments to the Articles of Association passed b resolutions at the shareholders' general meeting, . hich require e amination and appro al b the competent authorities, shall be submitted to the competent authorities for appro al. An amendments requiring alternation registration shall be filed for alteration registration according to the la .</p>
<p>A 201 The board of directors shall amend this Articles of Association according to the resolutions of the shareholders' general meeting and the opinions of the rele ant competent authorit .</p> <p>Not ithstanding the foregoing paragraph, in the follo ing circumstances, the shareholders' general meeting ma pass a resolution to authori e the board of directors to amend this Articles of Association in line ith the follo ing principles:</p> <p>(1) Where as a result of the implementation of the shareholders' general meeting's resolution, there is the need to make necessar non-substanti e modifications (as required in accordance ith the resolutions of the shareholders' general meeting . hich in ol e amendments to the registered capital amount, shares capital, the compan name and address in the Articles of Association), the board of directors shall has the right to modif this Articles of Association according to specific circumstances;</p> <p>(2) If the shareholders' general meeting adopts this Articles of Association and files it to the competent institutions for appro al, it is necessar to change the te t or the order of articles, the board of directors is entitled to amend this Articles of Association in accordance ith the requirements of the competent authorit .</p>	<p>A 201187 The board of directors shall amend this Articles of Association according to the resolutions of the shareholders' general meeting and the opinions of the rele ant competent authorit .</p> <p>Not ithstanding the foregoing paragraph, in the follo ing circumstances, the shareholders' general meeting ma pass a resolution to authori e the board of directors to amend this Articles of Association in line ith the follo ing principles:</p> <p>(1) Where as a result of the implementation of the shareholders' general meeting's resolution, there is the need to make necessar non-substanti e modifications (as required in accordance ith the resolutions of the shareholders' general meeting . hich in ol e amendments to the registered capital amount, shares capital, the compan name and address in the Articles of Association), the board of directors shall has the right to modif this Articles of Association according to specific circumstances;</p> <p>(2) If the shareholders' general meeting adopts this Articles of Association and files it to the competent institutions for appro al, it is necessar to change the te t or the order of articles, the board of directors is entitled to amend this Articles of Association in accordance ith the requirements of the competent authorit .</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

O a A A a	A A A a
<p>A 204 Unless otherwise provided in other articles of this Articles of Association, the notice means as set out in the preceding article may also be applicable to notices for shareholders' general meeting, meetings of board of directors or the superisor committee.</p>	<p>A 204190 Unless otherwise provided in other articles of this Articles of Association, the notice means as set out in the preceding article may also be applicable to notices for shareholders' general meeting, meetings of board of directors or the superisor committee.</p>
<p>A 207 The Company shall comply with the following rules in settling disputes:</p> <p>(1) Whenever an disputes or claims arise from this Articles of Association or an rights or obligations conferred or imposed by the Company Law or other relevant laws and administrative regulations concerning the affairs of the Company between (i) the Company and its directors or senior officers; and (ii) a holder of overseas listed foreign shares and a director or superisor or the general manager or other senior officers of the Company, and a holder of domestic shares, the parties concerned shall resolve such disputes and claims through arbitration.</p> <p>Where a dispute or claim described above is submitted for arbitration, the entire dispute or claim shall be resolved through arbitration; all persons who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, if they are shareholders, directors, superisors, general manager or other senior officers of the Company or the Company, shall submit to arbitration.</p>	<p>A 207193 The Company shall comply with the following rules in settling disputes:</p> <p>(1) Whenever an disputes or claims arise from this Articles of Association or an rights or obligations conferred or imposed by the Company Law or other relevant laws and administrative regulations concerning the affairs of the Company between (i) the Company and its directors or senior officers; and (ii) a holder of overseas listed foreign shares and a director or superisor or the general manager or other senior officers of the Company, and a holder of domestic shares, the parties concerned shall resolve such disputes and claims through arbitration.</p> <p>Where a dispute or claim described above is submitted for arbitration, the entire dispute or claim shall be resolved through arbitration; all persons who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, if they are shareholders, directors, superisors, general manager or other senior officers of the Company or the Company, shall submit to arbitration.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

O a A A a	A A A a
<p>A 208 Definition</p> <p>...</p> <p>(3) Associated relationship is the relationship between the controlling shareholder, actual controller, directors, super isors or senior officers, and enterprises directl or indirectl controlled b them, as ell as other relationships hich ma possibl cause the transfer of the Compan 's interests. Ho e er, enterprises o ned b the State ill not be regarded as ha ing associated relationship onl because the are o ned b the State.</p>	<p>A 208<u>194</u> Definition</p> <p>...</p> <p>(3) Associated relationship is the relationship between the controlling shareholder, actual controller, directors, super isors or senior officers, and enterprises directl or indirectl controlled b them, as ell as other relationships hich ma possibl cause the transfer of the Compan 's interests. Ho e er, enterprises o ned b the State ill not be regarded as ha ing associated relationship onl because the are o ned b the State.</p>



7. To consider and approve the budget report of the Company for the year 2025.
8. To consider and approve the appointment of Baker Tilly International Certified Public Accountants (Special General Partnership) as the domestic auditor of the Company for the year 2025, to hold office until the conclusion of the next annual general meeting of the Company and its audit fee is approximately RMB2.58 million.

AS SPECIAL RESOLUTIONS

1. To consider and approve the following:

THAT:

- (1) the Board be granted an unconditional general mandate to issue, allot or otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:
 - (a) such mandate shall not exceed beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements, or options which might require the exercise of such powers after the end of the Relevant Period;
 - (b) the aggregate amount of shares (including sale or transfer of treasury shares out of treasury (if any)) allotted and issued or agreed conditionally or unconditionally to be allotted and issued

For the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until the earliest of:

- (A) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
- (B) the expiration of the 12-month period following the passing of this resolution; or
- (C) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting; and

(2) subject to the Board resolving to issue shares pursuant to sub-paragraph (1) of this resolution, the Board be authorized to:

- (a) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares including, without limitation, determining the time and place of issue, making all necessary applications to the relevant authorities, and entering into an underwriting agreement (or any other agreements);
- (b) determine the use of proceeds and to make all necessary filings and registrations with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdictions (as appropriate); and
- (c) increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (1) of this resolution, to register the increase of capital with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdiction (as appropriate) and to make such amendments to the articles of association of the Company as it thinks fit so as to reflect the increase and any other resultant changes in the registered capital of the Company.

2. To consider and approve the grant of a general mandate to the Board for the proposed repurchase of H shares of the Company.

NOTICE OF THE ANNUAL GENERAL MEETING

Notes:

1. **DETAILS OF ORDINARY RESOLUTIONS NO. 1 TO 8 ABOVE ARE SET OUT IN THE 2024 ANNUAL REPORT OF THE COMPANY, AND DETAILS OF SPECIAL RESOLUTIONS NO. 1 TO 4 ABOVE ARE SET OUT IN THE CIRCULAR OF THE COMPANY DATED 20 MAY 2025.**

2. **CLOSURE OF REGISTER FOR H SHARES, ELIGIBILITY FOR ATTENDING THE AGM**

Holders of H shares are advised that the share register for H shares will be closed from Friday, 13 June 2025 to Wednesday, 18 June 2025 (both dates inclusive). The shareholders whose names appear on the register of members of the Company on the close of business on Thursday, 12 June 2025 are entitled to attend and vote at the AGM. Holders of H shares of the Company who wish to attend the AGM but have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates at the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 12 June 2025 for registration.

3. **CLOSURE OF REGISTER FOR H SHARES, ELIGIBILITY FOR THE ENTITLEMENT TO THE PROPOSED FINAL DIVIDENDS (SUBJECT TO THE APPROVAL BY THE SHAREHOLDERS AT THE AGM)**

Holders of H shares are advised that the share register for H shares will be closed from Thursday, 3 July 2025 to Tuesday, 8 July 2025 (both dates inclusive). In order to qualify for the proposed final dividends (subject to the approval by the shareholders at the AGM), holders of the H shares whose transfers have not been registered shall deposit all transfer documents together with the relevant share certificates at the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 2 July 2025 for registration. The final dividends will be paid to the shareholders whose names appear on the register of members on Tuesday, 8 July 2025.

4. The directors of the Company (including the chairman of the Board) may attend the AGM remotely through video or telephone conference facilities if needed. The chairman of the Board and chairmen of the special committees under the Board will be available either in person or through video or telephone conference facilities to answer questions from shareholders of the Company at the AGM.

5. **PROXY**

Shareholders of the Company entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote in their stead. A proxy need not be a shareholder of the Company.

NOTICE OF THE ANNUAL GENERAL MEETING

The instrument appointing a proxy must be in writing under the hand of a shareholder of the Company or his attorney duly authorized in writing. If the shareholder of the Company is a corporate body, the proxy form must be either executed under its common seal or under the hand of its director(s) or duly authorized attorney(s). If the proxy form is signed by an attorney of the shareholder of the Company, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.

For holders of H shares, the proxy form together with the power of attorney or another authorization document (if any) must be lodged at the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by hand or by post not less than 24 hours before the time appointed for the above AGM (i.e., not later than 10:00 a.m., Tuesday, 17 June 2025) or adjournment thereof (as the case may be). Holders of H shares can still attend and vote at the AGM in person upon completion and return of the proxy form.

6. ADDRESS AND TELEPHONE NUMBER OF THE COMPANY'S PRINCIPAL PLACE OF BUSINESS IN THE PRC

Address: 7-9/F, No. 6 Xibahe Road, Chaoyang District
Beijing, the PRC

Telephone: (86 10) 8740 7188

7. PROCEDURES FOR VOTING AT THE AGM

An vote of shareholders at the AGM must be taken by poll.

8. OTHER BUSINESS

Shareholders (in person or by proxy) attending the AGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the AGM shall produce their identity documents.

9. References to time and dates in this notice are to Hong Kong time and dates.