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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt about any of the contents of this circular or as to what action to take in relation to this circular, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Huadian Power International Corporation Limited\*** (the “Company”), you should at once hand this circular and the proxy form to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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華電國際電力股份有限公司

**Huadian Power International Corporation Limited\***

*(A Sino-foreign investment joint stock company limited by shares incorporated in the  
People's Republic of China (the “PRC”))  
(Stock Code: 1071)*

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## PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES AND THE ABOLISHMENT OF THE SUPERVISORY COMMITTEE

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A letter from the Board is set out on pages 3 to 6 of this circular.

A notice convening the EGM to be held at 2:30 p.m. on Tuesday, 18 November 2025 at Huabin International Hotel, No. 4 Xuanwumennei Street, Xicheng District, Beijing, the People's Republic of China, is set out on pages 198 to 199 of this circular.

Shareholders who intend to appoint a proxy to attend the EGM shall complete and return the enclosed proxy form in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM (i.e. before 2:30 p.m. on Monday, 17 November 2025) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending the EGM and voting in person if you so wish.

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## CONTENTS

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	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	3
<b>APPENDIX I</b> – <b>DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION</b> .....	7
<b>APPENDIX II</b> – <b>DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR THE GENERAL MEETINGS</b> .....	134
<b>APPENDIX III</b> – <b>DETAILS OF THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR THE BOARD MEETINGS</b> .....	177
<b>NOTICE OF EGM</b> .....	198

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## DEFINITIONS

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

“Articles of Association”	the articles of association of Huadian Power International Corporation Limited* (華電國際電力股份有限公司);
“Audit Committee”	the audit committee of the Board;
“Board”	the board of Directors of the Company;
“Company”	Huadian Power International Corporation Limited* (華電國際電力股份有限公司), a Sino-foreign investment joint stock company limited by shares incorporated in the PRC, whose H shares and A shares are listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange, respectively;
“Company Law”	the Company Law of the PRC (as amended from time to time);
“Corporate Governance Code”	Corporate Governance Code as contained in Appendix C1 to the Hong Kong Listing Rules;
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Hong Kong Listing Rules that apply to the Company;
“CSRC”	China Securities Regulatory Commission;
“Director(s)”	the Director(s) of the Company;
“EGM”	the extraordinary general meeting of the Company to be held at 2:30 p.m. on Tuesday, 18 November 2025 at Huabin International Hotel, No. 4 Xuanwumennei Street, Xicheng District, Beijing, the People’s Republic of China;
“Group”	the Company and its subsidiaries as of the date of this circular;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;

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## DEFINITIONS

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“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Latest Practicable Date”	24 October 2025, being the latest practicable date of this circular for ascertaining certain information contained herein;
“Nomination Committee”	the nomination committee of the Board;
“PRC”	the People’s Republic of China;
“RMB”	Renminbi, the lawful currency of the PRC;
“Rules of Procedures for the Board Meetings”	the Rules of Procedures for the Board Meetings of Huadian Power International Corporation Limited* (華電國際電力股份有限公司);
“Rules of Procedures for the General Meetings”	the Rules of Procedures for the General Meetings of Huadian Power International Corporation Limited* (華電國際電力股份有限公司);
“Share(s)”	the share(s) with a par value of RMB1.00 each in the share capital of the Company;
“Shareholder(s)”	the shareholder(s) of the Company;
“Subsidiary(ies)”	has the meaning ascribed to it under the Hong Kong Listing Rules that apply to the Company;
“Supervisory Committee”	the supervisory committee of the Company.

\* For identification purposes only



華電國際電力股份有限公司  
**Huadian Power International Corporation Limited\***

(A Sino-foreign investment joint stock company limited by shares incorporated in the  
People's Republic of China (the "PRC"))  
(Stock Code: 1071)

*Directors:*

Liu Lei (*Chairman, Executive Director*)  
Li Quancheng (*Vice Chairman, Executive Director*)  
Zhu Peng (*Vice Chairman, Non-executive Director*)  
Zeng Qinghua (*Non-executive Director*)  
Cao Min (*Non-executive Director*)  
Wang Xiaobo (*Non-executive Director*)  
Li Guoming (*Executive Director*)  
Feng Zhenping (*Independent Non-executive Director*)  
Wang Yuesheng (*Independent Non-executive Director*)  
Shen Ling (*Independent Non-executive Director*)  
Huang Kemeng (*Independent Non-executive Director*)

*Office address:*

No. 2 Xuanwumennei Street  
Xicheng District  
Beijing  
the PRC

*Place of business in Hong Kong:*  
31/F, Tower Two  
Times Square  
1 Matheson Street  
Causeway Bay  
Hong Kong

28 October 2025

*To the Shareholders,*

Dear Sir/Madam,

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND ITS APPENDICES  
AND  
THE ABOLISHMENT OF THE SUPERVISORY COMMITTEE**

**I. INTRODUCTION**

Reference is made to the announcement of the Company dated 28 October 2025 in relation to the proposed amendments to the Articles of Association and its appendices and the abolition of the Supervisory Committee.

The purpose of this circular is to provide the Shareholders with information in respect of the aforesaid matters, to enable the Shareholders to make their informed decisions as to how to vote on relevant resolutions at the EGM.

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## LETTER FROM THE BOARD

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### II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES AND THE ABOLISHMENT OF THE SUPERVISORY COMMITTEE

In light of the implementation of the new Company Law, the CSRC's revision of the Guidelines on Articles of Association of Listed Companies and other relevant rules and regulations, and the new amendments to the Corporate Governance Code by the Hong Kong Stock Exchange, and taking into account the changes in the Company's share capital and the requirements for compliant operations, the Company proposes to make corresponding amendments to the Articles of Association and its appendices, and abolish the Supervisory Committee and the Rules of Procedures for the Supervisory Committee accordingly.

#### 1. Amendments to the Articles of Association and the Abolishment of the Supervisory Committee

##### (1) *Adjustment to Share Capital and Registered Capital*

The relevant provisions concerning the total share capital and registered capital shall be amended to update the Company's share capital structure to 11,611,774,184 ordinary Shares and the registered capital to RMB11,611,774,184, so as to ensure consistency with the actual capital condition.

##### (2) *Abolishment of the Supervisory Committee*

The Supervisory Committee will be abolished, with the relevant sections deleted and corresponding references removed or replaced. The original powers and duties of the Supervisory Committee shall be assumed by the Audit Committee of the Board, which shall be explicitly responsible for overseeing the Company's financial matters, internal controls, and compliance management. The coordination arrangements between the Audit Committee and the internal audit department regarding their respective powers and duties and operating mechanisms shall be further clarified to establish a dual-track mechanism where internal audit reports to the Board while also being guided by the Audit Committee. The Audit Committee shall be explicitly involved in the performance evaluation of the head of internal audit. Should the internal audit department discover any significant issues or clues, it shall immediately report directly to the Audit Committee.

##### (3) *Adjustment to the Board Structure*

Without changing the existing structure of 12 seats on the Board, one employee representative Director seat shall be established, which shall be generated by substituting a Director seat originally representing China Huadian Corporation Limited\* (中國華電集團有限公司). The employee representative Director shall be democratically elected by the employees' representative congress with the same term of office as that of non-employee representative Directors, and be entitled to full directorial rights in accordance with the law, representing employees in corporate governance.

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## LETTER FROM THE BOARD

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### **(4) Adjustment to the Member Structure of Special Committees**

The number of members of the Audit Committee shall be adjusted to 6, providing organizational support for its assumption of the relevant powers and duties of the Supervisory Committee, enhancing the supervisory power and professional backing, and improving the effectiveness of the Company's corporate governance supervision. It shall be clarified that the Nomination Committee must include at least one female Director to ensure the gender composition of the committee complies with regulatory requirements. The Nomination Committee shall assist the Board in preparing a Board skills matrix, make recommendations for Board changes, and support the Company in regularly evaluating the performance of the Board.

### **(5) Adjustment to Powers and Responsibilities at Each Governance Level**

The powers and responsibilities of various governance levels of the Company, such as the general meeting, the Board, chairman, and general manager have been adjusted to align with the Guidelines on Articles of Association of Listed Companies. The decision-making power for matters previously under the general meeting, such as the “annual financial budgets and final accounts”, were transferred to the Board, among others.

### **(6) Compliance Adjustments**

The term “general meeting (股東大會)” shall be standardized as “general meeting (股東會)” for consistency. The management of the legal representative shall be optimized by clarifying the provisions for their appointment, change, and recourse. Restrictions shall be imposed on certain financial assistance and the Board's decision-making requirements shall be strengthened to prevent the improper use of funds and safeguard the interests of the Company and its Shareholders. The general meeting mechanism shall be improved by expanding the channels for Shareholders to attend the meeting, simplifying the calculation of meeting time and notice period, and lowering the threshold for the right to make a proposal to Shareholders holding 1% of the Shares, thereby enhancing the operational efficiency of the general meeting and strengthening the voice of minority Shareholders. The notice period for the annual general meeting shall be adjusted from “20 working days before the date of the meeting” to “20 days before the date of the meeting”, while the notice period for the extraordinary general meeting shall have the “10 working days” restriction removed, and shall be adjusted to “15 days before the date of the meeting”. The form of Board meetings shall be regulated, with clear provisions that regular Board meetings and those involving the approval of connected transactions shall not be conducted by circulating written resolutions, so as to ensure decision-making quality and mitigate risks associated with connected transactions. The responsibilities of Directors and senior management shall be strengthened, with constraints on their conduct concerning duties, training, resignation management, remuneration distribution, and liquidation liabilities, etc. Capital reduction and increase shall be standardized to prevent risks in capital operations, maintaining capital stability and protecting the interests of related parties. The obligations of controlling Shareholders shall be refined, prohibiting the misappropriation of the Company's funds, forced guarantees, insider trading, and other activities.

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## LETTER FROM THE BOARD

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### 2. Amendments to the Rules of Procedures for the General Meetings

In accordance with relevant laws and regulations, as well as the updated Rules of the Shareholders' Meetings for Listed Companies by the CSRC, and in response to the need for optimized corporate governance, the Company proposes to rename the Rules of Procedures for the General Meetings (《股東大會議事規則》) to Rules of Procedures for the General Meetings (《股東會議事規則》), and to revise the content to align with the proposed amendments to the Articles of Association. The amendments primarily involve the mechanisms for convening the general meeting, the definition of powers and duties, the proposal process, and voting procedures, further enhancing compliance, improving the efficiency of Shareholder's participation, and protecting the legitimate rights and interests of all Shareholders, particularly minority Shareholders.

### 3. Amendments to the Rules of Procedures for the Board Meetings

In accordance with the updates to relevant laws and regulations, and in response to the need for optimized corporate governance, the Company proposes to adjust the Rules of Procedures for the Board Meetings and to revise the content to align with the proposed amendments to the Articles of Association, covering aspects such as the composition of the Board, meeting system, consideration of resolutions, voting mechanism, and implementation of resolutions, to further standardize the operation of the Board, improve the efficiency and compliance of decision-making, and better safeguard the interests of the Company and the Shareholders.

The amendments to the Articles of Association and its appendices involve updates to the basis of formulation, changes in share capital and registered capital, etc. For details, please refer to Appendix I to III to this circular.

### III. EGM

The Directors propose to put forward the aforementioned resolutions for the Shareholders' approval at the EGM.

To the best of the Directors' knowledge, information and belief, no Shareholder has any material interest in the matters set out in this circular and is required to abstain from voting on the relevant resolutions at the EGM.

### IV. RECOMMENDATIONS

The Board is of the view that: the aforementioned resolutions are in the interest of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

Yours faithfully,  
For and on behalf of the Board  
**Huadian Power International Corporation Limited\***  
**Liu Lei**  
*Chairman*

\* For identification purposes only

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION****COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
OF HUADIAN POWER INTERNATIONAL CORPORATION LIMITED**

No.	Before amendments	After amendments
1	<p><b>Article 6</b> The Articles of Association of the Company (or the “Articles of Association”), in accordance with the Company Law, the Securities Law of the People’s Republic of China, the Guidelines on Articles of Association of Listed Companies, the Standards for Corporate Governance of Listed Companies, and other relevant regulations, shall become effective upon the passing of a special resolution at the general meeting.</p> <p>.....</p>	<p><b>Article 1</b> To protect the legitimate rights and interests of the Company, its Shareholders, employees and creditors, and to regulate the organisation and conduct of the Company, these Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (referred to as the “Company Law”), the Securities Law of the People’s Republic of China (referred to as the “Securities Law”), the securities regulatory provisions of the place where the Shares of the Company are listed and other relevant provisions.</p>
2	<p><b>Article 1</b> The Company (formerly known as Shandong International Power Development Company Limited until 1 November 2003 when the present name was officially adopted) is a joint stock limited company <b>which survived the consolidation and standardization carried out</b> in accordance with <b>the Company Law of the People’s Republic of China</b> (the “Company Law”) and other relevant legislations and administrative regulations of the PRC.</p> <p>The Company was established by way of promotion on 28 June 1994 under the approval as evidenced by Document Ti Gai Sheng No. [1994]76 issued by the State Commission for Restructuring the Economic Systems. On the same day, it was registered with the Administration Bureau of Industry and Commerce of Shandong Province and obtained its business license. <b>The business license number was No. 16907783-5. On 17 April 1997, the Company’s business license number was changed to 26717022-8.</b> Under the approval given by the Ministry of Foreign Trade and Economic Cooperation of the People’s Republic of China as evidenced by Document [2000] Wai Jing Mao Zi Er Han Zi No. 545, the Company was transformed into a foreign-invested joint stock limited company. <b>On 2 January 2001, the number of the Company’s business license was changed to Qi Gu Lu Zong Zi No. 003922 after relevant alteration of registration particulars was made with the Administration Bureau of Industry and Commerce of Shandong Province.</b> The current unified social credit code of the Company is 913700002671702282.</p>	<p><b>Article 2</b> The Company (formerly known as Shandong International Power Development Company Limited until 1 November 2003 when the present name was officially adopted) is a joint stock limited company <b>established</b> in accordance with the Company Law and other relevant legislations and administrative regulations of the PRC.</p> <p>The Company was established by way of promotion on 28 June 1994 under the approval as evidenced by Document Ti Gai Sheng No. [1994]76 issued by the State Commission for Restructuring the Economic Systems. On the same day, it was registered with the Administration Bureau of Industry and Commerce of Shandong Province and obtained its business license. Under the approval given by the Ministry of Foreign Trade and Economic Cooperation of the People’s Republic of China as evidenced by Document [2000] Wai Jing Mao Zi Er Han Zi No. 545, the Company was transformed into a foreign-invested joint stock limited company. The current unified social credit code of the Company is 913700002671702282.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
	<p>The promoters of the Company are (based on the names then):</p> <p>Shandong Electric Power Corporation Shandong International Trust and Investment Corporation Shandong Luneng Development General Corporation China Power Trust and Investment Company Limited Zaozhuang City Infrastructure Investment Company</p>	<p>The promoters of the Company are (based on the names then):</p> <p>Shandong Electric Power Corporation Shandong International Trust and Investment Corporation Shandong Luneng Development General Corporation China Power Trust and Investment Company Limited Zaozhuang City Infrastructure Investment Company</p>
3	<p><b>Article 3</b> The Company's domicile: No.14800, Jingshi Road, Lixia District, Jinan City, Shandong Province, the PRC Postcode: 250014</p> <p><b>Telephone: 0531-67716222</b></p> <p><b>Facsimile: 0531-67716010</b></p>	<p><b>Article 4</b> The Company's domicile: No.14800, Jingshi Road, Lixia District, Jinan City, Shandong Province, the PRC Postcode: 250014</p>
4	<p><b>Article 17</b> The Company's registered capital is <b>RMB10,227,561,133</b>. The Company <b>shall register</b> its registered capital in accordance with the provisions of the relevant laws and regulations.</p>	<p><b>Article 6</b> The Company's registered capital is <b>RMB11,611,774,184</b>. The Company <b>registers</b> its registered capital in accordance with the provisions of relevant laws and regulations.</p> <p><b>The Company may increase or decrease its registered capital according to the needs of its operational development. The procedures for increasing or decreasing the registered capital shall proceed in accordance with the relevant provisions of laws, administrative regulations and these Articles of Association.</b></p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
5	<b>Article 4</b> The legal representative of the Company shall be the Chairman of the Board of the Company.	<b>Article 7</b> The Company's Chairman of the Board is a legal representative of the Company. If the Chairman of the Board resigns, he/she shall be deemed to have concurrently resigned as the legal representative. Where the legal representative resigns, the Company shall appoint a new legal representative within 30 days from the date of resignation by the legal representative.
6	None	<b>Article 8</b> The legal consequences of civil activities conducted by the legal representative in the name of the Company shall be borne by the Company. Restrictions on the authority of the legal representative, whether stipulated in these Articles of Association or imposed by the general meeting, may not be imposed against bona fide third parties. Should the legal representative cause damage to others in the course of performing his/her duties, the Company shall bear civil liability. Where the Company bears civil liability, it may seek recourse from the legal representative who is at fault in accordance with the provisions of laws or these Articles of Association.
7	<b>Article 5</b> .....	<b>Article 9</b> The liabilities of the shareholders of the Company are limited to the shares <b>subscribed for</b> by them, and the Company is liable for its debts to the extent of its entire <b>property</b> .

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
8	<p><b>Article 6 .....</b></p> <p>From the date on which it becomes effective, the Articles of Association constitute a legally binding document regulating the Company's organization and activities, and the rights and obligations between the Company and each shareholder and among the shareholders.</p>	<p><b>Article 10</b> From the date on which it becomes effective, the Articles of Association constitute a legally binding document regulating the Company's organization and activities, and the rights and obligations between the Company and each shareholder and among the shareholders, <b>which are</b> binding on the Company, its shareholders, <b>Party Committee members of the Company</b>, directors, <b>and</b> senior management. Pursuant to these Articles of Association, actions can be brought by a shareholder against another shareholder, by a shareholder against directors and senior management of the Company, by shareholders against the Company, and by the Company against its shareholders, directors and senior management.</p>
9	<p><b>Article 7</b> The Articles of Association are binding on the Company and its shareholders, directors, <b>supervisors</b>, <b>general manager</b> and <b>other</b> senior management, <b>all of whom are entitled to claim rights regarding the Company's affairs in accordance with the Articles of Association.</b></p> <p>Actions can be brought <b>in accordance with the Articles of Association</b> by a shareholder against the Company, by the Company against its shareholders, directors, <b>supervisors</b>, <b>general manager</b> and <b>other</b> senior management, by shareholders against each other and by a shareholder against the directors, <b>supervisors</b>, <b>general manager</b> and <b>other</b> senior management of the Company.</p> <p><b>Other</b> senior management referred to in the Articles of Association mean the deputy general managers, the financial controller and the Secretary to the Board, the chief legal counsel, the chief engineer and the chief economist of the Company or other members as determined by the board of directors.</p>	<p><b>Article 11</b> Senior management referred to in the Articles of Association mean the <b>general manager</b>, deputy general managers, the financial controller and the Secretary to the Board, the chief legal counsel, the chief engineer and the chief economist of the Company or other members as determined by the board of directors.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
10	<b>Article 8</b> The Company may invest in other enterprises. <b>However</b> , the Company shall not, <b>unless otherwise stipulated by the laws</b> , be the financier assuming joint liability for debts of the enterprises so invested.	<b>Article 12</b> The Company may invest in other enterprises. <b>Where</b> laws stipulate that <b>the Company</b> shall not be financier assuming joint and several liability for the debts of the enterprises so invested, <b>such stipulations shall apply</b> .
11	<b>Article 9</b> <b>In accordance with the Company Law and the Constitution of the Communist Party of China (“CPC”), the Company shall establish organisations and working organs of the CPC to play the role in leadership as well as provide general direction, control the overall situation and ensure implementation.</b> The working organs of the CPC shall be equipped with sufficient staff and provided with sufficient funds by the Company <b>to ensure necessary conditions for the CPC’s activities.</b>	<b>Article 13</b> The Company shall establish organisations and working organs of the CPC to <b>carry out activities of the CPC and establish working institutions of the CPC</b> . The working organs of the CPC shall be equipped with sufficient <b>and efficient</b> staff and provided with sufficient funds by the Company.
12	<b>Article 10</b> The purposes of the Company are to: commit itself to the development, construction and management of power source projects, expedite the development of power business and increase power supply through the use of advanced management methods and flexible operation policies, thereby enhancing profitability and delivering stable and growing earnings to its shareholders.	<b>Article 14</b> The purposes of the Company are to: commit itself to the development, construction and management of power source projects, expedite the development of power business and increase power supply through the use of advanced management methods and flexible operation policies, thereby enhancing profitability and delivering stable and growing earnings to its shareholders.  <b>The Company shall abide by national laws and regulations, and implement national policies; improve market-oriented operating mechanisms, engage in production and operation activities independently and in accordance with the law, and enhance market competitiveness; adhere to reform and innovation, improve independent innovation capabilities and value creation capabilities; accelerate structural adjustment, optimize resource allocation, promote the high-quality development of the Company, unswervingly strengthen, optimize and expand the Company, and accelerate the cultivation of a world-class enterprise.</b>  <b>When engaging in business activities, the Company shall fully consider the interests of stakeholders such as its employees and consumers, as well as social public interests including ecological environmental protection, and undertake social responsibilities.</b>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
		<p>The Company persists in corporate governance in accordance with the law, and strives to build a rule-of-law enterprise with sound governance, compliant operations, standardized management, and integrity in observing the law.</p> <p>Based on its development capability and business requirements, the Company may adjust its business scope and mode of operation when necessary according to law and establish branches and representative offices at home and abroad.</p>
13	<p><b>Article 11</b> The Company's scope of business shall only cover the items approved by the registration authority.</p> <p>The Company's scope of business includes construction, operation and management of power plants and businesses related to power generation, technological service and information consultation relating to the power business, sale, purchase and service of power and thermal products, design and construction of electric power engineering, and operation of power distribution networks.</p> <p>Based on its development capability and business requirements, the Company may adjust its business scope and mode of operation when necessary according to law and establish branches and representative offices at home and abroad.</p>	<p><b>Article 15</b> The Company's scope of business is as follows:</p> <p>Licensed items: power generation business, power transmission business, power supply (distribution) business; construction project design; port operation; heat production and supply; construction engineering supervision; construction engineering; the installation, maintenance and testing of power facilities for transmission, supply and receiving of electricity. (Items subject to approval in accordance with the law, can only carry out business activities after approval by the relevant departments, the specific business items are subject to the approval documents or licenses of the relevant departments).</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
		<p>General items: power generation technical services; technical services, technology development, technology consulting, technology exchanges, technology transfer, technology promotion; energy performance contracting; engineering technical services (excluding planning management, surveying, design, and supervision); new energy technology research and development; technical services for energy storage; ship and port services; cooling services; repair of general-purpose equipment; repair of electrical equipment. (Items other than those subject to approval under the laws can be carried out with a business license for business activities independently in compliance with the laws).</p> <p>The Company's scope of business shall only cover <b>the business scope approved by the Market Supervision Administration.</b></p>
14	<b>Article 12</b> There must, at all times, be ordinary shares in the Company. The Company may create other <b>classes of</b> shares when necessary according to the applicable laws, administrative regulations and/or <b>the listing rules</b> of the place where the Company's shares are listed ( <b>the “relevant listing rules”</b> ).	<b>Article 16</b> There must, at all times, be ordinary shares in the Company. The Company may create other <b>classes of</b> shares when necessary according to the applicable laws, administrative regulations and the <b>securities regulatory provisions</b> of the place where the Shares of the Company are listed.

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
15	<p><b>Article 14</b> .....</p> <p>Shares issued by the Company to domestic investors for subscription in RMB shall be referred to as domestic-invested shares. Shares issued by the Company to foreign investors for subscription in foreign currency shall be referred to as foreign-invested shares. Foreign-invested shares which are listed outside the PRC shall be referred to as overseas-listed foreign-invested shares or simply referred to as “H Shares”. The domestic-invested shares and the foreign-invested shares are not regarded as different classes of shares unless otherwise provided for in the applicable laws and regulations and/or the relevant listing rules.</p> <p>.....</p> <p>The Company shall issue shares in an open, equitable and fair manner, and each of the shares in the same class shall carry the same rights. Shares of the same class and the same issuance shall issue on the same conditions and at the same price. <b>Any entity or individual</b> shall pay the same price for each of the shares it or he or she subscribes for.</p>	<p><b>Article 18</b> .....</p> <p>Shares issued by the Company to domestic investors for subscription in RMB shall be referred to as domestic-invested shares (or the “A Shares”). Shares issued by the Company to foreign investors for subscription in foreign currency shall be referred to as foreign-invested shares. Foreign-invested shares which are listed outside the PRC shall be referred to as overseas-listed foreign-invested shares or simply referred to as “H Shares”. The domestic-invested shares and the foreign-invested shares are not regarded as different classes of shares unless otherwise provided for in the applicable laws and regulations and <b>securities regulatory provisions of the place where the shares of the Company are listed</b>.</p> <p>.....</p> <p>The Company shall issue shares in an open, equitable and fair manner, and each of the shares in the same class shall carry the same rights. Shares of the same class and the same issuance shall issue on the same conditions and at the same price. The <b>subscriber</b> shall pay the same price for each of the shares it or he or she subscribes for.</p>
16	<p><b>Article 15</b> .....</p> <p>The current share capital structure of the Company comprises <b>10,227,561,133</b> ordinary shares, including <b>8,510,327,533</b> A shares and 1,717,233,600 overseas-listed foreign-invested shares, representing <b>83.21%</b> and <b>16.79%</b> of the total issued ordinary shares in the Company respectively.</p>	<p><b>Article 19</b> .....</p> <p><b>In 2025, as approved by a special resolution at the general meeting, the Company issued 678,863,257 A Shares to China Huadian Corporation LTD.* (中國華電集團有限公司) upon approval by China Securities Regulatory Commission (“CSRC”).</b></p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
		<p>In 2025, as approved by a special resolution at the general meeting, the Company issued 705,349,794 A Shares to specific targets upon approval by CSRC.</p> <p>The current share capital structure of the Company comprises 11,611,774,184 ordinary shares, including 9,894,540,584 A Shares and 1,717,233,600 overseas-listed foreign-invested shares, representing 85.21% and 14.79% of the total issued ordinary shares in the Company respectively.</p>
17	<p><b>Article 16</b> The Company or its subsidiaries (including its affiliates) shall not give any financial assistance, in the form of gift, advance, guarantee, compensation or loan, to any person who purchases or proposes to purchase shares of the Company.</p>	<p><b>Article 20</b> The Company or its subsidiaries (including its affiliates, which refers to enterprises directly or indirectly controlled by the Company) shall not give any financial assistance, in the form of gift, advance, guarantee or loan and other forms, to any person who acquires shares of the Company or its parent company, except for the Company's implementation of employee stock ownership plans.</p> <p>For the benefit of the Company, pursuant to a resolution of the general meeting, or a resolution made by the board of directors in accordance with these Articles of Association or the authorization of the general meeting, the Company may provide financial assistance to any person who acquires shares of the Company or its parent company, provided that the accumulated total amount of such financial assistance shall not exceed 10% of the total issued share capital. A resolution made by the board of directors shall be passed by two-thirds or more of all directors.</p> <p>–</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
18	<p><b>Article 18</b> Domestic-invested shares and overseas-listed foreign-invested shares of the Company shall be traded, donated, inherited and pledged in accordance with the PRC laws and the Articles of Association, respectively. The transfer and assignment of shares of the Company shall follow transfer formalities in accordance with relevant regulations. However, no transfer or other change formalities will be effected from the date when the Company announces the commencement of liquidation.</p>	<p><b>Article 21</b> Domestic-invested shares and overseas-listed foreign-invested shares of the Company shall be traded, donated, inherited and pledged in accordance with the PRC laws, <b>the securities regulatory provisions of the place where the Shares of the Company are listed</b> and the Articles of Association, respectively. The transfer and assignment of shares of the Company shall follow transfer formalities in accordance with relevant regulations. However, no transfer or other change formalities will be effected from the date when the Company announces the commencement of liquidation.</p>
19	<p><b>Article 19</b></p> <p>(1) all transfers of overseas-listed foreign-invested shares shall be effected by instruments of transfer in writing in an ordinary or usual form or in any other form acceptable to the board of directors; such instruments of transfer may be executed by hand without seal. If the shareholder concerned is a recognized clearing house as defined in the securities listing rules or other securities laws or its nominee, instruments of transfer may be executed in mechanically-printed form.</p> <p>(2) all fully paid-up overseas-listed foreign-invested shares are freely transferable pursuant to the Articles of Association. However, the board of directors may refuse to recognize any instrument of transfer without giving any reason unless such transfer fulfils the following conditions:</p> <p>(i) a fee of HK\$2.5 per instrument of transfer or such lower amount as the board of directors may from time to time require but no more than the amount as prescribed from time to time by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited has been paid to the Company for registration of transfer and other documents relating to or which will affect the ownership of the shares;</p>	Deleted

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
	<p>(ii) the instrument of transfer involves only the overseas-listed foreign-invested shares;</p> <p>(iii) the stamp duty payable on the instrument of transfer has been paid;</p> <p>(iv) the relevant share certificates and evidence reasonably required by the board of directors showing that the transferor has the right to transfer such shares have been provided;</p> <p>(v) if the shares are to be transferred to joint holders, the number of such joint holders shall not exceed four (4);</p> <p>(vi) the relevant shares are not encumbered by any company lien.</p> <p><b>(3) after the completion of the transfer, the transferee's name shall be entered into the register of shareholder as holder of the shares transferred.</b></p> <p><b>(4) any issuance and future transfer of the overseas-listed foreign-invested shares shall be entered in the part of the register of shareholders required to be maintained in Hong Kong under Article 34 of the Articles of Association.</b></p>	

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
20	<p><b>Article 20</b> The Company shall have the right to terminate the dispatch of dividend warrants to holders of overseas-listed foreign-invested shares by mail, but such right shall not be exercised until the dividend warrants have not been cashed for two consecutive occasions. However, where the dividend warrant is undelivered for the first time to the addressee and returned, the Company may also exercise such right.</p> <p>The Company may sell the shares of untraceable shareholders and keep the sale proceeds, if:</p> <p>(1) within a period of twelve (12) years, dividends have been distributed in respect of the relevant shares at least three (3) times but were not claimed by any shareholders during such period; and</p> <p>(2) upon the expiry of twelve (12) years, the Company makes an announcement of its intention to sell the shares upon approval of the securities regulatory authority of the State Council and notifies the authority and relevant foreign securities regulators of such intention.</p>	Deleted

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
21	<p><b>Article 21</b> The Company may, based on its operation and development needs, increase its capital in the following manners in accordance with the provisions of the laws and regulations upon resolution of the general meeting:</p> <p>(1) by <b>public offering</b> of shares;</p> <p>(2) by <b>non-public offering</b> of shares;</p> <p>(3) by allotting bonus shares to existing shareholders;</p> <p>(4) by converting capital reserve to share capital;</p> <p>(5) by any other means which is <b>provided</b> by laws and administrative regulations and <b>approved by</b> securities regulatory authorities.</p> <p>The Company's increase of share capital by means of issuance of new shares shall, after being approved pursuant to the provisions of the Articles of Association, be conducted in accordance with the procedures stipulated by relevant PRC laws, administrative regulations and <b>relevant listing rules</b>.</p>	<p><b>Article 22</b> The Company may, based on its operation and development needs, increase its capital in the following manners in accordance with the provisions of the laws and regulations upon resolution of the general meeting:</p> <p>(1) by <b>issuance</b> of shares <b>to non-specific targets</b>;</p> <p>(2) by <b>issuance</b> of shares <b>to specific targets</b>;</p> <p>(3) by allotting bonus shares to existing shareholders;</p> <p>(4) by converting capital reserve to share capital;</p> <p>(5) by any other means which is <b>provided</b> by laws and administrative regulations and securities regulatory authorities.</p> <p>The Company's increase of share capital by means of issuance of new shares shall, after being approved pursuant to the provisions of the Articles of Association, be conducted in accordance with the procedures stipulated by relevant PRC laws, administrative regulations and <b>securities regulatory provisions of the place where the shares of the Company are listed</b>.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
22	<p><b>Article 22</b> In accordance with the provisions of the Articles of Association, the Company may reduce its registered capital.</p> <p><b>The Company shall prepare a balance sheet and an inventory of assets when it reduces its registered capital.</b></p> <p><b>The Company shall notify its creditors within ten (10) days from the date of the Company's resolution on reduction of capital and shall publish an announcement in a newspaper within thirty (30) days from the date of such resolution. A creditor shall have the right, within thirty (30) days of the date of receipt of the notice from the Company or, in case of a creditor who has not received such notice, within forty-five (45) days of the date of the first public announcement, to demand the Company to repay its debts or provide a corresponding guarantee for such debt.</b></p> <p><b>The registered capital of the Company following the reduction of capital shall not fall below the minimum statutory requirement.</b></p>	<p><b>Article 23</b> The Company may reduce its registered capital. The Company's reduction of registered capital shall be processed in accordance with the Company Law, other relevant provisions, and the procedures stipulated in these Articles of Association.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
23	<p><b>Article 23</b> The Company shall not acquire the Company's shares, except in any one of the following circumstances:</p> <p>(1) to reduce the Company's registered capital;</p> <p>(2) to merge with another company that holds shares in the Company;</p> <p>(3) to use the shares for employee stock ownership plans or as share incentives;</p> <p>(4) to acquire shares held by shareholders (upon their request) who vote against any resolution proposed in any general meeting on the merger or division of the Company;</p> <p>(5) to use the shares for conversion of corporate bonds which are convertible into shares issued by the Company;</p> <p>(6) where it is necessary for the Company to safeguard its value and the interests of its shareholders; or</p> <p>(7) other circumstances as required by laws and administrative regulations.</p>	<p><b>Article 24</b> The Company shall not acquire the Company's shares, except in any one of the following circumstances:</p> <p>(1) to reduce the Company's registered capital;</p> <p>(2) to merge with another company that holds shares in the Company;</p> <p>(3) to use the shares for employee stock ownership plans or as share incentives;</p> <p>(4) to acquire shares held by shareholders (upon their request) who vote against any resolution proposed in any general meeting on the merger or division of the Company;</p> <p>(5) to use the shares for conversion of corporate bonds which are convertible into shares issued by the Company;</p> <p>(6) where it is necessary for the Company to safeguard its value and the interests of its shareholders; or</p> <p>(7) other circumstances as required by laws and administrative regulations.</p>
24	<p><b>Article 24</b> Where the Company purchases its shares, the repurchase shall be conducted through public and centralized trading, or other methods recognized by laws, administrative regulations, <b>relevant listing rules</b> and securities regulatory authorities.</p> <p>If the Company repurchases its shares in the circumstances set out under items (3), (5) and (6) of Clause 1 of Article 23 of the Articles of Association, the <b>repurchase</b> shall be conducted through public and centralized trading.</p>	<p><b>Article 25</b> Where the Company purchases its shares, the repurchase shall be conducted through public and centralized trading, or other methods recognized by laws, administrative regulations, <b>securities regulatory provisions of the place where the shares of the Company are listed</b>, and securities regulatory authorities.</p> <p>If the Company repurchases its shares in the circumstances set out under items (3), (5) and (6) of Clause 1 of Article 24 of the Articles of Association, the <b>acquisition</b> shall be conducted through public and centralized trading.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
25	<p><b>Article 25</b> If the Company purchases its shares in the circumstances set out under items (1) and (2) of Clause 1 of Article 23 of the Articles of Association, the purchase shall be subject to the approval of the general meeting. If the Company purchases its shares in the circumstances set out under items (3), (5) and (6) of Clause 1 of Article 23 of the Articles of Association, the purchase may be conducted in compliance with the requirements of the Articles of Association or the authorization granted at the general meeting upon approval by the Board meeting attended by two-thirds or more of the directors.</p> <p>If the Company purchases its shares in the circumstances set out under Clause 1 of Article 23 of the Articles of Association, in the case of item (1), the shares shall be cancelled within 10 days from the date of repurchase; in the case of items (2) and (4), the shares shall be transferred or cancelled within 6 months; in the cases of items (3), (5) and (6), the total number of shares in the Company held by the Company shall not exceed 10% of total shares issued by the Company and these shares shall be transferred or cancelled within 3 years.</p>	<p><b>Article 26</b> If the Company purchases its shares in the circumstances set out under items (1) and (2) of Clause 1 of Article 24 of the Articles of Association, the purchase shall be subject to the approval of the general meeting. If the Company purchases its shares in the circumstances set out under items (3), (5) and (6) of Clause 1 of Article 24 of the Articles of Association, the purchase may be conducted in compliance with the requirements of the Articles of Association or the authorization granted at the general meeting upon approval by the Board meeting attended by two-thirds or more of the directors.</p> <p>If the Company purchases its shares in the circumstances set out under Clause 1 of Article 24 of the Articles of Association, in the case of item (1), the shares shall be cancelled within 10 days from the date of repurchase; in the case of items (2) and (4), the shares shall be transferred or cancelled within 6 months; in the cases of items (3), (5) and (6), the total number of shares in the Company held by the Company shall not exceed 10% of total shares issued by the Company and these shares shall be transferred or cancelled within 3 years.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
26	<p><b>Article 26</b> Shares repurchased in accordance with the laws by the Company shall be cancelled or transferred within the period prescribed by laws, administrative regulations and <b>the relevant listing rules</b>. And under the circumstance of the cancellation, the Company shall carry out the registration of the change in its registered capital with its original registrar and have a relevant announcement published.</p> <p>The amount of the Company's registered capital shall be reduced by the total par value of the shares cancelled.</p>	<p><b>Article 27</b> Shares of the Company <b>acquired</b> in accordance with the laws by the Company shall be cancelled or transferred within the period prescribed by laws, administrative regulations and <b>securities regulatory provisions of the place where the shares of the Company are listed</b>. And under the circumstance of the cancellation, the Company shall carry out the registration of the change in its registered capital with its original registrar and have a relevant announcement published.</p> <p>The amount of the Company's registered capital shall be reduced by the total par value of the shares cancelled.</p>
27	<p><b>Article 27</b> Unless otherwise provided by laws, administrative regulations, relevant listing rules and other regulatory documents, shares of the Company are transferable in accordance with the law.</p>	<p><b>Article 28</b> Shares of the Company shall be transferred in accordance with the law.</p>
28	<p><b>Article 28</b> The Company does not accept its shares as the subject of any pledge.</p>	<p><b>Article 29</b> The Company does not accept its shares as the subject of any pledge.</p>
29	<p><b>Article 29</b> During their term of office, the directors, <b>supervisors, general manager</b> and <b>other</b> senior management of the Company shall report periodically to the Company their shareholdings in the Company and any changes therein. Transfer of shares by the aforesaid persons shall be conducted in accordance with the laws, regulations and/or <b>relevant listing rules</b>.</p>	<p><b>Article 30</b> During their term of office, the directors and senior management of the Company shall report periodically to the Company their shareholdings in the Company and any changes therein. Transfer of shares by the aforesaid persons shall be conducted in accordance with the laws, regulations and <b>securities regulatory provisions of the place where the shares of the Company are listed</b>.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
30	<p><b>Article 30</b> Any gains from sale of shares in the Company or other securities with the nature of equity by any director, <b>supervisor, general manager, other senior management or shareholder holding 5% or more of the shares in the Company within six (6) months after their purchase of the same, and any gains from purchase of shares in the Company or other securities with the nature of equity by any of the aforesaid parties within six (6) months after sale of the same shall be disgorged and paid to the Company. The board of directors of the Company shall forfeit such gains from the abovementioned parties. However, if a securities company holds not less than 5% shares by purchasing the remaining shares after sale pursuant to an underwriting arrangement and the securities <b>regulatory authorities</b> in the place where the Company's shares are listed stipulate other circumstances, the foregoing requirements shall not apply.</b></p> <p>Shares or other securities with the nature of equity held by directors, <b>supervisors, senior management, natural person shareholders referred to in the preceding paragraph</b> include shares or other securities with the nature of equity held by their spouse, parents, children and under others' account.</p> <p>.....</p>	<p><b>Article 31</b> Any gains from sale of shares in the Company or other securities with the nature of equity by any director, senior management or shareholder holding 5% or more of the shares in the Company within six (6) months after their purchase of the same, and any gains from purchase of shares in the Company or other securities with the nature of equity by any of the aforesaid parties within six (6) months after sale of the same shall be disgorged and paid to the Company. The board of directors of the Company shall forfeit such gains from the abovementioned parties. However, if a securities company holds not less than 5% shares by purchasing the remaining shares after sale pursuant to an underwriting arrangement and the securities regulatory provisions of the place where the Shares of the Company are listed stipulate other circumstances, the foregoing requirements shall not apply.</p> <p>Shares or other securities with the nature of equity held by directors, senior management, natural person shareholders referred to in the preceding paragraph include shares or other securities with the nature of equity held by their spouse, parents, children and under others' account.</p> <p>.....</p>
31	<p><b>Article 31</b> In addition to those items provided in the Company Law, a share certificate of the Company shall also contain any other items required to be specified by the stock <b>exchange(s)</b> on which the shares of the Company are listed.</p>	<p><b>Article 32</b> In addition to those items provided in the Company Law, a share certificate of the Company shall also contain any other items required to be specified by the securities <b>regulatory provisions of the place</b> where the shares of the Company are listed</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
32	<b>Article 32</b> The Company shall keep the register of shareholders with the certificate granted by the share registrar. Unless there is evidence to the contrary, the register of shareholders shall be sufficient evidence of the shareholders' shareholdings in the Company.	<b>Article 33</b> The Company shall keep the register of shareholders with the certificate granted by the securities registration and <b>clearing</b> organization. Unless there is evidence to the contrary, the register of shareholders shall be sufficient evidence of the shareholders' shareholdings in the Company.
33	<b>Article 35</b> Different parts of the register of shareholders shall not overlap one another. No transfer of the shares registered in any part of the register shall, during the existence of that registration, be registered in any other part of the register of shareholders.	Deleted
34	<b>Article 36</b> Alteration or rectification of each part of the register of shareholders shall be made in accordance with the laws of the place where that part of the register of shareholders is maintained.	Deleted
35	<b>Article 37</b> Where laws, regulations, securities <b>regulatory authorities</b> and stock exchanges in the place where the shares of the Company are listed stipulate on the period of closure of the register of shareholders before the date of the general meeting or before the record date set by the Company for the purpose of distribution of dividends, such provisions shall prevail.	<b>Article 36</b> Where laws, regulations, securities regulatory <b>provisions</b> and stock exchanges of the place where the shares of the Company are listed stipulate on the period of closure of the register of shareholders before the date of the general meeting or before the record date set by the Company for the purpose of distribution of dividends, such provisions shall prevail.
36	<b>Article 38</b> In the event that the Company holds a general meeting, distributes dividends, liquidates its assets, or engages in other activities which require the confirmation of equity interests, the board of directors or the convener of general meeting shall fix a date as a record date for the confirmation of equity interests. The shareholders of the Company entitled to the underlying interests shall be those whose names appear in the register of shareholders after the closing of trading on the record date.	Deleted

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
37	<p><b>Article 39</b> Any person aggrieved and claiming to be entitled to have his/her name entered in or removed from the register of shareholders may apply to a court of competent jurisdiction for rectification of the register.</p>	Deleted
38	<p><b>Article 40</b> Any shareholder who is registered in, or any person who requests to have his/her name entered in, the register of shareholders in respect of shares in the Company may, if his/her share certificates (the “original certificates”) are lost, apply to the Company for replacement share certificates in respect of such shares (the “relevant shares”).</p> <p>If a holder of the domestic-invested shares loses his/her share certificates and applies for their replacements, it shall be dealt with in accordance with Article 143 of the Company Law.</p> <p>If a holder of overseas-listed foreign-invested shares loses his/her share certificates and applies for their replacements, it may be dealt with in accordance with the relevant laws, the rules of the stock exchange and other relevant regulations of the place where the original register of holders of overseas-listed foreign-invested shares is maintained.</p> <p>The issue of replacement certificates to holders of overseas listed foreign invested shares shall comply with the following requirements:</p> <p>(1) the applicant shall submit an application to the Company in prescribed form accompanied by a notarial certificate or statutory declaration, stating the grounds upon which the application is made and the circumstances and evidence of the loss of the share certificates as well as declaring that no other person is entitled to request to be registered as the shareholder in respect of the relevant shares;</p>	Deleted

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
	<p>(2) no statement has been received by the Company from a person other than the applicant for having his/her name registered as a holder of the relevant shares before the Company comes to a decision to issue the replacement certificate;</p> <p>(3) the Company shall, if it intends to issue a replacement certificate to the applicant, make an announcement of its intention to do so at least once every thirty (30) days within a period of ninety (90) consecutive days in newspapers prescribed by the board of directors;</p> <p>(4) the Company shall, prior to publication of its intention to issue a replacement share certificate, deliver a copy of the announcement to be published to the stock exchange on which its shares are listed, and may publish the announcement upon receipt of confirmation from such stock exchange that the announcement has been exhibited in the premises of the stock exchange. Such announcement shall be exhibited in the premises of the stock exchange for a period of ninety (90) days.</p> <p>In case an application to issue a replacement certificate has been made without the consent of the registered holder of the relevant shares, the Company shall send by mail to such registered shareholder a copy of the announcement to be published;</p> <p>(5) if, upon expiration of the 90-day period referred to in subparagraphs (3) and (4) of this Article, the Company has not received any challenge from any person in respect of the issuance of the replacement share certificate, it may issue a replacement share certificate to the applicant pursuant to his/her application;</p>	

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
	<p>(6) where the Company issues a replacement certificate under this Article, it shall forthwith cancel the original certificate and enter the cancellation and the issuance of the replacement share certificate in the register of shareholders accordingly;</p> <p>(7) all expenses relating to the cancellation of an original certificate and the issuance of a replacement share certificate by the Company shall be borne by the applicant and the Company is entitled to refuse to take any action until reasonable security is provided by the applicant therefore.</p>	
39	Article 41 Where the Company issues a replacement certificate pursuant to the Articles of Association, the name of a bona fide purchaser who obtains the aforementioned new share certificate or a shareholder who thereafter registers as the owner of such shares (in the case where he is a bona fide purchaser) shall not be removed from the register of shareholders.	Deleted
40	Article 42 The Company shall not be liable for any damages sustained by any person by reason of the cancellation of the original certificate or the issuance of the replacement certificate, unless the claimant proves that the Company has acted fraudulently.	Deleted

**APPENDIX I**

**DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
41	<p><b>Article 43</b> A shareholder of the Company is a person who lawfully holds shares of the Company and whose name is entered in the register of shareholders.</p> <p>A shareholder shall enjoy rights and assume obligations according to the <b>class and number</b> of shares held by him; shareholders who hold shares of the same <b>class</b> shall enjoy the same rights and assume the same obligations.</p>	<p><b>Article 37</b> A shareholder of the Company is a person who lawfully holds shares of the Company and whose name is entered in the register of shareholders.</p> <p>A shareholder shall enjoy rights and assume obligations according to the <b>class</b> of shares held by him; shareholders who hold shares of the same <b>class</b> shall enjoy the same rights and assume the same obligations.</p>
42	<p><b>Article 44</b> In the event that the Company holds a general meeting, distributes dividends, liquidates its assets, or engages in other activities which require the confirmation of the identity of the shareholders, the board of directors or the convener of the general meeting shall fix a date as a record date for the registration of equity interests. The shareholders of the Company entitled to the underlying interests shall be those whose names appear in the register of shareholders after the closing of trading on the record date.</p>	<p><b>Article 38</b> In the event that the Company holds a general meeting, distributes dividends, liquidates its assets, or engages in other activities which require the confirmation of the identity of the shareholders, the board of directors or the convener of the general meeting shall fix a date as a record date for the registration of equity interests. The shareholders of the Company entitled to the underlying interests shall be those whose names appear in the register of shareholders after the closing of trading on the record date.</p>
43	<p><b>Article 45</b> The ordinary shareholders of the Company shall have the following rights:</p> <p>(1) the right to dividends and other distributions in proportion to the number of shares held;</p> <p>(2) the right to propose, convene and preside over, to attend or appoint a proxy to attend general meetings, to speak at the general meetings, and to exercise the voting right thereat <b>according to the proportion of the shares held</b> (unless any individual shareholders are, under the applicable <b>listing rules</b> as stipulated from time to time, required to abstain from voting to approve the matter under consideration);</p>	<p><b>Article 39</b> The ordinary shareholders of the Company shall have the following rights:</p> <p>(1) the right to dividends and other distributions in proportion to the number of shares held;</p> <p>(2) the right to propose the <b>holding</b> of, convene and preside over, to attend or appoint a proxy to attend general meetings, to speak at the general meetings, and to exercise the corresponding voting right thereat (unless any individual shareholders are, under the applicable <b>securities regulatory provisions of the place where the shares of the Company are listed</b> as stipulated from time to time, required to abstain from voting to approve the matter under consideration);</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
	<p>(3) the right to supervise the operation of the Company, and to put forward proposals and raise inquiries;</p> <p>(4) the right to transfer, donate or pledge the shares held by him in accordance with the laws, administrative regulations and the Articles of Association;</p> <p>(5) the right to inspect the Articles of Association, the register of shareholders, <b>the Company's bonds stubs</b> and minutes of general meetings; resolutions of Board meetings, <b>resolutions of meetings of the supervisory committee</b> and the financial and accounting report;</p> <p>(6) in the event of the termination or liquidation of the Company, the right to participate in the distribution of the residual assets of the Company in proportion to the number of shares held;</p> <p>(7) with respect to shareholders who vote against any resolution adopted at the general meeting on the merger or division of the Company, the right to demand the Company to acquire the shares held by them;</p> <p>(8) the right to initiate a lawsuit in the People's Court against any act in violation of the Company's interests or detrimental to the legal interests of the shareholders and claim relevant rights in accordance with the Company Law or other laws or administrative regulations;</p> <p>(9) other rights conferred by the laws, administrative regulations, departmental rules and the Articles of Association.</p>	<p>(3) the right to supervise the operation of the Company, and to put forward proposals and raise inquiries;</p> <p>(4) the right to transfer, donate or pledge the shares held by him in accordance with the laws, administrative regulations and the Articles of Association;</p> <p>(5) the right to inspect and <b>reproduce</b> the Articles of Association, the register of shareholders, minutes of general meetings, resolutions of Board meetings, the financial and accounting report, and <b>the Company's accounting books and accounting vouchers available for inspection by qualified shareholders</b>;</p> <p>(6) in the event of the termination or liquidation of the Company, the right to participate in the distribution of the residual assets of the Company in proportion to the number of shares held;</p> <p>(7) with respect to shareholders who vote against any resolution adopted at the general meeting on the merger or division of the Company, the right to demand the Company to acquire the shares held by them;</p> <p>(8) the right to initiate a lawsuit in the People's Court against any act in violation of the Company's interests or detrimental to the legal interests of the shareholders and claim relevant rights in accordance with the Company Law or other laws or administrative regulations;</p> <p>(9) other rights conferred by the laws, administrative regulations, departmental rules and the Articles of Association.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
44	<p><b>Article 46</b> Shareholders proposing to inspect the relevant information as set out in the preceding Article or collect information shall present evidence to prove the class and amount of shareholding in writing. The Company shall provide the shareholders such information as required after verification of the identities of the shareholders.</p>	<p><b>Article 40</b> Shareholders proposing to inspect the relevant information as set out in the preceding Article or collect information shall present evidence to prove the class and amount of shareholding in writing. The Company shall provide the shareholders such information as required after verification of the identities of the shareholders.</p> <p><b>Shareholders requesting to inspect and reproduce the relevant materials of the Company shall comply with the provisions of the Company Law, the Securities Law and other laws and administrative regulations.</b></p>
45	<p><b>Article 47</b> A resolution of the Company's general meeting or Board meeting may be declared void by the People's Court upon application from shareholders if the content contravenes the law or administrative regulations.</p> <p>In the event the procedures for convening the general meeting and the Board meeting and voting thereat violate the law, administrative regulations or the Articles of Association, or the content resolved being in contrary to the Articles of Association, the shareholder shall have the right to submit to the People's Court to rescind the resolution within 60 days after the resolution is made.</p>	<p><b>Article 41</b> A resolution of the Company's general meeting or Board meeting may be declared void by the People's Court upon application from shareholders if the content contravenes the law or administrative regulations.</p> <p>In the event the procedures for convening the general meeting and the Board meeting and voting thereat violate the law, administrative regulations or the Articles of Association, or the content resolved being contrary to the Articles of Association, the shareholder shall have the right to submit to the People's Court to rescind the resolution within 60 days after the resolution is made. <b>However, this shall be excluded where there are only minor defects in the procedures for convening the general meeting or the Board meeting or the voting methods thereof without materially affecting the resolution.</b></p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
		<p>Where the board of directors, shareholders or other relevant parties have disputes over the validity of resolutions of the general meeting, they shall promptly file a lawsuit with the People's Court. Before the People's Court renders a judgment or ruling to revoke a resolution or otherwise, the relevant parties shall implement the resolutions of the general meeting. The Company, its directors and senior management shall effectively perform their duties to ensure the Company's normal operation.</p> <p>Where the People's Court makes a judgment or ruling on relevant matters, the Company shall fulfil its information disclosure obligations in accordance with the provisions of laws, administrative regulations, the CSRC and the stock exchange, fully explain the impact, and actively cooperate with the implementation after the judgment or ruling takes effect. Where corrections to prior matters are involved, they shall be handled promptly and the corresponding information disclosure obligations shall be fulfilled.</p>
46	None	<p>Article 42 Under any of the following circumstances, a resolution of the general meeting or Board meeting shall not be established:</p> <p>(1) A resolution is made without holding a general meeting or a Board meeting;</p> <p>(2) The general meeting or the Board meeting fails to vote on the matters to be resolved;</p> <p>(3) The number of attendees or the number of voting rights held at the meeting fails to reach the number of attendees or the number of voting rights held as stipulated by the Company Law or these Articles of Association;</p> <p>(4) The number of people attending the meeting or the number of voting rights held fails to reach the number of people or the number of voting rights held as stipulated by the Company Law or these Articles of Association.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
47	<p><b>Article 48</b> In the event the directors and senior management violate the law, administrative regulations or the provisions of the Articles of Association in performing the Company's duties, and incur a loss to the Company, shareholder(s), either individually or jointly holding <b>1%</b> or more of the Company's shares for more than 180 consecutive days shall have the right to submit a written request to the <b>supervisory committee</b> for initiating legal proceedings in the People's Court. In the event the <b>supervisory committee</b> violates the law, administrative regulations or the provisions of the Articles of Association in performing the Company's duties, and incur a loss to the Company, the shareholders shall have the right to submit a written request to the board of directors for initiating legal proceedings in the People's Court.</p> <p>In the event the <b>supervisory committee</b> or the board of directors refuses to initiate legal proceedings after receiving the written request from the shareholders as provided in the paragraph above, or has not initiated legal proceedings within 30 days after receiving the written request, or in case of emergency, without initiating legal proceedings forthwith will result in damages in the interests of the Company considerably difficult to rectify, the shareholders as provided in the paragraph above shall have the right to initiate legal proceedings directly in the People's Court in their own names for the interests of the Company.</p>	<p><b>Article 43</b> In the event the directors <b>other than those members of the audit committee</b> and senior management violate the law, administrative regulations or the provisions of the Articles of Association in performing the Company's duties, and incur a loss to the Company, the shareholder(s), either individually or jointly holding more than <b>1%</b> of the Company's shares for more than 180 consecutive days shall have the right to submit a written request to the <b>audit committee</b> for initiating legal proceedings in the People's Court. In the event the <b>members of the audit committee</b> violate the law, administrative regulations or the provisions of the Articles of Association in performing the Company's duties, and incur a loss to the Company, the <b>aforesaid</b> shareholders shall have the right to submit a written request to the board of directors for initiating legal proceedings in the People's Court.</p> <p>In the event the <b>audit committee</b> or the board of directors refuses to initiate legal proceedings after receiving the written request from the shareholders as provided in the paragraph above, or has not initiated legal proceedings within 30 days after receiving the written request, or in case of emergency, without initiating legal proceedings forthwith will result in damages in the interests of the Company considerably difficult to rectify, the shareholders as provided in the paragraph above shall have the right to initiate legal proceedings directly in the People's Court in their own names for the interests of the Company.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
	<p>In the event the legal interests of the Company are being violated by other parties, which incur a loss to the Company, the shareholders as provided in the first paragraph of this Article shall initiate legal proceedings in the People's Court in accordance with the provisions in the earlier two paragraphs.</p>	<p>In the event the legal interests of the Company are being violated by other parties, which incur a loss to the Company, the shareholders as provided in the first paragraph of this Article shall initiate legal proceedings in the People's Court in accordance with the provisions in the earlier two paragraphs.</p> <p><b>In the event the directors, supervisors, or senior management of the wholly-owned subsidiaries of the Company violate the law, administrative regulations or the provisions of the Articles of Association in performing their duties, and incur a loss to the Company, or if other parties infringe upon the legitimate rights and interests of the wholly-owned subsidiaries of the Company and incur a loss, the shareholder(s), either individually or jointly holding more than 1% of the Company's shares for more than 180 consecutive days, may be implemented, in accordance with the provisions of the Company Law and the first and second paragraphs of this Article.</b></p>
48	<p><b>Article 50</b> The ordinary shareholders of the Company shall assume the following obligations:</p> <p>(1) to comply with laws, administrative regulations and the Articles of Association;</p> <p>(2) to pay subscription monies according to the number of shares subscribed and the method of subscription;</p> <p>(3) not to <b>return the shares</b> unless required by the laws and regulations;</p>	<p><b>Article 45</b> The ordinary shareholders of the Company shall assume the following obligations:</p> <p>(1) to comply with laws, administrative regulations and the Articles of Association;</p> <p>(2) to pay subscription monies according to the number of shares subscribed and the method of subscription;</p> <p>(3) not to <b>withdraw the share capital</b> unless required by the laws and regulations;</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
	<p>(4) not to abuse their shareholders' rights to harm the interests of the Company or other shareholders; and not to abuse the independent legal person status of the Company and the limited liability of shareholders to harm the interests of any creditor of the Company; shareholders of the Company who abuse their shareholder's rights and thereby cause losses to the Company or other shareholders shall be liable for damages according to the law. Where shareholders of the Company abuse the Company's position as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company;</p> <p>(5) other obligations imposed by laws, administrative regulations, <b>relevant listing rules</b> and the Articles of Association. <b>Shareholders are not liable to make any further contribution to the share capital other than as agreed by the subscribers of the relevant shares on subscription.</b></p>	<p>(4) not to abuse their shareholders' rights to harm the interests of the Company or other shareholders; and not to abuse the independent legal person status of the Company and the limited liability of shareholders to harm the interests of any creditor of the Company; shareholders of the Company who abuse their shareholder's rights and thereby cause losses to the Company or other shareholders shall be liable for damages according to the law. Where shareholders of the Company abuse the Company's position as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company;</p> <p>(5) other obligations imposed by laws, administrative regulations, <b>securities regulatory provisions of the place where the shares of the Company are listed</b> and the Articles of Association.</p>
49	<b>Article 51 Where a shareholder holding 5% or more voting shares of the Company pledges any shares in his/her possession, he/she shall report the same to the Company in writing on the day on which he/she pledges his/her shares.</b>	Deleted
50	None	<b>Article 46 The controlling shareholder and de facto controller of the Company shall exercise their rights and perform their obligations in accordance with laws, administrative regulations, and the regulations of CSRC and the stock exchange, so as to protect the interests of the listed company.</b>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
51	<p><b>Article 52</b> The controlling shareholder and the de facto controller of the Company shall not use their connected relationship to act in detriment to the interests of the Company. If they have violated the provision and caused damage to the Company, they shall be liable for such damages.</p> <p>The controlling shareholder and the de facto controller of the Company shall bear fiduciary duties towards the Company and its public shareholders. The controlling shareholder shall exercise its rights as a contributor in strict compliance with the laws. The controlling shareholder shall not do harm to the lawful interests of the Company and its public shareholders through profit distribution, asset restructuring, foreign investment, possession of capital, lending guarantees and shall not make use of its controlling status against the interests of the Company and public shareholders.</p>	<p><b>Article 47</b> The controlling shareholder and de facto controller of the Company shall comply with the following provisions:</p> <ol style="list-style-type: none"> <li>(1) exercise shareholder's rights in accordance with the law, and shall not abuse their controlling right or harm the legitimate rights and interests of the Company or other Shareholders by utilising connected relationships;</li> <li>(2) strictly fulfil public statements and all commitments made, and shall not unilaterally alter or waive them;</li> <li>(3) strictly perform their information disclosure obligations in accordance with relevant regulations, actively and proactively cooperate with the Company in its information disclosure, and promptly inform the Company of material events that have occurred or are intended to occur;</li> <li>(4) shall not appropriate the Company's funds in any manner;</li> <li>(5) shall not coerce, instruct, or demand the Company and its relevant personnel to provide guarantees in violation of laws and regulations;</li> <li>(6) shall not seek benefits by utilising the Company's undisclosed material information, or disclose any undisclosed material information related to the Company in any manner, or engage in illegal or irregular activities such as insider trading, short-swing trading, or market manipulation;</li> <li>(7) shall not harm the legitimate rights and interests of the Company and other Shareholders through unfair connected transactions, profit distribution, asset restructuring, external investments, or any other means;</li> </ol>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
		<p>(8) ensure the integrity of the Company's assets, personnel independence, financial independence, organisational independence, and operational independence, and shall not affect the Company's independence in any manner;</p> <p>(9) other provisions of laws, administrative regulations, CSRC regulations, stock exchange business rules, and these Articles of Association.</p> <p>Where the controlling shareholder and de facto controller of the Company do not serve as directors of the Company but actually manage the Company's affairs, the provisions of these Articles of Association regarding the directors' duties of loyalty and diligence shall apply.</p> <p>Where the controlling shareholder and de facto controller of the Company instruct directors or senior management to engage in acts that harm the interests of the Company or its Shareholders, they shall bear joint and several liability with such directors and senior management.</p>
52	None	Article 48 Where the controlling shareholder and de facto controller pledge the Company's shares held or actually controlled by them, they shall maintain the stability of the Company's control and production and operation.
53	None	Article 49 Where the controlling shareholder and de facto controller transfer their shares in the Company, they shall comply with the restrictive provisions on share transfers in laws, administrative regulations, and the regulations of CSRC and the stock exchange, as well as their commitments regarding restrictions on share transfers.

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
54	<p><b>Article 53</b> The general meeting is the organ of authority of the Company and shall exercise its functions and powers in accordance with law.</p> <p><b>Article 54</b> The general meeting shall exercise the following functions and powers:</p> <p>(1) to decide on the operating policies and investment plans of the Company;</p> <p>(2) to elect and replace directors and to decide on matters relating to the remuneration of directors;</p> <p>(3) to elect and replace supervisors who are not staff representatives and to decide on matters relating to the remuneration of supervisors;</p> <p>(4) to consider and approve the reports of the board of directors;</p> <p>(5) to consider and approve the reports of the supervisory committee;</p> <p>(6) to consider and approve the Company's annual financial budgets and final accounts;</p> <p>(7) to consider and approve the Company's profit distribution plan and loss recovery plan;</p> <p>(8) to resolve on any increase or reduction of registered capital of the Company;</p> <p>(9) to decide on matters such as merger, division, dissolution, liquidation or changing the form of the Company;</p>	<p><b>Article 50</b> The general meeting is composed of all shareholders, and is the organ of authority of the Company that exercises the following functions and powers in accordance with law:</p> <p>(1) to elect non-employee representative directors, replace directors, and to decide on matters relating to the remuneration of directors;</p> <p>(2) to consider and approve the reports of the board of directors;</p> <p>(3) to consider and approve the Company's profit distribution plan and loss recovery plan;</p> <p>(4) to resolve on any increase or reduction of registered capital of the Company;</p> <p>(5) to decide on matters such as merger, division, dissolution, liquidation or changing the form of the Company;</p> <p>(6) to decide on the issuance of corporate bonds;</p> <p>(7) to decide on the appointment, removal or non-reappointment of accounting firms that undertake audit engagements for the Company and their remunerations;</p> <p>(8) to amend the Articles of Association;</p> <p>(9) to resolve on purchase or sale of material assets by the Company within one year, the amount of which exceeds 30% of its latest audited total assets;</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
	<p>(10) to decide on the issuance of bonds <b>by the Company</b>;</p> <p>(11) to decide on the appointment, removal or non-reappointment of accounting firms for the Company and their remunerations;</p> <p>(12) to amend the Articles of Association;</p> <p>(13) to resolve on purchase or sale of material assets by the Company within one year, the amount of which exceeds 30% of its latest audited <b>total</b> assets;</p> <p>(14) to resolve on the Company's provision of a guarantee to third parties which is subject to the approval of shareholders at a general meeting as required under laws, administrative regulations and the Articles of Association;</p> <p>(15) to consider and approve any change in the use of proceeds from fund raising;</p> <p>(16) to consider share incentive plans and employee stock ownership plans;</p> <p>(17) to decide on other matters which are, according to the laws, administrative regulations, departmental rules and the Articles of Association, subject to the resolution of general meeting.</p>	<p>(10) to resolve on the Company's provision of a guarantee to third parties which is subject to the approval of shareholders at a general meeting as required under laws, administrative regulations and the Articles of Association;</p> <p>(11) to consider and approve any change in the use of proceeds from fund raising;</p> <p>(12) to consider share incentive plans and employee stock ownership plans;</p> <p>(13) to decide on other matters which are, according to the laws, administrative regulations, departmental rules, <b>securities regulatory provisions of the place where the shares of the Company are listed</b> and the Articles of Association, subject to the resolution of general meeting.</p> <p><b>The general meeting may authorise the board of directors to make resolutions on the issuance of corporate bonds.</b></p>

**APPENDIX I**

**DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
55	<p><b>Article 55</b> Any guarantee provided to third parties by the Company is subject to the consideration and approval by the board of directors. The following guarantees provided to third parties by the Company, after being considered by the board of directors, are subject to the consideration and approval of general meeting:</p> <p>(1) any guarantee provided after the total amount of guarantee to third parties provided by the Company and its controlled subsidiaries has exceeded 50% of the Company's latest audited net assets;</p> <p>(2) any guarantee, when aggregated on a cumulative basis for 12 consecutive months, is in excess of 30% of the Company's latest audited total assets;</p> <p>(3) a guarantee to be provided in favour of a party with an asset to liability ratio exceeding 70%;</p> <p>(4) a single guarantee in excess of 10% of the Company's latest audited net assets;</p> <p>(5) any guarantee to be provided in favour of shareholders, de facto controllers and their respective related parties;</p> <p>(6) any guarantee provided after the total amount of guarantees to third parties provided by the Company and its controlled subsidiaries has exceeded 30% of the Company's latest audited total assets;</p> <p>(7) other guarantees subject to the consideration and approval of the general meeting as provided in the laws and regulations and the Articles of Association.</p> <p>Where any of the directors, <b>general manager and other</b> senior management of the Company has committed any violations of the laws, administrative regulations or their authorities of approval and examination procedures for the external guarantees prescribed in the Articles of Association, such person shall be liable for any losses suffered by the Company arising therefrom, and the Company may institute legal proceedings against him/her by law.</p>	<p><b>Article 51</b> Any guarantee provided to <b>the</b> third parties by the Company is subject to the consideration and approval by the board of directors. The following guarantees provided to <b>the</b> third parties by the Company, after being considered by the board of directors, are subject to the consideration and approval of general meeting:</p> <p>(1) any guarantee provided after the total amount of guarantee to third parties provided by the Company and its controlled subsidiaries has exceeded 50% of the Company's latest audited net assets;</p> <p>(2) any <b>external</b> guarantee, when aggregated on a cumulative basis for 12 consecutive months, is in excess of 30% of the Company's latest audited total assets;</p> <p>(3) a guarantee to be provided in favour of a party with an asset to liability ratio exceeding 70%;</p> <p>(4) a single guarantee in excess of 10% of the Company's latest audited net assets;</p> <p>(5) any guarantee to be provided in favour of shareholders, de facto controllers and their respective related parties;</p> <p>(6) any guarantee provided after the total amount of guarantees to third parties provided by the Company and its controlled subsidiaries has exceeded 30% of the Company's latest audited total assets;</p> <p>(7) other guarantees subject to the consideration and approval of the general meeting as provided in the laws and regulations, the <b>securities regulatory provisions of the place where the shares of the Company are listed</b> and the Articles of Association.</p> <p>Where any of the directors and senior management of the Company has committed any violations of the laws, administrative regulations or their authorities of approval and examination procedures for the external guarantees prescribed in the Articles of Association, such person shall be liable for any losses suffered by the Company arising therefrom, and the Company may institute legal proceedings against him/her by law.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
56	None	<p><b>Article 52</b> Any provision of financial assistance by the Company shall be subject to consideration and approval by the board of directors. The following financial assistance, upon consideration by the board of directors, shall further be submitted to the general meetings for approval:</p> <p>(1) the amount of a single financial assistance exceeds 10% of the Company's latest audited net assets;</p> <p>(2) the asset-liability ratio of the recipient of financial assistance exceeds 70% according to data from the latest financial statement;</p> <p>(3) the aggregated amount of financial assistance provided in the latest 12 months exceeds 10% of the Company's latest audited net assets;</p> <p>(4) other circumstances as required by the securities regulatory provisions of the place where the Shares of the Company are listed or the Articles of Association.</p> <p>Where the recipient of financial assistance is a controlled subsidiary within the Company's consolidated financial statements, and the other shareholders of such controlled subsidiary do not include the Company's controlling shareholder, de facto controller and their related parties, the provisions under the preceding paragraphs shall not apply.</p> <p>If any director and senior management violate provisions on the approval authority or consideration procedure in respect of the provision of financial assistance as specified in laws, administrative regulations or the Articles of Association, thereby causing the Company to sustain a loss, he or she shall be liable for damages and the Company may institute a legal action against him or her in accordance with the law.</p>

**APPENDIX I**

**DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
57	<p><b>Article 56</b> Matters that shall be determined at general meetings in accordance with the laws, administrative regulations and the Articles of Association must be considered at relevant general meeting(s) for the purpose of safeguarding the right of shareholders to decide on such matters. Where necessary and reasonable, a general meeting may authorise the board of directors to determine, within the scope of authorisation as to be granted by such general meeting, specific issues relating to matters which shall be resolved but can't be decided upon immediately at such meeting.</p> <p>Where the authority granted by the general meeting to the board of directors is related to a matter subject to an ordinary resolution, it shall be passed by votes representing <b>more than one-half (excluding one-half)</b> of the voting rights of the shareholders (including proxies) present at the general meeting; where it is related to a special resolution, it shall be passed by votes representing two-thirds or more of the voting rights of the shareholders (including proxies) present at the general meeting. The substance of the authorisation shall be clear and specific.</p>	<p><b>Article 53</b> Matters that shall be determined at general meetings in accordance with the laws, administrative regulations, <b>securities regulatory provisions of the place where the shares of the Company are listed</b>, and the Articles of Association must be considered at relevant general meeting(s) for the purpose of safeguarding the right of shareholders to decide on such matters. Where necessary and reasonable, a general meeting may authorise the board of directors to determine, within the scope of authorisation as to be granted by such general meeting, specific issues relating to matters which shall be resolved but can't be decided upon immediately at such meeting. <b>A general meeting should authorise within the scope of laws, administrative regulations and securities regulatory provisions of the place where the shares of the Company are listed.</b></p> <p>Where the authority granted by the general meeting to the board of directors is related to a matter subject to an ordinary resolution, it shall be passed by votes representing <b>a majority</b> of the voting rights of the shareholders (including proxies) present at the general meeting; where it is related to a special resolution, it shall be passed by votes representing two-thirds or more of the voting rights of the shareholders (including proxies) present at the general meeting. The substance of the authorisation shall be clear and specific.</p>
58	<p><b>Article 57</b> Unless otherwise under special emergency circumstances, the Company shall not, without the approval of general meeting in the form of a special resolution, enter into any contract with any person other than a director, <b>supervisor, general manager or other</b> senior management of the Company whereby such person is put in charge of the management of a whole or any substantial part of the Company's business.</p>	<p><b>Article 54</b> Unless otherwise under special emergency circumstances, the Company shall not, without the approval of general meeting in the form of a special resolution, enter into any contract with any person other than a director or senior management of the Company whereby such person is put in charge of the management of a whole or any substantial part of the Company's business.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
59	<p><b>Article 58</b> A general meeting shall either be an annual general meeting or an extraordinary general meeting.</p> <p><b>Annual</b> general meetings <b>are</b> held once every year and within six (6) months from the end of the preceding financial year. A general meeting shall have a venue where it shall be held in the form of an onsite meeting. <b>Such meeting may also be held in the way of internet voting for the convenience of shareholders attending the general meetings.</b></p> <p>The Company shall maximize the percentage of presence of public shareholders at any general meeting by other various means, on condition that the general meeting shall be held legally and validly without detriment to the legal rights and interests of domestic and foreign shareholders. A shareholder who participated in a general meeting in the aforesaid manners shall be deemed to have been present at the meeting.</p> <p>The board of directors shall hold an extraordinary general meeting within two (2) months of the occurrence of any one of the following facts:</p> <ul style="list-style-type: none"> <li>(1) where the number of directors falls below <b>eight</b> (8);</li> <li>(2) where the unrecovered losses of the Company amount to one-third of the total amount of its <b>paid-up</b> share capital;</li> <li>(3) where shareholder(s) individually or jointly holding 10% or more of the Company's shares request(s) for the convening of an extraordinary general meeting;</li> </ul>	<p><b>Article 55</b> A general meeting shall either be an annual general meeting or an extraordinary general meeting.</p> <p><b>An annual</b> general meeting <b>is</b> held once every year and within six (6) months from the end of the preceding financial year. A general meeting shall have a venue where it shall be held in the form of an onsite meeting, and <b>shall adopt safe, economical, and convenient internet and other means to facilitate shareholders' attendance and voting in accordance with the provisions of laws, administrative regulations, or the regulations of CSRC or these Articles of Association.</b></p> <p>The Company shall maximize the percentage of presence of public shareholders at any general meeting by other various means, on condition that the general meeting shall be held legally and validly without detriment to the legal rights and interests of domestic and foreign shareholders. A shareholder who participated in a general meeting in the aforesaid manners shall be deemed to have been present at the meeting.</p> <p>The Company shall hold an extraordinary general meeting within two (2) months of the occurrence of any one of the following facts:</p> <ul style="list-style-type: none"> <li>(1) where the number of directors falls below <b>the number prescribed by the Companies Act or two-thirds of the number stipulated in these Articles of Association;</b></li> </ul>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
	<p>(4) whenever the board of directors deems necessary <b>or the supervisory committee</b> so requests;</p> <p>(5) other circumstances provided by laws, administrative regulations, departmental rules or the Articles of Association.</p> <p>The shareholdings referred to in subparagraph (3) above shall be calculated as at the date of written request of the shareholder(s).</p>	<p>(2) where the unrecovered losses of the Company amount to one-third of the total amount of its share capital;</p> <p>(3) where any shareholder(s) individually or jointly holding 10% or more of the Company's shares (<b>including preference shares with restored voting rights</b>) request(s) for the convening of such extraordinary general meeting;</p> <p>(4) whenever the board of directors deems necessary;</p> <p>(5) whenever the <b>audit committee</b> proposes to convene such a meeting;</p> <p>(6) other circumstances provided by laws, administrative regulations, departmental rules or the Articles of Association.</p> <p>The shareholdings referred to in subparagraph (3) above shall be calculated as at the date of written request of the shareholder(s).</p>
60	None	<p><b>Article 56</b> The Company shall, in connection with the holding of a general meeting, engage lawyers to issue legal opinions in respect of the following matters and make announcements accordingly:</p> <p>(1) whether the procedures for convening and holding the meeting comply with laws and administrative regulations as well as the Articles of Association;</p> <p>(2) the legality and validity of the qualifications of the attendees and the convener of the meeting;</p> <p>(3) the legality and validity of the voting procedures and results of the voting for the meeting;</p> <p>(4) legal opinions on other related matters as requested by the Company.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
61	<p><b>Article 59</b> The board of directors shall convene a general meeting on time within the time limit as stipulated in the Articles of Association.</p> <p><b>The independent directors of a sufficient number, the supervisory committee or shareholders who separately or jointly hold shares of the Company in excess of 10% shall have the right to propose to the board of directors and request for holding an extraordinary general meeting.</b> The independent directors, the <b>supervisory committee</b> or shareholders individually or jointly holding 10% or more of shares of the Company may request the convening of an extraordinary general meeting, subject to the following procedures:</p> <p>(1) sign one or more counterpart requisition(s) in the same form and substance, stating the subject of the meeting and requiring the board of directors to convene a meeting. The board of directors shall give a reply in writing, as to whether or not it agrees to hold the meeting within ten (10) days after receiving the aforementioned requisition.</p> <p>The aforesaid proportion of shareholding shall be calculated according to such shareholders' shareholding at the date of the deposit of the requisition.</p> <p>(2) where the board of directors agrees to hold the meeting, it shall issue the notice of the meeting within five (5) days after the resolution has been made by the board of directors. Prior approval from the original proposer(s) is required for any change to the original proposal.</p>	<p><b>Article 57</b> The board of directors shall convene a general meeting on time within the time limit as stipulated in the Articles of Association.</p> <p><b>With the consent of a majority of all independent directors, independent directors shall have the right to propose the board of directors to hold extraordinary general meetings. The audit committee or shareholders who individually or jointly hold shares of the Company 10% or more (including preference shares with restored voting rights) shall have the right to propose to the board of directors for holding an extraordinary general meeting. The independent directors, the audit committee or shareholders individually or jointly holding 10% or more of shares of the Company (including preference shares with restored voting rights) may request the convening of an extraordinary general meeting, subject to the following procedures:</b></p> <p>(1) sign one or more counterpart requisition(s) in the same form and substance, stating the subject of the meeting and requiring the board of directors to convene a meeting. The board of directors shall give a reply in writing, as to whether or not it agrees to hold the meeting within ten (10) days after receiving the aforementioned requisition.</p> <p>The aforesaid proportion of shareholding shall be calculated according to such shareholders' shareholding at the date of the deposit of the requisition.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
	<p>(3) In the event that the board of directors does not give its consent to hold the meeting as requested by independent directors, it shall explain the relevant reasons and publish an announcement.</p> <p>(4) where the board of directors does not give its consent to hold a meeting as requested by the <b>supervisory committee</b>, or fails to give any reply within ten (10) days after the receipt of the said requisition, the board of directors shall be deemed to be unable to perform or failing to perform its function of convening a meeting. The <b>supervisory committee</b> itself may convene and preside over the meeting. The convening procedures should be as similar as possible as that in which meetings are to be convened by the board of directors.</p> <p>(5) where the board of directors refuses to hold the meeting as requested by shareholders, or does not give any reply within ten (10) days after receipt of the requisition, the shareholders shall propose to the <b>supervisory committee</b> in writing to hold the meeting.</p> <p>Where the <b>supervisory committee</b> agrees to hold the meeting, it should issue the notice of the meeting within five (5) days after receipt of the requisition. Prior approval from the original proposer(s) is required for any change to the original proposal.</p>	<p>(2) where the board of directors agrees to hold the meeting, it shall issue the notice of the meeting within five (5) days after the resolution has been made by the board of directors. Prior approval from the original proposer(s) is required for any change to the original proposal.</p> <p>(3) In the event that the board of directors does not give its consent to hold the meeting as requested by independent directors, it shall explain the relevant reasons and publish an announcement.</p> <p>(4) where the board of directors does not give its consent to hold a meeting as requested by the <b>audit committee</b>, or fails to give any reply within ten (10) days after the receipt of the said requisition, the board of directors shall be deemed to be unable to perform or failing to perform its function of convening a meeting. The <b>audit committee</b> itself may convene and preside over the meeting. The convening procedures should be as similar as possible as that in which meetings are to be convened by the board of directors.</p> <p>(5) where the board of directors refuses to hold the meeting as requested by shareholders, or does not give any reply within ten (10) days after receipt of the requisition, the shareholders shall propose to the <b>audit committee</b> in writing to hold the meeting.</p> <p>Where the <b>audit committee</b> agrees to hold the meeting, it should issue the notice of the meeting within five (5) days after receipt of the requisition. Prior approval from the original proposer(s) is required for any change to the original proposal.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
	<p>Where the <b>supervisory committee</b> fails to issue notice of the meeting within the prescribed period, the <b>supervisory committee</b> shall be deemed not to convene and preside over the meeting, and the shareholders individually or jointly holding not less than 10% shares of the Company for a period of ninety (90) consecutive days or more are entitled to convene and preside over the meeting on their own (<b>the shareholding of the convening shareholders shall not fall below 10% prior to the announcement of the resolution(s) passed at the meeting</b>). The convening procedures should be as similar as possible as that in which meetings are to be convened by the board of directors.</p> <p>Where the <b>supervisory committee</b> or shareholders decide to convene and hold the meeting on their own in accordance with the preceding paragraphs, they should inform the board of directors in writing and file for record with the competent authorities in accordance with applicable regulations. The board of directors and the Secretary to the Board shall be cooperative for purpose of the meeting and the board of directors shall provide the register of shareholders. All reasonable expenses incurred for the meeting shall be borne by the Company.</p>	<p>Where the <b>audit committee</b> fails to issue notice of the meeting within the prescribed period, the <b>audit committee</b> shall be deemed not to convene and preside over the meeting, and the shareholders individually or jointly holding not less than 10% shares of the Company (<b>including preference shares with restored voting rights</b>) for a period of ninety (90) consecutive days or more are entitled to convene and preside over the meeting on their own. The convening procedures should be as similar as possible as that in which meetings are to be convened by the board of directors.</p> <p>Where the <b>audit committee</b> or shareholders decide to convene and hold the meeting on their own in accordance with the preceding paragraphs, they should inform the board of directors in writing and file for record with the competent authorities in accordance with applicable regulations; <b>and shall submit relevant supporting documents to the stock exchange when issuing the notice of general meeting and the announcement of the resolutions of the general meeting. Prior to the announcement of the resolutions of the general meeting, the percentage of shares held by the convening shareholders (including preferred shares with voting rights restored, etc.) shall not be less than 10%</b>. The board of directors and the Secretary to the Board shall be cooperative for purpose of the meeting and the board of directors shall provide the register of shareholders <b>as at the record date</b>. All reasonable expenses incurred for the meeting shall be borne by the Company.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
62	<p><b>Article 61</b> Proposals put forward at a general meeting shall be the specific resolutions relating to matters which should be discussed at a general meeting. Proposals put forward at a general meeting shall satisfy the following requirements:</p> <p>(1) free of conflicts with the provisions of laws, administrative regulations and the Articles of Association, and within the business scope of the Company and the terms of reference of general meetings;</p> <p>(2) with definite topics to discuss and specific matters to resolve;</p> <p>(3) be submitted or served to the convener in writing.</p>	<p><b>Article 58</b> Proposals put forward at a general meeting shall be the specific resolutions relating to matters which should be discussed at a general meeting. Proposals put forward at a general meeting shall satisfy the following requirements:</p> <p>(1) free of conflicts with the provisions of laws, administrative regulations and the Articles of Association, and within the business scope of the Company and the terms of reference of general meetings;</p> <p>(2) with definite topics to discuss and specific matters to resolve;</p> <p>(3) be submitted or served to the convener in writing.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
63	<p><b>Article 62</b> When the Company holds a general meeting, the board of directors, the <b>supervisory committee</b> and the shareholders either individually or jointly holding <b>3%</b> or more of the Company's shares may propose proposals to the Company.</p> <p>Shareholders either individually or jointly holding <b>3%</b> or more of the Company's shares may submit extempore proposals to the convener in writing ten (10) days prior to the date of the meeting. The convener shall issue a supplementary notice of the general meeting and announce the contents of such extempore proposals within two (2) days upon receipt of the proposals. If the <b>listing rules</b> of the place where the Company's shares are listed otherwise <b>stipulates</b>, such other requirements shall be also complied with.</p> <p>Except for the circumstance provided by the preceding paragraph, the convener shall not amend the proposals set out in the notice of the general meeting or add any new proposal subsequent to the issue of the notice of the general meeting.</p> <p><b>Article 60</b> <b>Matters to be discussed and decided at general meetings shall be determined in compliance with requirements of the Company Law and the Articles of Association. General meetings are entitled to make decisions on any matters as stipulated in the Articles of Association.</b></p> <p>Proposals on matters which are not stated in the notice of general meetings or are in contravention with the Articles of Association shall not be voted on and decided at general meetings.</p>	<p><b>Article 59</b> When the Company holds a general meeting, the board of directors, the <b>audit committee</b> and the shareholders either individually or jointly holding <b>1%</b> or more of the Company's shares (<b>including preference shares with restored voting rights</b>) may propose proposals to the Company.</p> <p>Shareholders either individually or jointly holding <b>1%</b> or more of the Company's shares (<b>including preference shares with restored voting rights</b>) may submit extempore proposals to the convener in writing ten (10) days prior to the date of the general meeting. The convener shall issue a supplementary notice of the general meeting and announce the contents of such extempore proposals within two (2) days upon receipt of the proposals, <b>and shall submit such extempore proposals to the general meeting for consideration. However, extempore proposals that violate the provisions of laws, administrative regulations or the Articles of Association, or that are not within the scope of the functions and powers of the general meeting shall be excluded.</b> If the <b>securities regulatory provisions</b> of the place where the Shares of the Company are listed otherwise <b>stipulates</b>, such other requirements shall be also complied with.</p> <p>Except for the circumstance provided by the preceding paragraph, the convener shall not amend the proposals set out in the notice of the general meeting or add any new proposal subsequent to the issue of the notice of the general meeting.</p> <p>Proposals on matters which are not stated in the notice of general meetings or are in contravention with the Articles of Association shall not be voted on and decided at general meetings.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
64	<p><b>Article 63</b> When the Company holds an annual general meeting, the written notice shall be dispatched twenty (20) <b>working days</b> before the date of the meeting. When the Company holds an extraordinary general meeting, the written notice shall be dispatched <b>ten (10) working days or</b> fifteen (15) days (<b>whichever is longer</b>) before the date of the meeting. Such notice shall notify all of the shareholders whose names appear in the register of shareholders of the matters to be considered at and the date and place of the meeting. Where laws, regulations, securities <b>regulatory authorities and stock exchanges</b> in the place where the shares of the Company are listed stipulate on the abovementioned matter otherwise, such provisions shall prevail.</p>	<p><b>Article 60</b> When the Company holds an annual general meeting, the written notice shall be dispatched twenty (20) days before the date of the meeting. When the Company holds an extraordinary general meeting, the written notice shall be dispatched fifteen (15) days before the date of the meeting. Such notice shall notify all of the shareholders whose names appear in the register of shareholders of the matters to be considered at and the date and place of the meeting. Where laws, regulations, securities regulatory <b>provisions</b> of the place where the shares of the Company are listed stipulate on the abovementioned matter otherwise, their provisions <b>shall also be complied with</b>.</p> <p><b>After the notice of the general meeting has been dispatched, without due cause, the general meeting shall not be postponed or cancelled, and the proposals specified in the notice of the general meeting shall not be cancelled. In the event of postponement or cancellation, the convener shall announce and state the reasons at least two (2) working days before the original scheduled date of the meeting.</b></p> <p><b>The board of directors and other conveners of the Company shall adopt necessary measures to ensure the normal order of the general meeting. For acts that interfere with the general meeting, create disturbances and infringe upon the legitimate rights and interests of shareholders, measures will be taken to stop such acts and report to relevant authorities for investigation and disposition in a timely manner.</b></p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
65	<p><b>Article 64</b> The notice of a general meeting shall contain the following contents:</p> <p>(1) time, <b>place</b> and duration of the meeting;</p> <p>(2) matters and proposals to be considered at the meeting;</p> <p>(3) a conspicuous statement that all ordinary shareholders (including preference shareholders with restored voting rights) are entitled to attend at the general meeting, and a shareholder may appoint a proxy in writing to attend the meeting and vote on his/her behalf and such proxy is not necessarily a shareholder of the Company;</p> <p>(4) record date for shareholders who are entitled to attend the general meeting;</p> <p>(5) name and telephone number of the standing contact person for meeting affairs;</p> <p>(6) voting time and the voting procedures for online or other forms of meeting.</p>	<p><b>Article 61</b> The notice of a general meeting shall contain the following contents:</p> <p>(1) time, <b>venue</b> and duration of the meeting;</p> <p>(2) matters and proposals to be considered at the meeting;</p> <p>(3) a conspicuous statement that all ordinary shareholders (including preference shareholders with restored voting rights), <b>shareholders holding shares with special voting rights and other shareholders</b> are entitled to attend at the general meeting, and a shareholder may appoint a proxy in writing to attend the meeting and vote on his/her behalf and such proxy is not necessarily a shareholder of the Company;</p> <p>(4) record date for shareholders who are entitled to attend the general meeting;</p> <p>(5) name and telephone number of the standing contact person for meeting affairs;</p> <p>(6) voting time and the voting procedures for online or other forms of meeting.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
66	<p><b>Article 65</b> For matter of discussion which involve the election of directors <b>and supervisors</b>, the notice of the general meeting shall fully disclose the detailed information of the candidates for such directors <b>and supervisors</b>, which should at least include the following:</p> <p>(1) education background, work experience and any part-time job;</p> <p>(2) whether there is any associated relationship between the Company or the controlling shareholders and de facto controller of the Company;</p> <p>(3) <b>disclosure of</b> their shareholdings in the Company;</p> <p>(4) whether or not they have been penalized by CSRC or other related securities regulatory departments and the stock exchange.</p> <p>Unless a director <b>or supervisor</b> is elected via the accumulative voting system, each candidate of director <b>or supervisor</b> shall be individually proposed.</p>	<p><b>Article 62</b> For matter of discussion which involve the election of directors, the notice of the general meeting shall fully disclose the detailed information of the candidates for such directors, which should at least include the following:</p> <p>(1) education background, work experience and any part-time job;</p> <p>(2) whether there is any associated relationship between the Company or the controlling shareholders and de facto controller of the Company;</p> <p>(3) their shareholdings in the Company;</p> <p>(4) whether or not they have been penalized by CSRC or other related securities regulatory departments and the stock exchange.</p> <p>Unless a director is elected via the accumulative voting system, each candidate of director shall be individually proposed.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
67	<p><b>Article 66</b> Notices of a general meeting issued to the holders of overseas-listed foreign-invested shares shall be sent in any of the following ways:</p> <p>(1) to publish on the website of the Company or on the website designated by the stock exchange where the Company's shares are listed in compliance with the applicable laws, administrative regulations and the <b>relevant listing rules</b>;</p> <p>(2) to send in accordance with other requirements of <b>the stock exchange and the listing rules</b>.</p> <p>For holders of domestic shares, the notice of a general meeting shall be given by way of a public announcement or by any other means as provided for in the Articles of Association.</p> <p>If a notice of a general meeting is given in the form of an announcement, once the announcement is published, all relevant persons shall be deemed to have received the notice relating to the general meeting.</p>	<p><b>Article 63</b> Notices of a general meeting issued to the holders of overseas-listed foreign- invested shares shall be sent in any of the following ways:</p> <p>(1) to publish on the website of the Company or on the website designated by the stock exchange where the shares of the Company are listed in compliance with the applicable laws, administrative regulations and <b>securities regulatory provisions of the place where the shares of the Company are listed</b>;</p> <p>(2) to send in accordance with other requirements of <b>securities regulatory provisions of the place where the shares of the Company are listed</b>.</p> <p>For holders of domestic shares, the notice of a general meeting shall be given by way of a public announcement or by any other means as provided for in the Articles of Association.</p> <p>If a notice of a general meeting is given in the form of an announcement, once the announcement is published, all relevant persons shall be deemed to have received the notice relating to the general meeting.</p>

No.	Before amendments	After amendments
68	<p><b>Article 67</b> Any shareholder who is entitled to attend and vote at a general meeting shall be entitled to attend the general meeting in person or appoint one or more persons (whether a shareholder or not) as his/her proxy to attend and vote on his/her behalf, and a proxy so appointed shall be entitled to exercise the following rights pursuant to the authorisation from that shareholder:</p> <p>(1) the right of the shareholder to speak at the general meeting;</p> <p>(2) the voting right shall be exercised in accordance with the applicable laws, administrative regulations, <b>relevant listing rules</b> and the Articles of Association.</p> <p>Where that shareholder is a recognised clearing house within the meaning of <b>any applicable rules governing the listing of securities or any other applicable securities laws and regulations</b>, such person or persons <b>authorised</b> by the shareholder <b>as it thinks fit</b> or <b>the corporate representative may act as its representative at</b> any general meeting or any creditors meeting; but if one person or more is so authorised, the power of attorney must specify the number and class of shares in respect of which each such person is so authorised. <b>A person so authorised shall be entitled to exercise the rights on behalf of the recognized clearing house (or its agent) as if such shareholder were an individual shareholder of the Company.</b></p>	<p><b>Article 64</b> All holders of ordinary shares registered on the share register on the record date (including holders of preference shares with restored voting rights), holders of shares with special voting rights and other shareholders or their proxies shall be entitled to attend general meetings and exercise their voting rights in accordance with relevant laws, regulations and these Articles of Association. Any shareholder who is entitled to attend and vote at a general meeting shall be entitled to attend the general meeting in person or appoint one or more persons (whether a shareholder or not) as his/her proxy to attend and vote on his/her behalf, and a proxy so appointed shall be entitled to exercise the following rights pursuant to the authorisation from that shareholder:</p> <p>(1) the right of the shareholder to speak at the general meeting;</p> <p>(2) the voting right shall be exercised in accordance with the applicable laws, administrative regulations, <b>securities regulatory provisions of the place where the shares of the Company are listed</b>, and the Articles of Association.</p> <p>Where that shareholder is a recognised clearing house within the meaning of <b>securities regulatory provisions of the place where the shares of the Company are listed</b>, such person or persons <b>appointed</b> by the shareholder or <b>its corporate representative may attend</b> any general meeting or any creditors meeting, <b>and shall enjoy the same legal rights as other shareholders, including speaking and voting at the meeting</b>; but if one person or more is so authorised, the power of attorney must specify the number and class of shares in respect of which each such person is so authorised.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
69	<p><b>Article 69</b> Without violation of relevant laws and regulations and the regulatory <b>rules</b> of the place where the shares of the Company are listed, the proxy form appointing a voting proxy shall be deposited at the domicile of the Company or at such other place as specified in the notice of convening the meeting within the time specified by the Company. If the <b>instrument</b> is signed by another person authorized by the principal, the power of attorney or other document authorizing the signature shall be notarized. The notarized power of attorney or other authorizing document shall be deposited together with the <b>instrument</b> appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of convening the meeting.</p> <p><b>If the principal is a legal person, its legal representative or such person as is authorized by resolution of its board of directors or other governing body may attend any meeting of shareholders of the Company as a representative of the principal (If such legal person shareholder has appointed a representative to attend any meeting, it shall be treated as being present at the meeting in person).</b></p>	<p><b>Article 66</b> Without violation of relevant laws and regulations and the <b>securities regulatory provisions</b> of the place where the shares of the Company are listed, the proxy form appointing a voting proxy shall be deposited within the time specified by the Company or <b>delivered in the manner prescribed by the securities regulatory provisions of the place where the shares of the Company are listed</b>, at the domicile of the Company or at such other place as specified in the notice of convening the meeting. If the <b>proxy form</b> is signed by another person authorized by the principal, the power of attorney or other document authorizing the signature shall be notarized. The notarized power of attorney or other authorizing document shall be deposited together with the <b>proxy form</b> appointing the voting proxy or <b>delivered in the manner prescribed by the securities regulatory provisions of the place where the shares of the Company are listed</b>, at the domicile of the Company or at such other place as specified in the notice of convening the meeting.</p>
70	<p><b>Article 70</b> A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or loss of capacity of the principal, or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given, provided that no notice in writing of such death, incapability, revocation or transfer as aforesaid shall have been received by the Company at its residence before the commencement of the relevant meeting.</p>	Deleted

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
71	<p><b>Article 72</b> For connected transactions to be considered at a general meeting, connected shareholders shall abstain from voting on such connected transactions, and the number of shares carrying voting rights they represent shall not be counted into the valid voting results. And the announcement of resolutions passed at the general meeting shall fully disclose the voting of non-connected shareholders on the transactions. <b>In special circumstances impossible for the connected shareholders to abstain from voting, the Company shall, upon approval from competent authorities, proceed with the normal voting proceedings, and state its detail in the announcement of the resolutions passed at the general meeting.</b></p>	<p><b>Article 67</b> For connected transactions to be considered at a general meeting, connected shareholders shall abstain from voting on such connected transactions, and the number of shares carrying voting rights they represent shall not be counted into the valid voting results. And the announcement of resolutions passed at the general meeting shall fully disclose the voting of non-connected shareholders on the transactions.</p>
72	<p><b>Article 73</b> A shareholder (<b>including proxy</b>) when voting at a general meeting may exercise voting rights in accordance with the number of voting shares represented by him/her. Each share shall have one vote, except for the adoption of the accumulative voting system for election of directors <b>and supervisors</b> as stipulated in the Articles of Association.</p> <p>The shares held by the Company carry no voting rights and shall not be counted into the total number of shares with voting rights held by shareholders attending the meeting.</p> <p>Where material issues affecting the interests of <b>small and medium</b> investors are being considered in the general meeting, the votes by <b>small and medium</b> investors shall be counted separately. The separate counting results shall be publicly disclosed in a timely manner.</p>	<p><b>Article 68</b> A shareholder when voting at a general meeting may exercise voting rights in accordance with the number of voting shares represented by him/her. Each share shall have one vote, except for the adoption of the accumulative voting system for election of directors as stipulated in the Articles of Association.</p> <p>Where material issues affecting the interests of <b>minority</b> investors are being considered in the general meeting, the votes by <b>minority</b> investors shall be counted separately. The separate counting results shall be publicly disclosed in a timely manner.</p> <p>The shares held by the Company carry no voting rights and shall not be counted into the total number of shares with voting rights held by shareholders attending the meeting.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
	<p><b>Article 71</b> The board of directors, independent directors and <b>certain qualifying shareholders (as determined under the criteria made by relevant regulatory authorities from time to time)</b> of the Company or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC may publicly solicit votes of <b>the Company's shareholders at general meetings</b>, provided that sufficient disclosure of information such as the specific voting preference shall be made to the shareholders from whom voting rights are being solicited. No consideration or other form of de facto consideration shall be involved in the solicitation of voting rights from shareholders. Save for the statutory requirements, the Company shall not impose any limitation related to minimum shareholdings on the solicitation of voting rights. Public solicitation of votes shall be made in accordance with regulations of <b>relevant regulatory authorities and the stock exchange on which the shares of the Company are listed</b>.</p>	<p>The board of directors, independent directors and shareholders <b>holding 1% or more of the voting shares</b> of the Company or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC may publicly solicit votes of shareholders, provided that sufficient disclosure of information such as the specific voting preference shall be made to the shareholders from whom voting rights are being solicited. No consideration or other form of de facto consideration shall be involved in the solicitation of voting rights from shareholders. Save for the statutory requirements, the Company shall not impose any limitation related to minimum shareholdings on the solicitation of voting rights. Public solicitation of votes shall be made in accordance with <b>securities regulatory provisions of the place where the shares of the Company are listed</b>.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
73	<p><b>Article 74</b> Where any shareholder is, under the <b>applicable listing rules</b> as stipulated from time to time, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution at any general meeting, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted. Voting at general meeting will record the name of the voter, that is, by open ballot unless otherwise required by applicable <b>rules governing the listing of securities</b>.</p> <p>Before voting on a proposal in the general meeting, two shareholder representatives shall be elected to participate the general meeting shall decide whether in voting counting and <b>act as scrutineers</b>. When shareholders are related parties in a proposed matter, the related shareholders and proxies are not allowed to participate in vote counting and scrutinizing process.</p> <p>When a proposal is voted in a general meeting, the vote counting and scrutinizing process shall be jointly responsible and performed by a lawyer, a representative of shareholders and a <b>representative of supervisors</b> or other person so required by the <b>relevant rules at the places where the Company's shares are listed</b>, the voting result should be announced on-site and the voting result of a resolution shall be recorded in the minutes of meeting. A shareholder of the Company or his/her proxy who has voted through the internet or other voting methods shall be entitled to inspect his/her own voting result through the corresponding voting system.</p>	<p><b>Article 69</b> Where any shareholder is, under the <b>securities regulatory provisions of the place where the shares of the Company are listed</b> as stipulated from time to time, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution at any general meeting, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted. Voting at general meeting will record the name of the voter, that is, by open ballot unless otherwise required by applicable <b>securities regulatory provisions of the place where the shares of the Company are listed</b>.</p> <p>Before voting on a proposal in the general meeting, two shareholder representatives shall be elected to participate in vote counting and <b>scrutinizing</b>. When shareholders are related parties in a proposed matter, the related shareholders and proxies are not allowed to participate in vote counting and scrutinizing process.</p> <p>When a proposal is voted in a general meeting, the vote counting and scrutinizing process shall be jointly responsible and performed by a lawyer, a representative of shareholders or other person so required by the <b>securities regulatory provisions</b> of the place where the Shares of the Company are listed, the voting result should be announced on-site and the voting result of a resolution shall be recorded in the minutes of meeting. A shareholder of the Company or his/her proxy who has voted through the internet or other voting methods shall be entitled to inspect his/her own voting result through the corresponding voting system.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
74	<p><b>Article 75</b> Shareholders who attend the general meeting in person shall express one of the following indications about the proposal submitted for voting: for, against or abstain. China Securities Depository and Clearing Co., Ltd. is the nominee holder of shares transacted through the mutual connection mechanism between stock markets in Mainland China and Hong Kong, except for reporting on indications expressed by beneficial shareholders.</p> <p>Empty, erroneous or illegible ballot papers and uncast ballot papers are deemed as abstained from voting by the voters, and the voting result in respect of the number of shares held by such voters are counted as “abstention”.</p>	<p><b>Article 70</b> Shareholders who attend the general meeting in person shall express one of the following indications about the proposal submitted for voting: for, against or abstain. China Securities Depository and Clearing Co., Ltd. is the nominee holder of shares transacted through the mutual connection mechanism between stock markets in Mainland China and Hong Kong, except for reporting on indications expressed by beneficial shareholders.</p> <p>Empty, erroneous or illegible ballot papers and uncast ballot papers <b>from shareholders attending in person</b> are deemed as abstained from voting by the voters, and the voting result in respect of the number of shares held by such voters are counted as “abstention”.</p>
75	<p><b>Article 76</b> Resolutions of general meetings shall be either ordinary or special resolutions.</p> <p>To adopt an ordinary resolution, votes representing <b>more than one-half (excluding one-half)</b> of the voting rights represented by the shareholders <b>(including proxies)</b> present at the general meeting must be cast in favour of the resolution.</p> <p>To adopt a special resolution, votes representing two-thirds or more of the voting rights represented by the shareholders present at the general meeting must be cast in favour of the resolution.</p>	<p><b>Article 71</b> Resolutions of general meetings shall be either ordinary or special resolutions.</p> <p>To adopt an ordinary resolution, votes representing a <b>majority</b> of the voting rights represented by the shareholders present at the general meeting must be cast in favour of the resolution.</p> <p>To adopt a special resolution, votes representing two-thirds or more of the voting rights represented by the shareholders present at the general meeting must be cast in favour of the resolution.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
76	<p><b>Article 77</b> The following matters shall be resolved by ordinary resolution at a general meeting:</p> <p>(1) work reports of the board of directors <b>and the supervisory committee</b>;</p> <p>(2) profit distribution plans and loss recovery plans formulated by the board of directors;</p> <p>(3) <b>election or removal</b> of members of the board of directors <b>and members of the supervisory committee</b>, their remuneration and manners of payment thereof;</p> <p>(4) <b>the Company's annual financial budgets and final accounts report, balance sheets, income statements and other financial statements</b>;</p> <p>(5) <b>the Company's annual report</b>;</p> <p>(6) appointment, removal or non-reappointment of accounting firms and their remunerations;</p> <p>(7) matters other than those which are required by the laws and administrative regulations or by the Articles of Association to be adopted by special resolution.</p>	<p><b>Article 72</b> The following matters shall be resolved by ordinary resolution at a general meeting:</p> <p>(1) work reports of the board of directors;</p> <p>(2) profit distribution plans and loss recovery plans formulated by the board of directors;</p> <p>(3) <b>appointment or removal</b> of members of the board of directors, their remuneration and manners of payment thereof;</p> <p>(4) appointment, removal or non-reappointment of accounting firms and their remunerations;</p> <p>(5) matters other than those which are required by the laws and administrative regulations or by the Articles of Association to be adopted by special resolution.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
77	<p><b>Article 78</b> The following matters shall be resolved by special resolution at a general meeting:</p> <p>(1) increase or reduction of the share capital and issue of shares of any class, warrants or other similar securities;</p> <p><b>(2) issue of corporate bonds;</b></p> <p>(3) division, merger, dissolution and liquidation (including voluntary winding up) of the Company;</p> <p>(4) amendment to the Articles of Association;</p> <p>(5) purchase or disposal of material assets, or provision of guarantee within one year, the amount of which exceeds 30% of the latest audited total assets of the Company;</p> <p>(6) share incentive <b>schemes</b>;</p> <p>(7) any other matters required by the laws, administrative regulations, departmental rules and the Articles of Association and considered by the general meeting, by way of an ordinary resolution, to have a substantial impact on the Company and should be adopted by a special resolution.</p>	<p><b>Article 73</b> The following matters shall be resolved by special resolution at a general meeting:</p> <p>(1) increase or reduction of the share capital <b>and the registered capital</b> and issue of shares of any class, warrants or other similar securities;</p> <p>(2) division, <b>spin off</b>, merger, dissolution and liquidation (including voluntary winding up) of the Company;</p> <p>(3) amendment to the Articles of Association;</p> <p>(4) purchase or disposal of material assets, or provision of guarantee within one year, the amount of which exceeds 30% of the latest audited total assets of the Company;</p> <p><b>(5) share incentive plan;</b></p> <p>(6) any other matters required by the laws, administrative regulations, departmental rules and the Articles of Association and considered by the general meeting, by way of an ordinary resolution, to have a substantial impact on the Company and should be adopted by a special resolution.</p>

**APPENDIX I**

**DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
78	<p><b>Article 79</b> A general meeting shall be presided over and chaired by the Chairman of the Board. If the Chairman of the Board is unable or fails to perform his/her duties, the vice-chairman of the board of directors (in case of two or more vice-chairmen, the vice-chairman who is jointly elected by <b>one half or more</b> of the directors) shall preside over and chair the meeting. If the vice-chairman is unable or fails to perform his/her duties, the meeting shall be presided over and chaired by a director jointly elected by <b>one half or more</b> of the directors. <b>If none of the directors can be elected by one half or more of the directors to preside over and chair the meeting, the shareholders present at the meeting may elect one to act as the chairman; If for any reason, the shareholders shall fail to elect a chairman, then the shareholder (including a proxy) holding the largest number of shares carrying the right to vote thereat shall be the chairman of the meeting.</b></p> <p>A general meeting convened by the <b>supervisory committee</b> shall be presided over by the <b>chairman of the supervisory committee</b>, or the <b>supervisor</b> jointly elected by <b>one half or more</b> of the <b>supervisors</b> if the <b>chairman</b> is unable or fails to perform his/her duties.</p> <p>A general meeting convened by the shareholders shall be chaired by a representative elected by the conveners.</p> <p>During the course of a general meeting, if the chairman of the meeting is in breach of the rules of procedure and renders it impossible for the meeting to continue, with the consent of the shareholders present at the meeting and representing a majority of the total voting rights of all shareholders so present, the general meeting may elect one individual to be the chairman of the meeting and the meeting shall continue. The Company's Rules of Procedures for General Meeting specifies in details the procedure for holding and voting at the general meeting, including notification, registration, consideration of proposals, voting, counting of votes, announcement of voting results, formation of meeting resolutions, minutes of meeting and their signing, public announcements. <b>They shall be stipulated by the board of directors and approved by the general meeting.</b></p>	<p><b>Article 74</b> A general meeting shall be presided over and chaired by the Chairman of the Board. If the Chairman of the Board is unable or fails to perform his/her duties, the vice-chairman of the board of directors (in case of two or more vice-chairmen, the vice-chairman who is jointly elected by <b>a majority</b> of the directors) shall preside over and chair the meeting. If the vice-chairman is unable or fails to perform his/her duties, the meeting shall be presided over and chaired by a director jointly elected by <b>a majority</b> of the directors.</p> <p>A general meeting convened by the <b>audit committee</b> shall be presided over by the <b>convener of the audit committee</b>, or a member of the audit committee jointly elected by a majority of the <b>members of the audit committee</b> if the <b>convener of the audit committee</b> is unable or fails to perform his/her duties.</p> <p>A general meeting convened by the shareholders shall be chaired by <b>the conveners or</b> a representative elected by the conveners.</p> <p>During the course of a general meeting, if the chairman of the meeting is in breach of the rules of procedure and renders it impossible for the meeting to continue, with the consent of the shareholders present at the meeting and representing a majority of the total voting rights of all shareholders so present, the general meeting may elect one individual to be the chairman of the meeting and the meeting shall continue. The Company's Rules of Procedures for General Meeting specifies in details the procedure for <b>convening</b>, holding and voting at the general meeting, including notification, registration, consideration of proposals, voting, counting of votes, announcement of voting results, formation of meeting resolutions, minutes of meeting and their signing, public announcements, <b>as well as the principles of authorization by the general meeting to the board of directors, and the authorized content shall be clear and specific. The Rules of Procedures for General Meeting shall be an appendix to the Articles of Association, and</b> shall be stipulated by the board of directors and approved by the general meeting.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
79	<p><b>Article 80</b> The chairman of the meeting shall be responsible for, according to the voting result, determining whether the resolutions of a general meeting has been passed. His/her decision, which shall be final and conclusive, shall be announced at the meeting and recorded in the minutes of the meeting. The Company shall announce the resolutions of a general meeting in accordance with applicable laws and relevant requirements of the stock exchange on which the shares of the Company are listed.</p>	<p><b>Article 75</b> The on-site general meeting shall not end earlier than the online means or other means. The chairman of the meeting shall announce the voting and results of each of the proposals, and announce whether or not they are approved in accordance with the voting results. The Company shall announce the resolutions of a general meeting in accordance with applicable laws and securities regulatory provisions of the place where the shares of the Company are listed.</p>
80	<p><b>Article 81</b> If the chairman of the meeting has any doubt as to the result of a resolution put to vote at the meeting, he/she may have the votes counted. If the chairman of the meeting fails to have the votes counted, any shareholder who is present in person or by proxy and who objects to the result announced by the chairman of the meeting may demand that the votes be counted immediately after the declaration of the result, and the chairman of the meeting shall have the votes counted immediately.</p> <p>If votes are counted at a general meeting, the counting results shall be recorded into the minutes of the meeting.</p>	<p><b>Article 76</b> If the chairman of the meeting has any doubt as to the result of a resolution put to vote at the meeting, he/she may have the votes counted. If the chairman of the meeting fails to have the votes counted, any shareholder who is present in person or by proxy and who objects to the result announced by the chairman of the meeting may demand that the votes be counted immediately after the declaration of the result, and the chairman of the meeting shall have the votes counted immediately.</p> <p>If votes are counted at a general meeting, the counting results shall be recorded into the minutes of the meeting.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
81	<p><b>Article 82</b> Minutes of general meetings shall be kept and the Secretary to the Board shall be responsible therefor.</p> <p>The conveners of general meetings shall <b>keep the minutes of the meeting according to the applicable laws, administrative regulations and/or relevant listing rules, and ensure the truthfulness, accuracy and completeness of the minutes of the meeting.</b> The minutes of the meeting together with the signatures of shareholders present at the meeting, proxy forms, and the valid information for on-line and other forms of voting shall be kept at the legal address of the Company for at least ten (10) years.</p>	<p><b>Article 77</b> Minutes of general meetings shall be kept and the Secretary to the Board shall be responsible therefor.</p> <p><b>The minutes of the meeting shall include the following matters:</b></p> <p class="list-item-l1">(1) the date, venue and agenda of the meeting, and the name of the convener;</p> <p class="list-item-l1">(2) the name of the chairman of the meeting, and the names of directors and senior management present at the meeting;</p> <p class="list-item-l1">(3) the number of holders of the domestic-invested shares, holders of overseas-listed foreign-invested shares, holders of ordinary shares (including holders of preference shares with restored voting rights), holders of class shares and their respective proxies attending the meeting, the number of shares with voting rights held or represented by them and the percentage thereof in relation to the total number of shares in the Company;</p> <p class="list-item-l1">(4) the consideration carried out, major comments made, and voting results in respect of each proposal; and voting on each resolution by holders of the domestic-invested shares, holders of overseas-listed foreign-invested shares, holders of ordinary shares (including holders of preference shares with restored voting rights) and holders of class shares;</p> <p class="list-item-l1">(5) the inquiries or suggestions of the shareholders, and the corresponding answers or explanations;</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
		<p>(6) the names of lawyers, vote counting officers and scrutineer;</p> <p>(7) such other matters as required by the Articles of Association to be recorded in the minutes of the meeting.</p> <p>The conveners of general meetings shall ensure the truthfulness, accuracy and completeness of the minutes of the meeting. Directors attending or observing the meeting, the Secretary to the Board, the convener or their representative(s), and the chairman of the meeting shall sign the minutes of the meeting. The minutes of the meeting, together with the signatures of shareholders present at the meeting, proxy forms, and the valid information for on-line and other forms of voting shall be kept at the legal address of the Company for at least ten (10) years.</p>
82	None	<p><b>Article 78</b> In accordance with the Constitution of the CPC, the Regulations on the Work of Grassroots Organizations of State-owned Enterprises of the Communist Party of China (for Trial Implementation) and other relevant requirements, and upon approval by the higher-level Party organization(s), the Company has established the Committee of the Communist Party of Huadian Power International Corporation Limited. Concurrently, the Discipline Inspection Commission of the Communist Party has also been established according to the relevant requirements.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
83	None	<p><b>Article 79</b> The CPC Committee of the Company shall be elected by the Party member congress or the Party member representative congress, and its term of office shall generally be five years. Re-election shall be conducted as scheduled upon the expiration of the term of office. Each term of office for the Discipline Inspection Commission of the Communist Party shall be the same as that of the CPC Committee.</p>
84	<p><b>Article 145</b> The Company shall establish the CPC Committee consisting of a secretary and several other members. Eligible members of the CPC Committee may be elected as members of the directors, supervisors, general manager and other senior management through statutory procedures. Eligible members in the directors, supervisors, general manager and other senior management who are members of the CPC may be considered and appointed as members of the CPC Committee in accordance with relevant requirements and procedures. Meanwhile, the Company shall establish the Discipline Inspection Committee in accordance with relevant regulations.</p>	<p><b>Article 80</b> The CPC Committee of the Company shall consist of one secretary and several other members. Subject to the approval of the higher-level Party organization(s), the Chairman of the Board and the secretary to the CPC Committee may be held by the same individual. A full-time deputy secretary responsible for Party building may be appointed as needed. The full-time deputy secretary shall generally serve on the board of directors and shall not hold a position in the management.</p> <p>The Company adheres to and improves the leadership mechanism of “Dual Entry and Cross Appointment”, whereby eligible members of the CPC Committee may take seats in the board of directors or the management through statutory procedures, and eligible Party members within the board of directors or the management team may, in accordance with relevant regulations and procedures, also join the CPC Committee.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
85	None	<p><b>Article 81</b> The Company's CPC Committee shall play a leadership role by providing general direction, controlling the overall situation, and ensuring effective implementation, and fulfilling its responsibilities of making decisions on or providing guidance and direction for major matters, thereby providing strong political and organizational support for the Company's pursuit of becoming stronger, better, and larger.</p> <p><b>All corporate governance bodies of the Company shall consciously uphold the leadership role of the CPC Committee and, within their respective duties and authorities, study and decide on major matters in accordance with the relevant provisions of the Articles of Association and the corresponding rules of procedure.</b></p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
86	<p><b>Article 146</b> The CPC Committee of the Company shall perform its duties in accordance with the Constitution of the CPC and other internal requirements of the CPC.</p> <p>(1) to enhance the building of politics of the Party in the Company, adhere to and implement the fundamental system, basic system and important system of socialism with Chinese characteristics as well as educate and guide all Party members to maintain a high degree of consistency with the Party Central Committee with Comrade Xi Jinping as the core in the political stance, political direction, political principles and political path;</p> <p>(2) to thoroughly study and implement Xi Jinping's Socialism Ideology with Chinese Characteristics in the New Era, learn and propagate the Party's theory, thoroughly implement the Party's line, principles and policies as well as supervise and guarantee the implementation of major strategy deployments of the Party Central Committee as well as the resolutions of the Party organisation at a higher level in the Company;</p> <p>(3) to consider and discuss the significant operation and management matters of the Company and support <b>the general meeting</b>, the board of directors, <b>the Supervisory Committee</b> and the management to exercise their rights and perform their duties in accordance with the laws;</p>	<p><b>Article 82</b> The CPC Committee of the Company shall discuss and decide on major matters of the Company in accordance with the regulations. Its main responsibilities are:</p> <p>(1) to enhance the building of politics of the Party in the Company, adhere to and implement the fundamental system, basic system and important system of socialism with Chinese characteristics as well as educate and guide all Party members to maintain a high degree of consistency with the Party Central Committee with Comrade Xi Jinping as the core in the political stance, political direction, political principles and political path;</p> <p>(2) to thoroughly study and implement Xi Jinping's Socialism Ideology with Chinese Characteristics in the New Era, learn and propagate the Party's theory, thoroughly implement the Party's lines, principles and policies as well as supervise and guarantee the implementation of major strategy deployments of the Party Central Committee as well as the resolutions of the Party organisation at a higher level in the Company;</p> <p>(3) to consider and discuss the significant operation and management matters of the Company and support the board of directors and the management to exercise their rights and perform their duties in accordance with the laws;</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
	<p>(4) to strengthen the leadership and gatekeeping role in the process of selection and appointment of personnel of the Company, and the building of the leading team and talents team;</p> <p>(5) to undertake the main responsibility in improving Party conduct and upholding integrity of the Company, lead and support discipline inspection institutions to fulfil their supervisory and disciplining responsibilities as well as exercise strict administrative discipline and political rules and promote Party self-governance exercised fully and with rigor into the grassroots level;</p> <p>(6) to strengthen the building of grass-root Party organisations and the Party member service, unit and lead officials and employees to devote themselves into the reform and development of the Company;</p> <p>(7) to lead the Company's ideological and political work, the spirit and civilization progress, the United Front work and lead mass organisations such as the Labour Union, Communist Youth League and Women's Organisation of the Company.</p> <p><b>(8) other duties shall be performed in accordance with the Constitution of the CPC and other internal requirements of the CPC.</b></p>	<p>(4) to strengthen the leadership and gatekeeping role in the process of selection and appointment of personnel of the Company, and the building of the leading team, the cadre team and the talents team;</p> <p>(5) to undertake the main responsibility in improving Party conduct and upholding integrity of the Company, lead and support discipline inspection institutions to fulfil their supervisory and disciplining responsibilities as well as exercise strict administrative discipline and political rules and promote Party self-governance exercised fully and with rigor into the grassroots level;</p> <p>(6) to strengthen the building of grass-root Party organisations and the Party member service, unit and lead officials and employees to devote themselves into the reform and development of the Company;</p> <p>(7) to lead the Company's ideological and political work, the spirit and civilization progress, the United Front work and lead mass organisations such as the Labour Union, Communist Youth League and Women's Organisation of the Company;</p> <p><b>(8) to conduct inspection and establish inspection body as needed, and, in principle, carry out inspection and supervision over subordinate Party organizations in accordance with the Party's organisational hierarchy and the authority over cadre management;</b></p> <p><b>(9) to discuss and decide on other important matters within the scope of duties of the CPC Committee.</b></p>

**APPENDIX I**

**DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
87	None	<p><b>Article 83</b> The Company shall, in accordance with relevant regulations, formulate a list of significant operation and management matters. Significant operation and management matters must be studied and discussed by the CPC Committee in advance before being decided upon by the board of directors or other bodies in accordance with their authority and prescribed procedures.</p>
88	<p><b>Article 133</b> Directors, supervisors, general managers or any other senior management of the Company shall be natural persons. A person may not serve as a director, supervisor, general manager or any other senior management of the Company if they are natural persons and any of the following circumstances applies:</p> <p>(1) a person without capacity or with limited capacity for civil acts;</p> <p>(2) a person who was sentenced to criminal punishment for the crime of corruption, bribery, misappropriation of property or diversion of property or for disrupting the order of the socialist market economy, where not more than five years have elapsed since the expiration of the period of punishment; or a person who was deprived of his/her political rights for committing a crime, where not more than five years have elapsed since the expiration of the period of deprivation;</p> <p>(3) a person who served as a director, or factory director or manager, who bears personal liability for the bankruptcy liquidation of his/her company or enterprise, where not more than three years have elapsed since the date of completion of the bankruptcy liquidation;</p>	<p><b>Article 84</b> Directors of the Company shall be natural persons. A person may not serve as a director of the Company if he/she is a natural person and any of the following circumstances applies:</p> <p>(1) a person without capacity or with limited capacity for civil acts;</p> <p>(2) a person who was sentenced to criminal punishment for his/her corruption, bribery, misappropriation of property or diversion of property or for disrupting the order of the socialist market economy; or a person who was deprived of his/her political rights for committing a crime, where not more than five years have elapsed since the expiration of the period of deprivation, or where two years have not elapsed since the expiry of the probation period if a person was given a suspended sentence;</p> <p>(3) a person who served as a director, or factory director or manager, who bears personal liability for the bankruptcy liquidation of his/her company or enterprise, where not more than three years have elapsed since the date of completion of the bankruptcy liquidation;</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
	<p>(4) a person who served as the legal representative of a company or enterprise that had its business licence revoked for breaking the law, where such representative bears individual liability therefor and not more than three years have elapsed since the date of revocation of the business licence;</p> <p>(5) a person with comparatively large debts that have fallen due but have not been settled;</p> <p>(6) a person who has been banned from the securities market by the CSRC <b>by prohibiting him/her from serving as a director, supervisor and senior management of any listed company, where the term of enforcement has not expired;</b></p> <p>(7) a person who has been publicly identified by the stock exchange as being unsuitable to serve as a director, <b>supervisor or</b> senior management of a listed company, where the term of enforcement has not expired;</p> <p>(8) other circumstances prescribed by laws, administrative regulations, or departmental rules.</p> <p>In the event that a director, <b>supervisor or senior management</b> is elected, appointed or employed in violation of the provisions of this Article, such election, appointment or employment shall be null and void. In the event that any of the directors, <b>supervisors or senior management</b> are involved in any of the circumstances set out in this Article during their tenure of office, the Company shall terminate their duties in accordance with the relevant provisions.</p>	<p>(4) a person who served as the legal representative of a company or enterprise that had its business licence revoked <b>or that was ordered to close down</b> for breaking the law, where such representative bears individual liability therefor and not more than three years have elapsed since the date of revocation of the business licence <b>or the order to close down;</b></p> <p>(5) a person <b>being listed as a dishonest person subject to enforcement by the people's court</b> with comparatively large debts that have fallen due but have not been settled.</p> <p>(6) a person who has been banned from the securities market by the CSRC <b>where the term of enforcement has not expired;</b></p> <p>(7) a person who has been publicly identified by the stock exchange as being unsuitable to serve as a director, senior officer <b>or other positions</b> of a listed company, where the term of enforcement has not expired;</p> <p>(8) other circumstances as prescribed by laws, administrative regulations, departmental rules or the stock exchange.</p> <p>In the event that a director is elected, appointed or employed in violation of the provisions of this Article, such election, appointment or employment shall be null and void. In the event that any of the directors are involved in any of the circumstances set out in this Article during their tenure of office, the Company shall <b>remove them from their position</b> and terminate their duties in accordance with the relevant provisions.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
89	<p><b>Article 84</b> Directors shall be elected or changed at the general meeting, for a term of three (3) years, and may be removed from their office by the general meeting prior to the maturity of their term. Upon maturity of the term of office, a director shall be eligible for re-election and reappointment. An independent director shall not serve <b>more than</b> six (6) consecutive years.</p> <p>.....</p> <p>The <b>general managers and other</b> senior management may also serve as directors. The total number of directors also serving as <b>general managers, other</b> senior management or employees' representatives shall not <b>be a majority</b> of the total number of the directors of the Company.</p>	<p><b>Article 85 Non-employee representative</b> directors shall be elected or changed at the general meeting, for a term of three (3) years, and may be removed from their office by the general meeting prior to the maturity of their term. Upon maturity of the term of office, a director shall be eligible for re-election and reappointment. An independent director shall not serve <b>exceeding</b> six (6) consecutive years.</p> <p><b>Employee representative directors shall be democratically elected by the Company's employees through the employees' congress, employees' meeting, or other forms, which is not subject to consideration by the general meeting and their term of office shall be consistent with that of the non-employee representative directors of the same session of the board of directors.</b></p> <p>.....</p> <p>The senior management may also serve as directors. The total number of directors also serving as senior management or employees' representatives shall not <b>exceed on half</b> of the total number of the directors of the Company.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
90	<p><b>Article 139</b> Directors, supervisors, general manager and other senior management shall comply with the laws, administrative regulations and the Articles of Association and shall have the following obligations of loyalty to the Company:</p> <p>(1) not to make use of their powers to accept bribes or other unlawful income or not to appropriate the Company's properties;</p> <p>(2) not to misappropriate the Company's funds;</p> <p>(3) not to deposit the Company's assets or funds into accounts under their own names or the name of other individuals;</p> <p>(4) not to violate the provisions of these Articles of Association, not to lend funds of the Company to others or provide guarantee for others with properties of the Company without consent from the general meeting or board of directors;</p> <p>(5) not to enter into contracts or to deal with the Company in violation of the Articles or without prior approval of the general meeting;</p> <p>(6) not to make use of their positions to procure business opportunities for themselves or others that shall have otherwise been available to the Company, or operate for their own benefit or managing on behalf of others businesses similar to those of the Company without approval of the general meeting;</p> <p>(7) not to accept commission in any deal with the Company for their own benefits;</p>	<p><b>Article 86</b> Directors shall comply with the laws, administrative regulations and the Articles of Association and shall have obligations of loyalty to the Company. They shall take measures to avoid conflicts between their own interests and those of the Company, and shall not use their powers to seek improper benefits.</p> <p>Directors shall have the following duties of loyalty to the Company:</p> <p>(1) not to embezzle the Company's properties and misappropriate the Company's funds;</p> <p>(2) not to deposit the Company's funds into accounts under their own names or the name of other individuals;</p> <p>(3) not to make use of their powers to offer bribes or accept other unlawful income;</p> <p>(4) not to directly or indirectly enter into contracts or to deal with the Company without reporting to the board of directors or the general meeting and being approved by a resolution of the board of directors or the general meeting in accordance with the Articles of Association;</p> <p>(5) not to make use of their positions to procure business opportunities belonging to the Company for themselves or others, unless such opportunities have been reported to the board of directors or the general meeting and approved by a resolution of the general meeting, or unless the Company cannot make use of such commercial opportunities in accordance with laws, administrative regulations, or the provisions of the Articles of Association;</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
	<p>(8) not to disclose confidential information of the Company without authorisation;</p> <p>(9) not to take advantage of their connected relationship to prejudice the interests of the Company;</p> <p>(10) to perform other fiduciary duties specified in the laws, administrative regulations, departmental rules and the Articles.</p> <p>Income generated by directors, <b>supervisors, general manager and other senior management</b> in violation of this Article shall belong to the Company. A director, <b>supervisor, general manager and other senior management</b> who incurs any loss to the Company shall be liable to the Company for compensation.</p>	<p>(6) <b>not to engage in or operate for others any business that is of the same nature as the Company's business without reporting to the board of directors or the general meeting and being approved by a resolution of the general meeting;</b></p> <p>(7) not to accept commission <b>from others in connection with</b> any deal with the Company for their own benefits;</p> <p>(8) not to disclose confidential information of the Company without authorisation;</p> <p>(9) not to take advantage of their connected relationship to prejudice the interests of the Company;</p> <p>(10) to perform other fiduciary duties as specified in the laws, administrative regulations, departmental rules and the Articles of Association.</p> <p>Income generated by directors in violation of this Article shall belong to the Company. A director who incurs any loss to the Company shall be liable to the Company for compensation.</p> <p><b>The provisions of subparagraph (4) of paragraph 2 of this Article shall apply where directors and their close relatives, or enterprises directly or indirectly controlled by directors, and their close relatives, or any other related party having an association with the directors, enter into a contract or conduct a transaction with the Company.</b></p>

**APPENDIX I**

**DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
91	<p><b>Article 140</b> The directors and supervisors shall comply with the laws, administrative regulations and the Articles of Association of the Company and owes the <b>following</b> diligent duties to the Company:</p> <p>(1) shall exercise the rights conferred to him/her by the Company prudently, conscientiously and diligently in order to ensure that the commercial acts of the Company comply with the State's laws and administrative regulations and the requirements of various economic policies of the State. The scope of commercial activities shall not exceed the business scope stipulated in the business licence;</p> <p>(2) shall treat all the shareholders fairly;</p> <p>(3) shall familiarise with the operating and management conditions of the Company in a timely manner;</p> <p>(4) shall sign written confirmations on the regular reports of the Company in order to ensure that all information disclosed by the Company is true, accurate and complete;</p> <p>(5) shall inform the relevant status and provide the relevant information to the <b>supervisory committee</b> in accordance with the facts, and shall not hinder the <b>supervisory committee or supervisors</b> in exercising their powers;</p> <p>(6) other duties of diligence stipulated by the laws, administrative regulations, departmental rules and the Articles of Association.</p> <p><b>The provisions on the duties of diligence in the above subparagraphs (4), (5) and (7) shall also apply to the general manager and other senior management of the Company.</b></p>	<p><b>Article 87</b> The directors shall comply with the laws, administrative regulations and the Articles of Association and owe the diligent duties to the Company. <b>In performing duties, they shall exercise reasonable care normally expected of a manager to serve the best interests of the Company.</b></p> <p><b>The directors shall have the following duties of diligence to the Company:</b></p> <p>(1) shall exercise the rights conferred upon them by the Company prudently, conscientiously and diligently in order to ensure that the commercial acts of the Company comply with the State's laws and administrative regulations and the requirements of various economic policies of the State. The scope of commercial activities shall not exceed the business scope stipulated in the business licence;</p> <p>(2) shall treat all the shareholders fairly;</p> <p>(3) shall familiarise with the operating and management conditions of the Company in a timely manner;</p> <p>(4) shall sign written confirmations on the regular reports of the Company in order to ensure that all information disclosed by the Company is true, accurate and complete;</p> <p>(5) shall provide the relevant circumstances and information to the <b>audit committee</b> in accordance with the facts, and shall not hinder the <b>audit committee</b> in exercising its powers;</p> <p>(6) other duties of diligence as stipulated by the laws, administrative regulations, departmental rules and the Articles of Association.</p> <p><b>(7) Directors shall complete training on specific topics every year as stipulated.</b></p>

**APPENDIX I**

**DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
92	<p><b>Article 143</b> Any director, supervisor, general manager or other senior management of the Company who violates any laws, administrative regulations, departmental rules or the Articles of Association in performing his/her duties and causes losses to the Company shall be liable for any indemnity thereto. Any director, supervisor, general manager or other senior management of the Company who has unduly vacated his/her office without authorisation before his/her tenure expires, thereby causing loss to the Company, shall be liable to indemnify the Company for such loss.</p>	<p><b>Article 89</b> Where directors of the Company cause damage to others in the course of performing their duties for the Company, the Company shall bear liability for compensation; where such directors have acted with intent or gross negligence, they shall also bear liability for compensation. Any director of the Company who violates any laws, administrative regulations, departmental rules or the Articles of Association in performing his/her duties and causes losses to the Company shall be liable for any indemnity thereto. Any director of the Company who has unduly vacated his/her office without authorisation before his/her tenure expires, thereby causing loss to the Company, shall be liable to indemnify the Company for such loss.</p>
93	<p><b>Article 85</b> The list of candidates for the directors shall be submitted in form of a proposal to a general meeting for consideration.</p> <p>Candidates for directors (<b>other than independent directors</b>) may be nominated by the board of directors, <b>supervisory committee</b> or shareholders individually or jointly holding <b>not less than 3%</b> of the <b>Company voting</b> shares, and shall be elected by the general meetings of the Company.</p> <p><b>Candidates for independent directors of the Company may be nominated by the Company's board of directors, supervisory committee or shareholders individually or jointly holding not less than 1% of the Company voting shares, and shall be elected by the general meetings.</b> Investor protection institutions established in accordance with laws may publicly request shareholders to appoint them to exercise the rights to nominate independent directors on their behalf. The nominator(s) shall not nominate persons who are interested parties with him/her or other closely related members who have other circumstances that may affect their independent duty performance as candidates for independent directors.</p>	<p><b>Article 90</b> The list of candidates for the directors shall be submitted in form of a proposal to a general meeting for consideration.</p> <p>Candidates for directors may be nominated by the board of directors or shareholders individually or jointly holding <b>1% or more</b> of the <b>Company's</b> shares (<b>including preference shares with restored voting rights</b>), and shall be elected by the general meetings of the Company. Investor protection institutions established in accordance with laws may publicly request shareholders to appoint them to exercise the rights to nominate independent directors on their behalf. The nominator(s) shall not nominate persons who are interested parties with him/her or other closely related members who have other circumstances that may affect their independent duty performance as candidates for independent directors.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
94	<p><b>Article 87</b> The following procedure shall be followed prior to the election of non-independent directors:</p> <p>.....</p> <p>(2) where a candidate for non-independent director is nominated before the Company holds a meeting of the board of directors, the written information regarding the nominee set out in subparagraph (1) of this Article shall be, if required under applicable laws and regulations <b>and/or relevant listing rules</b>, announced together with the resolutions of the board of directors;</p> <p>(3) in the case where a temporary proposal for the election of a non-independent director is put forward by shareholders holding <b>3%</b> or more of the Company's <b>voting</b> shares, the intent to nominate a candidate for the director and the written notice indicating the nominee's willingness to accept the nomination, together with the relevant written information and undertakings of the nominee as set forth in subparagraph (1) above, shall be delivered to the Company no later than ten (10) days before the holding of the general meeting.</p>	<p><b>Article 91</b> The following procedure shall be followed prior to the election of non-independent directors:</p> <p>.....</p> <p>(2) where a candidate for non-independent director is nominated before the Company holds a meeting of the board of directors, the written information regarding the nominee set out in subparagraph (1) of this Article shall be, if required under applicable laws and regulations and <b>securities regulatory provisions of the place where the shares of the Company are listed</b>, announced together with the resolutions of the board of directors;</p> <p>(3) in the case where a temporary proposal for the election of a non-independent director is put forward by shareholders holding <b>1%</b> or more of the Company's shares (<b>including preference shares with restored voting rights</b>), the intent to nominate a candidate for <b>non-independent</b> director and the written notice indicating the nominee's willingness to accept the nomination, together with the relevant written information and undertakings of the nominee as set forth in subparagraph (1) above, shall be delivered to the Company no later than ten (10) days before the holding of the general meeting.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
95	<p><b>Article 86</b> The following procedure shall be followed prior to the election of independent directors:</p> <p>.....</p> <p>(2) the person nominating a candidate for independent director shall give opinion on the independence and other qualifications of nominee to act as an independent director and, if required under applicable laws and regulations <b>and/or relevant listing rules</b>, the nominee shall make an open announcement that he/she fulfils the independence and other qualifications to act as an independent director;</p> <p>(3) where a candidate for independent director is nominated before the Company holds a meeting <b>of the board of directors</b>, the written information regarding the nominee set out in subparagraphs (1) and (2) of this Article shall be, if required under applicable laws and regulations <b>and/or relevant listing rules</b>, announced together with the resolutions of the board of directors;</p> <p>(4) in the case where a temporary proposal for the election of an independent director is put forward by shareholders holding <b>3%</b> or more of the Company's <b>voting</b> shares, the intent to nominate a candidate for the independent director and the written notice indicating the nominee's willingness to accept the nomination, together with the relevant written information and undertakings of the nominee as set forth in subparagraphs (1) and (2) hereof, shall be delivered to the Company no later than ten (10) days before the holding of the general meeting;</p>	<p><b>Article 92</b> The following procedure shall be followed prior to the election of independent directors:</p> <p>.....</p> <p>(2) the person nominating a candidate for independent director shall give opinion on the independence and other qualifications of nominee to act as an independent director and, if required under applicable laws and regulations and <b>securities regulatory provisions of the place where the shares of the Company are listed</b>, the nominee shall make an open announcement that he/she fulfils the independence and other qualifications to act as an independent director;</p> <p>(3) where a candidate for independent director is nominated before the Company holds a <b>Board</b> meeting, the written information regarding the nominee set out in subparagraphs (1) and (2) of this Article shall be, if required under applicable laws and regulations and <b>securities regulatory provisions of the place where the shares of the Company are listed</b>, announced together with the resolutions of the board of directors;</p> <p>(4) in the case where a temporary proposal for the election of an independent director is put forward by shareholders <b>individually or jointly</b> holding <b>1%</b> or more of the Company's shares <b>(including preference shares with restored voting rights)</b>, the intent to nominate a candidate for the independent director and the written notice indicating the nominee's willingness to accept the nomination, together with the relevant written information and undertakings of the nominee as set forth in subparagraphs (1) and (2) hereof, shall be delivered to the Company no later than ten (10) days before the holding of the general meeting;</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
	<p>(5) prior to the holding of a general meeting for the purpose of electing independent director(s), the Company shall, if required under applicable laws and regulations <b>and/or relevant listing rules</b>, submit the relevant information of the nominee(s) to the stock exchange. In the case that the board of directors of the Company dissents from the relevant information on the nominees, written opinions of the board of directors shall be also submitted. If the stock exchange raises objections to a candidate for independent director, the Company shall not submit it for election at the general meeting.</p>	<p>(5) prior to the holding of a general meeting for the purpose of electing independent director(s), the Company shall, if required under applicable laws and regulations and <b>securities regulatory provisions of the place where the shares of the Company are listed</b>, submit the relevant information of the nominee(s) to the stock exchange. In the case that the board of directors of the Company dissents from the relevant information on the nominees, written opinions of the board of directors shall be also submitted. If the stock exchange raises objections to a candidate for independent director, the Company shall not submit it for election at the general meeting.</p>
96	<p><b>Article 88</b> The cumulative voting system will be adopted for the election of directors <b>and supervisors</b> at a general meeting, i.e., when two or more directors <b>or supervisors</b> are being elected at a general meeting, each of the shares held by the shareholders participating in voting shall carry voting rights equal in number to the total number of directors <b>or supervisors</b> to be elected; a shareholder may cast all of his/her votes on a particular candidate or on multiple candidates.</p> <p>The provisions of the preceding paragraph shall apply when two or more independent directors are elected at the general meeting.</p>	<p><b>Article 93</b> The cumulative voting system will be adopted for the election of directors at a general meeting, i.e., when two or more directors are being elected at a general meeting, each of the shares held by the shareholders participating in voting shall carry voting rights equal in number to the total number of directors to be elected; a shareholder may cast all of his/her votes on a particular candidate or on multiple candidates.</p> <p>The provisions of the preceding paragraph shall apply when two or more independent directors are elected at the general meeting.</p>

**APPENDIX I**

**DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
97	<p>Article 89 Subject to compliance with relevant laws and administrative regulations, the general meeting may remove any director (including executive director) by ordinary resolution before the expiration of his/her term of office. However, the director's right to claim for damages which arise out from his/her removal shall not be affected thereby.</p> <p>Any director who fails to attend meetings <b>of the board of directors</b> in person for two consecutive times, nor appoints another director to be present on his/her behalf, shall be deemed incapable of performing his/her duties, and the board of directors shall propose to the general meeting to replace such director.</p> <p>Where any existing director falls within any of the circumstances specified by the laws, administrative regulations, <b>the relevant listing rules</b> and the Articles of Association where he/she shall not serve as a director of the Company, the board of directors, <b>from the date of obtaining such knowledge, shall immediately cause such director to cease performing his/her duties and propose to the general meeting for the dismissal and replacement of such director.</b></p> <p>.....</p> <p>Should an independent director fail to attend in person the meetings <b>of the board of directors</b> for two consecutive times and fails to entrust another independent director to attend the meetings on his/her behalf, the board of directors shall, within thirty (30) days from the date of the occurrence of such fact, propose to <b>the general meeting to replace such director.</b></p>	<p>Article 94 The general meeting may remove directors by way of resolution, and such removal shall take effect on the date when the resolution is made. Where a director is removed before the expiration of his/her term of office without proper reason, the director may require the Company to provide compensation.</p> <p>Any director who fails to attend <b>Board</b> meetings in person for two consecutive times, nor appoints another director to be present on his/her behalf, shall be deemed incapable of performing his/her duties, and the board of directors shall propose to the general meeting to replace such director.</p> <p>Where any existing director falls within any of the circumstances specified by the laws, administrative regulations, <b>securities regulatory provisions of the place where the shares of the Company are listed</b> and the Articles of Association where he/she shall not serve as a director of the Company, he/she shall immediately cease to perform his/her duties. The board of directors shall, as soon as it knows or ought to have known of the occurrence of such fact, remove him/her from office in accordance with the regulations.</p> <p>.....</p> <p>Should an independent director fail to attend in person the <b>Board</b> meetings for two consecutive times and fails to entrust another independent director to attend the meetings on his/her behalf, the board of directors shall, within thirty (30) days from the date of the occurrence of such fact, propose to <b>hold a general meeting to remove such independent director from his/her position.</b></p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
98	<p><b>Article 90</b> A director may <b>tender resignation</b> prior to the expiry of his/her term. A resigning director shall submit to the <b>board of directors</b> a written resignation report which, in case of an independent director, shall contain explanations on matters related to his/her resignation or any other matters that he/she may consider necessary to be brought to the attention of the shareholders and creditors of the Company. The Company shall disclose the reasons for and concerns about the resignation of an independent director.</p> <p>In the event that the number of <b>occupied seats</b> on the board of directors of the Company falls below the statutory minimum as a result of the resignation of a director, such resignation shall not become effective until the vacancy resulting from his/her resignation is filled up by a succeeding director. The existing director shall continue to perform the director's duties subject to the applicable laws, administrative regulations, <b>relevant listing rules</b> and the Articles of Association before a new director is elected to take office.</p> <p>Should the resignation of an independent director result in the proportion of independent directors in the board of directors of the Company or its special committees falling below the requirement as required by the laws, regulations, <b>relevant listing rules</b> or the Articles of Association, or result in a shortage of accounting professionals among the independent directors, the resignation report of the said independent director shall not take effect until the vacancy resulting from his/her resignation is filled up by a succeeding independent director.</p>	<p><b>Article 95</b> A director may <b>resign</b> prior to the expiry of his/her term. A resigning director shall submit to the <b>Company</b> a written resignation report which, in case of an independent director, shall contain explanations on matters related to his/her resignation or any other matters that he/she may consider necessary to be brought to the attention of the shareholders and creditors of the Company. The Company shall disclose the reasons for and concerns about the resignation of an independent director. <b>The resignation shall take effect on the date the Company receives the resignation report, and the Company shall disclose the relevant information within 2 trading days.</b></p> <p>In the event that the number of <b>members</b> on the board of directors of the Company falls below the statutory minimum <b>or there is a lack of directors of different genders</b> due to the resignation of a director; <b>or the resignation of a member on the audit committee results in the number of members on the audit committee falling below the statutory minimum, or there is a lack of an accounting professional serving as convener</b>, such director's resignation report shall not become effective until the vacancy resulting from his/her resignation is filled up by a succeeding director. The existing director shall continue to perform the director's duties subject to the applicable laws, administrative regulations, <b>securities regulatory provisions of the place where the shares of the Company are listed</b> and the Articles of Association before a new director is elected to take office.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
	<p>The independent director who intends to resign shall continue to perform his/her duties until the date on which a new independent director is appointed. The <b>listed</b> company shall complete the by-election of an independent director within 60 days from the date the independent director tenders his/her resignation.</p> <p><b>Save for the abovementioned circumstances, the resignation of a director shall take effect when his/her resignation report is served to the board of directors.</b></p>	<p>Should the resignation of an independent director result in the proportion of independent directors in the board of directors of the Company or its special committees falling below the requirement as required by the laws, regulations, <b>securities regulatory provisions of the place where the shares of the Company are listed or the Articles of Association</b>, or result in a shortage of accounting professionals among the independent directors, the resignation report of the said independent director shall not take effect until the vacancy resulting from his/her resignation is filled up by a succeeding independent director. The independent director who intends to resign shall continue to perform his/her duties until the date on which a new independent director is appointed. The Company shall complete the by-election of an independent director within 60 days from the date the independent director tenders his/her resignation.</p>
99	<p><b>Article 142</b> When a director, <b>supervisor, general manager or other senior management</b> of the Company submits <b>his/her resignation</b> or when his/her tenure expires, his/her loyalty duties towards the Company and shareholders are not automatically terminated <b>prior to the taking effect of his/her resignation or within a reasonable period of time after the taking effect thereof</b> or within a reasonable period of time after the expiry of his/her tenure. His duty of confidence in relation to the Company's business secrets survives the expiry of his/her tenure until such secrets become public information. Other duties may continue for such period as fairness may require depending on the time lapses between such termination or expiry and the act concerned and the circumstances and conditions under which the relevant relationship with the Company terminates or expires.</p>	<p><b>Article 96</b> The Company shall establish a management system for the resignation of directors, which clearly defines safeguard measures for accountability and recovery in respect of unfulfilled public undertakings and other outstanding matters. When the <b>resignation</b> of a director of the Company <b>takes effect</b> or when his/her tenure expires, he/she shall complete all handover procedures required by the <b>board of directors</b> and his/her loyalty duties towards the Company and shareholders are not automatically terminated after the <b>expiry of his/her tenure</b>. His/her duty of confidence in relation to the Company's business secrets survives the expiry of his/her tenure until such secrets become public information. Other duties may continue for such period as fairness may require depending on the time lapses between such termination or expiry and the act concerned and the circumstances and conditions under which the relevant relationship with the Company terminates or expires. <b>The responsibilities that directors shall bear during their term of office in the course of performing their duties shall not be exempted or terminated due to their resignation.</b></p>

**APPENDIX I**

**DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
100	<p><b>Article 83</b> The Company shall have a board of directors, <b>which shall be accountable to the Company's general meetings.</b></p> <p>Subject to the <b>requirements of relevant share listing rules</b> as amended from time to time applicable to the Company, the board of directors shall consist of twelve (12) directors, <b>of whom</b> one half or more shall be external directors and one third or more shall be independent directors. At least one of the independent directors shall have accounting expertise.</p> <p>The board of directors shall have one (1) chairman and two (2) vice-chairmen.</p>	<p><b>Article 97</b> The Company shall have a board of directors.</p> <p>Subject to the <b>requirements of the securities regulatory provisions of the place where the Shares of the Company are listed</b> as amended from time to time applicable to the Company, the board of directors shall consist of twelve (12) directors, <b>among which one (1) shall be an employee director, and one half or more shall be external directors</b> and one third or more shall be independent directors. At least one (1) of the independent directors shall have accounting expertise.</p> <p>The board of directors shall have one (1) Chairman of the Board and two (2) vice-chairmen.</p>
101	<p><b>Article 91</b> The board of directors shall <b>be accountable to general meetings and</b> exercise the following functions and powers:</p> <p>(1) to convene general meetings and to report on its work to the shareholders in general meetings;</p> <p>(2) to implement the resolutions of the general meetings;</p> <p>(3) to decide on the Company's business plans and investment plans;</p> <p>(4) to <b>formulate</b> the Company's annual financial budgets and final accounts;</p> <p>(5) to formulate the Company's profit distribution plan and loss recovery plan;</p>	<p><b>Article 98</b> The board of directors shall exercise the following functions and powers:</p> <p>(1) to convene general meetings and to report on its work to the shareholders in general meetings;</p> <p>(2) to implement the resolutions of the general meetings;</p> <p>(3) to decide on the Company's business plans and investment plans;</p> <p>(4) to <b>decide on</b> the Company's annual financial budgets and final accounts;</p> <p>(5) to formulate the Company's profit distribution plan and loss recovery plan;</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
	<p>(6) to formulate proposals for increase or decrease of the Company's registered capital and for issue of corporate bonds or other securities, and listing plans;</p> <p>(7) to draw up plans for significant acquisition of the Company, the repurchase of the Company's shares or for merger, division, dissolution and changing the form of the Company;</p> <p>(8) to determine external investments, acquisition and disposal of assets, assets <b>pledge</b>, entrusted asset management, connected transactions and external donations of the Company within the authorisation of the general meeting; and to decide on external guarantees; matters other than those requiring approval of the shareholders at general meeting according to the laws, administrative regulations and the provisions of the Articles of Association;</p> <p>(9) to decide on the establishment of the Company's internal management structure;</p> <p>(10) to <b>appoint or remove</b> the Company's general manager or the Secretary to the Board and, based on the nomination by the general manager, to <b>appoint or remove</b> senior management including deputy general manager, <b>financial controller</b>, the chief engineer, the chief economist and the chief legal counsel of the Company and to determine their remunerations, incentives and punishments;</p> <p>(11) to formulate the Company's basic management system to facilitate the development of legal governance;</p> <p>(12) to formulate proposals for any amendment to the Articles of Association;</p> <p>(13) to manage the information disclosure of the Company;</p>	<p>(6) to formulate proposals for increase or decrease of the Company's registered capital and for issue of corporate bonds or other securities, and listing plans;</p> <p>(7) to draw up plans for significant acquisition of the Company, the repurchase of the Company's shares or for merger, division, dissolution and changing the form of the Company;</p> <p>(8) to determine external investments, acquisition and disposal of assets, assets <b>mortgage</b>, entrusted asset management, connected transactions, external donations <b>and issuance of bonds</b> of the Company within the authorisation of the general meeting; and to decide on external guarantees; matters other than those requiring approval of the shareholders at general meeting according to the laws, administrative regulations and the provisions of the Articles of Association;</p> <p>(9) to decide on the establishment of the Company's internal management structure;</p> <p>(10) to <b>decide on the appointment or dismissal</b> of the Company's general manager, the Secretary to the Board and <b>other senior management, and to determine their remuneration, incentives and punishments</b>; based on the nomination by the general manager, to <b>decide on the appointment or dismissal</b> of senior management including deputy general manager, <b>chief financial officer</b>, the chief engineer, the chief economist and the chief legal counsel of the Company and to determine their remunerations, incentives and punishments;</p> <p>(11) to formulate the Company's basic management system to facilitate the development of legal governance;</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
	<p>(14) to propose at general meetings for the appointment or change of accounting firm conducting auditing for the Company;</p> <p>(15) to hear the work report and inspect the work of the Company's general manager;</p> <p>(16) to exercise any other functions and powers specified in the laws, administrative regulations and the Articles of Association and conferred by the general meetings.</p> <p><b>The board of directors of the Company has established the audit committee, the Remuneration and Assessment Committee, the Strategic Committee and the Nomination Committee. All the special committees shall be accountable to the board of directors, perform their duties in accordance with Articles of Association and the authorization of the board of directors, and submit resolutions to the board of directors for consideration and decision. Special committees are all made up of directors, of which the majority of members of audit committee, Remuneration and Assessment Committee, and Nomination Committee shall be independent directors who shall also be the convener of the said committees. The convener of the audit committee shall be an accounting professional. The board of directors is responsible for formulating the working procedures of the special committees and regulating their operation.</b></p> <p>Except for the Board resolutions in respect of the matters specified in subparagraphs (6), (7) and (12) of this Article which shall be passed by two-thirds or more of the directors, the Board resolutions in respect of all other matters (of which external guarantees specified in subparagraph (8) shall also be passed by two-thirds or more of the directors present at the Board meetings) may be passed by a majority of the directors.</p>	<p>(12) to formulate proposals for any amendment to the Articles of Association;</p> <p>(13) to manage the information disclosure of the Company;</p> <p>(14) to propose at general meetings for the appointment or change of accounting firm conducting auditing for the Company;</p> <p>(15) to hear the work report and inspect the work of the Company's general manager;</p> <p>(16) to exercise any other functions and powers specified in the laws, administrative regulations, <b>departmental rules</b> and the Articles of Association and conferred by the general meetings.</p> <p>If any director is connected with the enterprises <b>or individuals</b> that are associated with the matters to be resolved at a Board meeting, <b>such director shall submit a written report to the board of directors in a timely manner.</b> The <b>connected director</b> shall not exercise his/her voting rights on such matters, nor shall such director exercise voting rights on behalf of other directors. Such a Board meeting may be held if attended by a majority of the non-connected directors. Decisions made at the Board meetings shall be passed by a majority of the non-connected directors. If the non-connected directors <b>attending at</b> the Board meetings are less than three, such matters shall be placed before general meeting of the Company for consideration.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
	<p>If any director is connected with the enterprises that are associated with the matters to be resolved at a Board meeting, he/she shall not exercise his/her voting rights on such matters, nor shall such director exercise voting rights on behalf of other directors. Such a Board meeting may be held if attended by a majority of the non-connected directors. Decisions made at the Board meetings shall be passed by a majority of the non-connected directors. <b>The abovementioned matters which require the approval of two-thirds or more of the directors shall be passed by two-thirds or more of the non-connected directors.</b> If the non-connected directors <b>present</b> the Board meetings are less than three, such matters shall be placed before general meeting of the Company for consideration.</p> <p><b>The resolutions made by the board of directors in relation to connected transactions of the Company shall not become effective until being signed by the independent directors.</b></p> <p><b>The opinions of the CPC Committee of the Company shall be heard before the board of directors decides on material issues of the Company.</b></p>	
102	<p><b>Article 92</b> All directors of the Company shall carefully deal with and strictly control the liability risks arising from external guarantees, and shall adhere to the following principles when making decision on matters relating to external guarantees of the Company:</p> <p>(1) the provision of guarantees by the Company to other parties should be based on the principles of equality, willingness, fairness, honesty and mutual benefits;</p>	<p><b>Article 99</b> All directors of the Company shall carefully deal with and strictly control the liability risks arising from external guarantees, and shall adhere to the following principles when making decision on matters relating to external guarantees of the Company:</p> <p>(1) the provision of guarantees by the Company to other parties should be based on the principles of equality, willingness, fairness, honesty and mutual benefits;</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
	<p>(2) before deciding on the matters relating to the provision of guarantees to other parties or deciding to present such matters before a general meeting for shareholders' consideration, full understanding of the credit records of the parties to which a guarantee is given shall be obtained and sufficient analysis on the interests and risks that such guarantees may bring to the Company shall be made;</p> <p>(3) guarantees may only be provided to the enterprises with good credit records and sound repayment ability; applicable laws shall be complied with and no guarantees shall be provided to the parties to which the Company is prohibited to provide guarantees according to law.</p>	<p>(2) before deciding on the matters relating to the provision of guarantees to other parties or deciding to present such matters before a general meeting for shareholders' consideration, full understanding of the credit records of the parties to which a guarantee is given shall be obtained and sufficient analysis on the interests and risks that such guarantees may bring to the Company shall be made;</p> <p>(3) guarantees may only be provided to the enterprises with good credit records and sound repayment ability; applicable laws shall be complied with and no guarantees shall be provided to the parties to which the Company is prohibited to provide guarantees according to law.</p>
103	<p><b>Article 98 In case where the expected value of fixed assets proposed for disposal by the board of directors, when aggregated with value of fixed assets disposed within four (4) months before the proposed disposal, exceeds 33% of the fixed assets value as shown in the latest balance sheet considered by the shareholders at the general meeting, the board of directors shall not dispose or consent to dispose such fixed assets without prior approval by general meeting.</b></p> <p><b>The term of “disposal of fixed assets” referred to in this Article represents (among other things) transferring interests in certain assets, but not including provision of guarantees by way of fixed assets.</b></p> <p><b>The validity of transactions regarding disposal of fixed assets by the Company will not be affected due to a breach of the first paragraph of this Article.</b></p>	Deleted

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
104	<p><b>Article 99</b> Unless otherwise provided in the applicable laws and regulations and/or relevant listing rules, the board of directors has the right to make decisions on venture investment which does not exceed 25% of the Company's net assets. For a major investment falling beyond the scope of authority of the board of directors, the board of directors shall, if required under applicable laws and regulations and/or relevant listing rules, engage relevant experts and professionals to conduct valuation and report it to shareholders at a general meeting for approval.</p>	Deleted
105	<p><b>Article 101</b> 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 Board meetings;</p> <p>(2) to check on the <b>implementation</b> of resolutions of the board of directors;</p> <p>(3) to <b>exercise</b> other functions and powers conferred by the board of directors.</p> <p>The vice-chairman shall assist the Chairman of the Board in performing duties. If the Chairman of the Board is unable or fails to perform his/her duties, such duties will be performed by the vice-chairman (in case of two or more vice-chairmen, the one who is jointly elected by one half <b>or more</b> of all directors); and if the vice-chairman is unable or fails to perform his/her duties, such duties will be performed by a director jointly elected by one half <b>or more</b> of all directors.</p>	<p><b>Article 102</b> 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 Board meetings;</p> <p>(2) to <b>promote or</b> check on the <b>implementation</b> of resolutions of the board of directors;</p> <p>(3) to <b>exercise</b> other functions and powers conferred by the board of directors <b>and securities regulatory provisions of the place where the Shares of the Company are listed.</b></p> <p>The vice-chairman shall assist the Chairman of the Board in performing duties. If the Chairman of the Board is unable or fails to perform his/her duties, such duties will be performed by the vice-chairman (in case of two or more vice-chairmen, the one who is jointly elected by <b>a majority</b> of all directors); and if the vice-chairman is unable or fails to perform his/her duties, such duties will be performed by a director jointly elected by <b>a majority</b> of all directors.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
106	<p><b>Article 102</b> At least <b>four</b> meetings of the board of directors shall be held every year, which shall be convened by the Chairman of the Board. Notice of a Board meeting shall be served on all of the directors <b>and supervisors</b> fourteen (14) days before the date of the meeting.</p> <p>The Chairman of the Board shall hold an extraordinary meeting of the board of directors within ten (10) days upon occurrence of any of the following circumstances, in which case the aforesaid limitation on the notification period shall not apply but the reasonable notice should be given to all directors:</p> <ul style="list-style-type: none"> <li>(1) when proposed by shareholders representing 10% or more of voting rights;</li> <li>(2) when deemed as necessary by the Chairman of the Board;</li> <li>(3) when proposed <b>jointly</b> by one third or more of the directors;</li> <li>(4) when proposed <b>jointly</b> by a majority of the independent directors;</li> <li>(5) when proposed by the <b>supervisory committee</b>;</li> <li><b>(6) when proposed by the general manager.</b></li> </ul> <p>Notices of regular Board meetings and extraordinary Board meetings should be served on, either by <b>facsimile, by express mail, by registered airmail, by hand</b> or by electronic mail.</p> <p>.....</p>	<p><b>Article 103</b> At least <b>four (4) regular</b> meetings of the board of directors shall be held every year, which shall be convened by the Chairman of the Board. Notice of a Board meeting shall be served on all of the directors fourteen (14) days before the date of the meeting.</p> <p>The Chairman of the Board shall hold an extraordinary meeting of the board of directors within ten (10) days upon occurrence of any of the following circumstances, in which case the aforesaid limitation on the notification period shall not apply but the reasonable notice should be given to all directors:</p> <ul style="list-style-type: none"> <li>(1) when proposed by shareholders representing 10% or more of voting rights;</li> <li>(2) when deemed as necessary by the Chairman of the Board;</li> <li>(3) when proposed by one third or more of the directors;</li> <li>(4) when proposed by a majority of the independent directors;</li> <li>(5) when proposed by the <b>audit committee</b>.</li> </ul> <p>Notices of regular Board meetings and extraordinary Board meetings should be served on either by <b>written notice</b> or by electronic mail.</p> <p>.....</p>

**APPENDIX I**

**DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
107	<p><b>Article 103</b> A meeting of the board of directors may not be held unless a majority of the directors <b>are present</b>.</p> <p><b>Each director has one vote.</b> A resolution of the board of directors requires the affirmative votes of a majority of all the directors in order to be passed, unless otherwise stipulated in the Articles of Association.</p>	<p><b>Article 104</b> A meeting of the board of directors may not be held unless a majority of the directors <b>attend</b>.</p> <p>A resolution of the board of directors requires the affirmative votes of a majority of all the directors in order to be passed, unless otherwise stipulated in <b>laws, regulations, securities regulatory requirements of the place where the Company's Shares are listed, or the Articles of Association. Each director shall have one vote for resolutions of the board of directors.</b></p>
108	<p><b>Article 104</b> .....</p> <p>If a director is unable to attend for any reasons, he/she may, by power of attorney, appoint another director in writing to attend <b>the Board meetings</b> on his/her behalf. Such power of attorney shall specify the attorney's name, matters of entrustment, the scope of authorization and its period of validity, and shall be signed or sealed by the principal. Independent directors shall not appoint non-independent directors to vote on their behalf.</p> <p>.....</p>	<p><b>Article 105</b> .....</p> <p>If a director is unable to attend for any reasons, he/she may, by power of attorney, appoint another director in writing to attend on his/her behalf. Such power of attorney shall specify the attorney's name, matters of entrustment, the scope of authorisation and its period of validity, and shall be signed or sealed by the principal. Independent directors shall not appoint non-independent directors to vote on their behalf.</p> <p>.....</p>
109	<p><b>Article 105</b> A written resolution may be accepted by the board of directors in lieu of holding a Board meeting provided that the draft of such resolutions shall be sent to each director by hand, mail, telegram or facsimile. Unless otherwise stipulated by applicable laws and regulations and/or <b>relevant listing rules</b>, when a resolution is endorsed by the directors satisfying the quorum for adoption of such resolution required under the laws, administrative regulations and the Articles of Association and is returned to the Secretary to the Board by the aforesaid means, such resolution shall become a resolution of the board of directors without convening a Board meeting.</p>	<p><b>Article 106</b> A written resolution may be accepted by the board of directors in lieu of holding a Board meeting provided that the draft of such resolutions shall be sent to each director by <b>electronic communication</b>, hand, mail, telegram or facsimile. Unless otherwise stipulated by applicable laws, regulations and <b>securities regulatory provisions of the place where the Shares of the Company are listed</b>, when a resolution is endorsed by the directors satisfying the quorum for adoption of such resolution required under the laws, administrative regulations and the Articles of Association and is returned to the Secretary to the Board by the aforesaid means, such resolution shall become a resolution of the board of directors without convening a Board meeting.</p> <p><b>Regular Board meetings and meetings involving the approval of connected transactions cannot be held by way of circulation of written resolutions.</b></p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
110	<p><b>Article 106</b> The board of directors shall keep minutes of resolutions passed at each meeting of the board of directors, and the minutes shall be signed by the directors <b>present at</b> the meeting and the person who recorded the minutes. Each director <b>present at</b> the meeting shall have the right to request explanatory remarks on his/her speech at the meeting to be written down in the minutes. The minutes of Board meetings shall be kept as corporate archives <b>for a period not less than ten (10) years.</b></p>	<p><b>Article 107</b> The board of directors shall keep minutes of resolutions passed at each meeting of the board of directors, and the minutes shall be signed by the directors <b>attending</b> the meeting and the person who recorded the minutes. <b>The minutes of Board meetings shall include the following:</b></p> <p class="list-item-l1">(1) <b>the date and venue of the meeting as well as names of convener;</b></p> <p class="list-item-l1">(2) <b>the names of the attending directors and the names of the directors (proxies) entrusted by others to attend the Board meeting;</b></p> <p class="list-item-l1">(3) <b>agenda of the meeting;</b></p> <p class="list-item-l1">(4) <b>key points of a director's speech (the written feedback of a director shall be taken as reference for a meeting convened by way of written resolutions);</b></p> <p class="list-item-l1">(5) <b>voting method and result of each resolution (the voting result shall state the number of consenting votes, dissenting votes, and abstention votes).</b></p> <p>Each director <b>attending</b> the meeting shall have the right to request explanatory remarks on his/her speech at the meeting to be written down in the minutes.</p> <p>The minutes of Board meetings shall be kept as corporate archives <b>permanently.</b></p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
111	<b>Article 107</b> .....	<b>Article 108</b> .....
	<p>For a resolution of the board of directors that is in breach of laws, administrative regulations, the Articles of Association and resolutions of the general meetings, the directors who voted in favour of such resolution shall be held directly liable for it; the directors who are proven to have voted against such resolution during the voting and whose <b>dissents</b> have been recorded in the minutes of the Board meetings can be exempted from liabilities; the directors who have abstained from voting, or who have been absent at the meeting and have not authorised another person <b>to be present</b> on his/her behalf at the meeting shall not be exempted from liabilities; and the directors who have clearly expressed their dissent during the discussion but have not voted against the resolution shall not be exempted from liabilities.</p>	<p>For a resolution of the board of directors that is in breach of laws, administrative regulations, the Articles of Association and resolutions of the general meetings, the directors who voted in favour of such resolution shall be held directly liable for it; the directors who are proven to have voted against such resolution during the voting and whose <b>dissenting votes</b> have been recorded in the minutes of the meetings can be exempted from liabilities; the directors who have abstained from voting, or who have been absent at the meeting and have not authorised another person to <b>attend</b> on his/her behalf at the meeting shall not be exempted from liabilities; and the directors who have clearly expressed their dissent during the discussion but have not voted against the resolution shall not be exempted from liabilities.</p>
112	None	<b>Article 109</b> <b>Independent directors shall conscientiously perform their duties in accordance with the provisions of laws, administrative regulations, and the regulations of the CSRC, stock exchanges and these Articles of Association, by playing a role in participating in decision-making, supervision and checks and balances, and professional consultation within the board of directors, safeguarding the overall interests of the Company and protecting the legitimate rights and interests of minority shareholders.</b>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
113	<p><b>Article 136</b> An independent director must remain independent. The following persons may not serve as independent directors:</p> <p>.....</p> <p>(8) other persons who do not possess independence as stipulated by laws, administrative regulations, <b>regulations of the CSRC, listing rules of the stock exchange</b> and the Articles of Association.</p> <p>.....</p>	<p><b>Article 110</b> An independent director must remain independent. The following persons may not serve as independent directors:</p> <p>.....</p> <p>(8) other persons who do not possess independence as stipulated by laws, administrative regulations, <b>the securities regulatory provisions of the place where the Shares of the Company are listed</b> and the Articles of Association.</p> <p>.....</p>
114	<p><b>Article 135</b> An independent director shall meet the following basic conditions:</p> <p>.....</p> <p>(6) other conditions specified in the laws, administrative regulations, <b>CSRC regulations, the listing rules of the stock exchange</b> and the Articles of Association.</p>	<p><b>Article 111</b> An independent director shall meet the following basic conditions:</p> <p>.....</p> <p>(6) other conditions as specified in the laws, administrative regulations, <b>securities regulatory provisions of the place where the Shares of the Company are listed</b> and the Articles of Association.</p>
115	None	<p><b>Article 112</b> As members of the board of directors, independent directors shall owe duties of loyalty and diligence to the Company and all shareholders, and shall prudently perform the following duties:</p> <p>(1) participate in decisions to be made at the board of directors and express clear opinions on matters under discussion;</p> <p>(2) supervise potential material conflicts of interest between the Company and its controlling shareholder, de facto controller, directors, and senior management, so as to protect the legitimate rights and interests of minority shareholders;</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
		<p>(3) provide professional and objective advice on the Company's business development, so as to promote the improvement of the decision-making level of the board of directors;</p> <p>(4) other duties prescribed by laws, administrative regulations, the CSRC regulations and these Articles of Association.</p>
116	<p><b>Article 94</b> In addition to the functions and powers provided by the Company Law, other relevant laws, administrative regulations and the Articles of Association, the independent directors shall have the following specific functions and powers:</p> <p>(1) to independently engage an intermediary organisation to conduct audits, consultations or verifications on specific matters of the Company;</p> <p>(2) to propose to the board of directors for holding general meetings;</p> <p>.....</p>	<p><b>Article 113</b> The independent directors shall exercise the following specific functions and powers:</p> <p>(1) to independently engage an intermediary organisation to conduct audits, consultations or verifications on specific matters of the Company;</p> <p>(2) to propose to the board of directors for holding <b>extraordinary</b> general meetings;</p> <p>.....</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
117	<p><b>Article 96</b> The Company shall hold a meeting exclusively attended by independent directors (the “special meeting of independent directors”) on a regular or irregular basis. Matters listed in items (1) to (3) of <b>Article 94</b>, and <b>Article 95</b> shall be considered at a special meeting of independent directors.</p> <p>The special meetings of independent directors may study and discuss other matters of the Company as needed.</p> <p>The special meetings of independent directors shall be convened and chaired by an independent director jointly elected by a majority of the independent directors; in the event that the convener is not performing his/her duties or is unable to perform his/her duties, two or more independent directors may convene their own meeting and elect a representative to chair the meeting.</p> <p>The Company shall provide convenience and support for the convening of the special meetings of independent directors.</p>	<p><b>Article 115</b> The Company shall establish a special meeting mechanism exclusively attended by the independent directors. Where the board of directors considers matters such as connected transactions, prior approval shall be obtained from the special meeting of independent directors. The Company shall hold special meetings of independent directors on a regular or irregular basis. Matters listed in <b>sub-paragraph (1) to (3) of the first paragraph of Article 113</b>, and <b>Article 114</b> shall be considered at a special meeting of independent directors.</p> <p>The special meetings of independent directors may study and discuss other matters of the Company as needed.</p> <p>The special meetings of independent directors shall be convened and chaired by an independent director jointly elected by more than half of the independent directors; in the event that the convener is not performing his/her duties or is unable to perform his/her duties, two or more independent directors may convene their own meeting and elect a representative to chair the meeting.</p> <p><b>The special meeting of independent directors shall prepare the minutes of the meeting in accordance with regulations, and the opinions of the independent directors shall be recorded in the minutes of the meeting. Independent directors shall sign and confirm the minutes of the meeting.</b></p> <p>The Company shall provide convenience and support for the convening of the special meetings of independent directors.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
118	<b>Article 97</b> Independent directors shall present an annual work report at general meeting of the Company, stating their performance of duties.	<b>Article 116</b> Independent directors shall present an annual work report at general meeting of the Company, stating their performance of duties.
119	None	<b>Article 117</b> The board of directors of the Company shall establish an audit committee, which shall exercise the functions and powers of the supervisory committee as stipulated by the Company Law.
120	None	<b>Article 118</b> The audit committee shall consist of 6 members, all of whom shall be non-executive directors of the Company, including 4 independent directors. An accounting professional among the independent directors shall serve as the convener.
121	None	<p><b>Article 119</b> The audit committee shall be responsible for reviewing the financial information and its disclosure of the Company, and supervising and evaluating internal and external audit work and internal control. The following matters shall be submitted to the board of directors for consideration only after obtaining the consent of a majority of all members of the audit committee:</p> <ul style="list-style-type: none"> <li>(1) disclosure of financial accounting reports, financial information in periodic reports, and internal control evaluation reports;</li> <li>(2) appointment or dismissal of accounting firms undertaking audit engagements for the Company;</li> <li>(3) appointment or dismissal of the financial controller of the Company;</li> <li>(4) making changes in accounting policies or accounting estimates, or correcting significant accounting errors, for reasons other than changes in accounting standards;</li> <li>(5) other matters stipulated by laws, administrative regulations, securities regulatory provisions of the place where the shares of the Company are listed, and these Articles of Association.</li> </ul>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
122	None	<p><b>Article 120</b> The audit committee shall hold at least one meeting each quarter. Extraordinary meetings may be held upon proposal by two or more members, or when the convener deems it necessary. Meetings of the audit committee shall only be held if attended by two-thirds or more of its members.</p> <p>Resolutions of the audit committee shall be adopted by a majority of the votes of its members.</p> <p>Voting on resolutions of the audit committee shall be on a one-person, one-vote basis.</p> <p>Resolutions of the audit committee shall be recorded in minutes in accordance with the regulations, and members of the audit committee attending the meeting shall sign the minutes of the meeting.</p> <p>The working procedures of the audit committee shall be formulated by the board of directors.</p>
123	None	<p><b>Article 121</b> The board of directors of the Company shall establish other special committees such as the strategy committee, nomination committee, and remuneration and appraisal committee, which shall perform their duties in accordance with these Articles of Association and the authorisation of the board of directors. Proposals of the special committees shall be submitted to the board of directors for consideration and decision. The working procedures of the special committees shall be formulated by the board of directors.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
124	None	<p><b>Article 122</b> The primary duties of the strategy committee are to research and make recommendations on the long-term development strategies and major investment decisions of the Company.</p>
125	None	<p><b>Article 123</b> The nomination committee shall be responsible for formulating the selection criteria and procedures for directors and senior management, for selecting and reviewing candidates for directors and senior management and their qualifications for office, and for making recommendations to the board of directors on the following matters:</p> <p class="list-item-l1">(1) nomination or removal of directors;</p> <p class="list-item-l1">(2) appointment or dismissal of senior management;</p> <p class="list-item-l1">(3) assisting in the preparation of a board of directors skills matrix;</p> <p class="list-item-l1">(4) assisting the Company in regularly evaluating the performance of the board of directors;</p> <p class="list-item-l1">(5) other matters stipulated by laws, administrative regulations, securities regulatory provisions of the place where the shares of the Company are listed, and these Articles of Association.</p> <p>The nomination committee shall include at least one female director.</p> <p>If the recommendations from the nomination committee to the board of directors are not adopted or not fully adopted, the board of directors shall record in its resolution the opinions of the nomination committee and the specific reasons for not adopting them, and make disclosure thereof.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
126	None	<p>Article 124 The remuneration and appraisal committee shall be responsible for formulating the appraisal standards for directors and senior management and conducting appraisals, formulating and reviewing remuneration policies and plans for directors and senior management, including remuneration determination mechanisms, decision-making processes, payment and stop payment and clawback arrangements, and for making recommendations to the board of directors on the following matters:</p> <p>(1) remuneration of directors and senior management;</p> <p>(2) formulation or amendment of share incentive plans and employee stock ownership plans, and the achievement of conditions for incentive recipients to be granted and exercise their entitlements;</p> <p>(3) directors and senior management arranging shareholding plans in proposed spin-off subsidiaries;</p> <p>(4) other matters stipulated by laws, administrative regulations, securities regulatory provisions of the place where the shares of the Company are listed, and these Articles of Association.</p> <p>If the recommendations from the remuneration and appraisal committee to the board of directors are not adopted or not fully adopted, the board of directors shall record in its resolution the opinions of the remuneration and appraisal committee and the specific reasons for not adopting them, and make disclosure thereof.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
127	<p><b>Article 109</b> The Secretary to the Board shall be a natural person with the requisite professional knowledge and experience, and shall be appointed by the board of directors. His/her primary responsibilities are:</p> <p>.....</p> <p>(3) being responsible for preparing and organising Board meetings and general meetings, attending general meetings, Board meetings, <b>meetings of the supervisory committee</b> and relevant meetings of the senior management, being responsible for taking the minutes of Board meetings and giving signature;</p> <p>.....</p> <p>(6) organising trainings for directors, <b>supervisors</b> and senior management of the Company on relevant laws and regulations and relevant provisions of stock exchanges, and assisting the aforesaid personnel in understanding their respective responsibilities in information disclosure;</p> <p>(7) being responsible for urging directors, <b>supervisors</b> and senior executives to abide by laws and regulations, relevant regulations of the stock exchange and the Articles of Association, and earnestly fulfill their commitments. When learning that the Company, directors, <b>supervisors</b> and senior executives have made or may make resolutions that violate relevant regulations, they should be reminded and should be reported to the securities regulatory authorities immediately and truthfully;</p> <p>.....</p> <p>(9) to perform other duties as provided in the laws, administrative regulations, the Articles of Association and the <b>listing rules of the stock exchange</b> where the Company's shares are listed.</p>	<p><b>Article 126</b> The Secretary to the Board shall be a natural person with the requisite professional knowledge and experience, and shall be appointed by the board of directors. His/her primary responsibilities are:</p> <p>.....</p> <p>(3) being responsible for preparing and organising Board meetings and general meetings, attending general meetings, Board meetings and relevant meetings of the senior management, being responsible for taking the minutes of Board meetings and giving signature;</p> <p>.....</p> <p>(6) organising trainings for directors and senior management of the Company on relevant laws and regulations and relevant provisions of stock exchanges, and assisting the aforesaid personnel in understanding their respective responsibilities in information disclosure;</p> <p>(7) being responsible for urging directors and senior management to abide by laws and regulations, relevant regulations of the stock exchange and the Articles of Association, and earnestly fulfill their commitments. When learning that the Company, directors and senior management have made or may make resolutions that violate relevant regulations, they should be reminded and should be reported to the securities regulatory authorities immediately and truthfully;</p> <p>.....</p> <p>(9) to perform other duties as provided in the laws, administrative regulations, the Articles of Association and the <b>securities regulatory provisions of the place</b> where the shares of the Company are listed.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
128	<p><b>Article 111</b> The Company shall have a general manager who shall be responsible for the day-to-day business operations and administrative management of the Company. The Company shall also have several deputy general managers who shall assist the general manager. The general manager and deputy general managers shall be appointed or removed by the board of directors.</p> <p>Where the general manager or a deputy general manager falls within any of the circumstances specified by the laws and regulations or the Articles of Association where he/she shall not serve as a senior management of the Company, the board of directors, <b>from the date of obtaining such knowledge, shall immediately suspend performance of duties by such general manager or deputy general manager, and dismiss him/her at a board meeting.</b></p> <p>The general manager and deputy general managers have a term of office of 3 years and shall be eligible for reappointment and re-election.</p>	<p><b>Article 128</b> The Company shall have a general manager who shall be responsible for the day- to-day business operations and administrative management of the Company. The Company shall also have several deputy general managers who shall assist the general manager. The general manager and deputy general managers shall be appointed or removed by <b>resolution of</b> the board of directors.</p> <p>Where the general manager or a deputy general manager falls within any of the circumstances specified by the laws and regulations or the Articles of Association where he/she shall not serve as a senior management of the Company, <b>he/she shall immediately cease to perform his/her duties and resign from his/her position. If such resignation is not tendered by such senior management, the board of directors shall remove such senior management from office in accordance with regulations immediately when it is aware or is deemed to be aware of the occurrence of such fact.</b></p> <p>The general manager and deputy general managers have a term of office of 3 years and shall be eligible for reappointment and re-election.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
129	<p><b>Article 112</b> The general manager of the Company shall be accountable to the board of directors and exercise the following powers:</p> <p>.....</p> <p>(2) to draft the Company's <b>development plans</b>, annual production and business plans, annual financial budget and final <b>accounts, proposal on after-tax distribution of profits and proposal on loss recovery</b>;</p> <p>.....</p> <p>(7) to propose the appointment or dismissal of the Company's deputy general managers <b>and</b> the chief financial officer;</p> <p>(8) to decide to appoint or dismiss management personnel other than those required to be appointed or dismissed by the board of directors;</p> <p><b>(9) to determine the wages, benefits, bonuses and punishment and to decide on the employment and dismissal of the Company's employees;</b></p> <p><b>(10) to propose holding of extraordinary meetings of the board of directors;</b></p> <p><b>(11) to handle significant external business on behalf of the Company;</b></p> <p>(12) to exercise other functions and powers conferred by the Articles of Association and the board of directors.</p>	<p><b>Article 129</b> The general manager of the Company shall be accountable to the board of directors and exercise the following powers:</p> <p>.....</p> <p>(2) to draft the Company's annual production and business plans, <b>investment plans</b>, annual financial budget and final <b>accounting plan</b>;</p> <p>.....</p> <p>(7) to propose <b>to the board of directors</b> the appointment or dismissal of the Company's deputy general managers, the chief financial officer, <b>the chief engineer, the chief economist, the chief legal counsel and other senior management</b>;</p> <p>(8) to decide to appoint or dismiss management personnel other than those required to be appointed or dismissed by the board of directors;</p> <p>(9) to exercise other functions and powers conferred by the Articles of Association and the board of directors.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
130	<p><b>Article 113</b> The general manager of the Company shall report the Company's execution and performance of major contracts, use of funds and profit and loss situation to the board of directors <b>or at the request of the supervisory committee</b>. The general manager must ensure the truthfulness of such reports.</p>	<p><b>Article 130</b> The general manager of the Company shall report the Company's execution and performance of major contracts, use of funds and profit and loss situation to the board of directors. The general manager must ensure the truthfulness of such reports.</p>
131	<p><b>Article 116</b> The general manager shall formulate detailed work rules of general manager and submit the same to the board of directors for approval before implementation.</p> <p>The detailed work rules of the president shall include the following:</p> <p>.....</p> <p>(3) use of funds and assets, authority of entering into material contracts and the system on reporting to the board of directors <b>and the supervisory committee</b>;</p> <p>(4) other matters which are deemed necessary by the board of directors.</p>	<p><b>Article 132</b> The general manager shall formulate detailed work rules of general manager and submit the same to the board of directors for approval before implementation.</p> <p>The detailed work rules of the general manager shall include the following:</p> <p>.....</p> <p>(3) use of funds and assets <b>of the Company</b>, authority of entering into material contracts and the system on reporting to the board of directors;</p> <p>(4) other matters which are deemed necessary by the board of directors.</p>
132	<p><b>Article 117</b> The <b>general manager and other</b> senior management may tender their resignations prior to the expiry of their terms of office. The specific procedures and rules in relation to the resignation of other senior officers shall be provided for in the labour contracts entered into between such persons and the Company.</p>	<p><b>Article 133</b> The senior management <b>of the Company</b> may tender his/her resignation before the expiry of his/her term of office. The specific procedure and method for such resignation tendered by senior management shall be governed by the employment contract between the senior management and the Company.</p>
133	<p><b>Article 118</b> The <b>general manager and other</b> senior management shall fulfill their duties honestly, protect the best interests of the Company and all the shareholders. The <b>general manager and other</b> senior management shall be liable for compensation in accordance with law for any damage caused to the interests of the Company and public shareholders as a result of their failure to perform duties with honesty or violation of their fiduciary duties.</p>	<p><b>Article 134</b> The senior management <b>of the Company</b> shall fulfill their duties honestly, protect the best interests of the Company and all the shareholders. The senior management shall be liable for compensation in accordance with laws for any damage caused to the interests of the Company and public shareholders as a result of their failure to perform duties with honesty or violation of their fiduciary duties.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
134	<b>Chapter 12 Supervisory Committee</b>	<b>Delete the entire chapter</b>
135	<b>Article 115</b> The general manager of the Company, in performing his/her functions, shall act loyalty and diligently and in accordance with the laws, administrative regulations, and the Articles of Association.	<b>Article 135</b> The circumstances prohibiting a person from serving as a director and management measures for directors' departure as set out in these Articles of Association shall also apply to senior management. The provisions on directors' fiduciary duties and obligations of diligence as set out in these Articles of Association shall also apply to senior management.
136	<b>Article 134</b> No more than two persons holding the position of the Chairman of the Board, vice chairmen of the board of directors or directors of the Company's controlling shareholder may concurrently serve as the Chairman of the Board, vice chairmen of the board of directors or directors of the Company. Any person holding any executive position other than directors <b>or supervisors</b> in the controlling shareholder of the Company may not concurrently serve as the senior management including the general manager, deputy general managers, chief financial officer, marketing manager, Secretary to the Board, the chief engineer, the chief economist and the chief legal counsel of the Company.	<b>Article 136</b> No more than two persons holding the position of the Chairman of the Board, vice chairmen of the board of directors or directors of the Company's controlling shareholder may concurrently serve as the Chairman of the Board, vice chairmen of the board of directors or directors of the Company. Any person holding any executive position other than directors in the controlling shareholder of the Company may not concurrently serve as the senior management including the general manager, deputy general managers, chief financial officer, marketing manager, Secretary to the Board, the chief engineer, the chief economist and the chief legal counsel of the Company. <b>The senior management of the Company shall receive salaries only from the Company and not from the controlling shareholder on its behalf.</b>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
137	<p><b>Article 138</b> Each of the Company's directors, <b>supervisors, general manager</b> and <b>other</b> senior management shall safeguard the safety of the Company's <b>assets</b>. Any director, <b>supervisor</b>, general manager or other senior management of the Company who assists or indulges the controlling shareholder and any of its subsidiaries in misappropriating the Company's assets shall be subject to punishment by the Company, and even removal or termination of appointment in grave cases of default of obligations; and such person shall be handed over to the judiciary for prosecution of criminal liability when such acts constitute a crime.</p>	<p><b>Article 137</b> Each of the Company's directors and senior management shall safeguard the safety of the Company's <b>properties</b>. Any director, general manager or other senior management of the Company who assists or indulges the controlling shareholder and any of its subsidiaries in misappropriating the Company's assets shall be subject to punishment by the Company, and even removal or termination of appointment in grave cases of default of obligations; and such person shall be handed over to the judiciary <b>department</b> for prosecution of criminal liability when such acts constitute a crime.</p>
138	<p><b>Article 141</b> Directors, <b>supervisors, general manager</b> and <b>other</b> senior management of the Company shall <b>attend</b> the general meeting, if so required by the general meeting, and shall give explanations and clarification to <b>queries</b> and suggestions raised from shareholders.</p> <p><b>Directors, supervisors, general manager and other senior management of the Company shall provide accurate information and materials to the supervisory committee and shall not obstruct the supervisory committee from exercising its powers and performing its duties.</b></p>	<p><b>Article 138</b> Directors and senior management of the Company shall <b>be present</b> the general meeting, if so required by the general meeting, and shall give explanations and clarification to <b>enquiries</b> and suggestions raised from shareholders.</p>

**APPENDIX I**

**DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
139	<p><b>Article 143</b> Any director, supervisor, general manager or other senior management of the Company who violates any laws, administrative regulations, departmental rules or the Articles of Association in performing his/her duties and causes losses to the Company shall be liable for any indemnity thereto. Any <b>director, supervisor, general manager or other</b> senior management of the Company who has unduly vacated his/her office without authorisation before his/her tenure expires, thereby causing loss to the Company, shall be liable to indemnify the Company for such loss.</p>	<p><b>Article 139</b> Where senior management cause damage to others in the course of performing their duties for the Company, the Company shall bear liability for compensation; where such senior management have acted with intent or gross negligence, they shall also bear liability for compensation. Any senior management of the Company who violates any laws, administrative regulations, departmental rules or the Articles of Association in performing his/her duties and causes losses to the Company shall be liable for any indemnity thereto. Any senior management of the Company who has unduly vacated his/her office without authorisation before his/her tenure expires, thereby causing loss to the Company, shall be liable to indemnify the Company for such loss.</p>
140	<p><b>Article 144</b> Subject to the approval of the general meeting, the Company may purchase liability insurance for its directors, <b>supervisors, general manager</b> and <b>other</b> senior management, except for liabilities arising from the violation of laws, administrative regulations or the Articles.</p>	<p><b>Article 140</b> Subject to the approval of the general meeting, the Company may purchase liability insurance for its directors and senior management, except for liabilities arising from the violation of laws, administrative regulations or the <b>Articles of Association</b>.</p>
141	<p>None</p>	<p><b>Article 141</b> The Company shall implement a general counsel system, establish a dedicated legal affairs management department, and ensure that it is adequately staffed with competent legal professionals. The general counsel shall play a gatekeeping role in legal review in the operations and management, thereby promoting lawful operations and compliance management within the Company.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
142	<b>Article 147</b> The Company shall establish its financial and accounting system in accordance with the laws, administrative regulations and <b>PRC accounting standards formulated by the finance regulatory department of the State Council.</b>	<b>Article 142</b> The Company shall establish its financial and accounting system in accordance with the laws, administrative regulations and <b>the regulations of the competent national authorities.</b>
143	<b>Article 148</b> At the end of each financial year, the Company shall prepare a financial report which shall be examined and verified in compliance with the laws.	Deleted
144	<b>Article 149</b> The board of directors shall place before the shareholders at every annual general meeting such financial reports as are required by laws, administrative regulations or directives promulgated by local governments and competent authorities to be prepared by the Company.	Deleted
145	<p><b>Article 150</b> Each shareholder shall be entitled to obtain a copy of the financial reports referred to in this Chapter. The Company's financial reports shall be made available for shareholders' inspection at the Company twenty-one days before the date of every annual general meeting, and the aforementioned reports (along with the printed copy of the report of the board of directors) shall be sent to each holder of overseas-listed foreign-invested shares by any of the following ways:</p> <p>(1) to publish on the website of the Company or on the website designated by the stock exchange where the shares of the Company are listed in compliance with the applicable laws, administrative regulations and <b>the relevant listing rules;</b></p> <p>(2) to send in accordance with other requirements of <b>the stock exchange and the listing rules.</b></p>	<p><b>Article 143</b> The Company's financial reports shall be made available for shareholders' inspection at the Company twenty-one days before the date of every annual general meeting, and the aforementioned reports (along with the printed copy of the report of the board of directors) shall be sent to each holder of overseas-listed foreign-invested shares by any of the following ways:</p> <p>(1) to publish on the website of the Company or on the website designated by the stock exchange where the shares of the Company are listed in compliance with the applicable laws, administrative regulations and <b>securities regulatory provisions of the place where the shares of the Company are listed;</b></p> <p>(2) to send in accordance with other requirements of <b>securities regulatory provisions of the place where the shares of the Company are listed.</b></p>

**APPENDIX I**

**DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
146	<b>Article 152</b> Any interim results or financial information published or disclosed by the Company must be prepared and presented in accordance with the China Accounting Standards for Business Enterprises and regulations.	Deleted
147	<b>Article 153</b> Subject to the satisfaction at all times and from time to time of laws, regulations and all applicable requirements under relevant listing rules, the Company shall, within every financial year, issue four financial reports: i.e., the first quarterly report shall be issued within <b>30 days</b> after the first three months' period of the financial year; the interim report shall be issued within <b>60 days after the first six months' period</b> of the financial year; The third quarterly report shall be issued within <b>30 days after</b> the first nine months' period of the financial year; and the annual report shall be issued within <b>120 days after</b> the end of the financial year.  The <b>aforementioned financial and accounting</b> reports shall be prepared in accordance with the relevant laws, administrative regulations and departmental rules.	<b>Article 145</b> Subject to the satisfaction at all times and from time to time of laws, regulations and all applicable requirements under <b>securities regulatory provisions of the place where the shares of the Company are listed</b> , the Company shall <b>submit to the local offices of the CSRC and the stock exchanges and disclose its reports as follows</b> : the first quarterly report shall be <b>submitted and disclosed</b> within <b>one month from the end of</b> the first three months of the financial year; the interim report shall be <b>submitted and disclosed</b> within <b>two months from the end of the first half of</b> the financial year; the third quarterly report shall be <b>submitted and disclosed</b> within <b>one month from the end of</b> the first nine months of the financial year; and the annual report shall be <b>submitted and disclosed</b> within <b>four months from the end of</b> the financial year.  <b>The annual reports, interim reports and quarterly</b> reports shall be prepared in accordance with the relevant laws, administrative regulations, and the requirements of the CSRC and the stock exchanges.
148	<b>Article 154</b> The Company shall not keep accounts other than those provided for by law. The Company's assets may not be deposited into any account opened in the name of any individual.	<b>Article 146</b> The Company shall not keep accounting books other than those provided for by law. The Company's funds may not be deposited into any account opened in the name of any individual.

**APPENDIX I**

**DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
149	<p><b>Article 155</b> After the Company has paid its various taxes in accordance with tax codes, its after-tax profits shall be distributed in the following order of priority:</p> <p>.....</p> <p>When the aggregate balance in the statutory reserve has reached 50 percent or more of the Company's registered capital, the Company need not make any further allocations to that fund. The general meeting shall decide whether to make an allocation to the discretionary reserve after the allocations to the statutory reserve have been made. The Company shall not distribute profits to its shareholders before making up the Company's losses and making the allocations to the statutory reserve.</p> <p><b>Where the general meeting violates the aforementioned requirements and where profits are distributed to shareholders prior to making up losses of the Company and allocating to the statutory reserve</b>, shareholders must return the profit so distributed to the Company.</p> <p>No profit shall be distributed in respect of the shares of the Company which are held by itself.</p>	<p><b>Article 147</b> After the Company has paid its various taxes in accordance with tax codes, its after-tax profits shall be distributed in the following order of priority:</p> <p>.....</p> <p>When the aggregate balance in the statutory reserve has reached 50 percent or more of the Company's registered capital, the Company need not make any further allocations to that fund. The general meeting shall decide whether to make an allocation to the discretionary reserve after the allocations to the statutory reserve have been made. The Company shall not distribute profits to its shareholders before making up the Company's losses and making the allocations to the statutory reserve.</p> <p><b>If the general meeting distributes profits to shareholders in violation of the Company Law</b>, shareholders shall return the profits so distributed to the Company. <b>If such violation causes losses to the Company, the shareholders and the responsible directors and senior management shall bear liability for compensation.</b></p> <p>No profit shall be distributed in respect of the shares of the Company which are held by itself.</p>
150	<p><b>Article 156</b> The Company may distribute dividends in the following manner:</p> <p>(1) in cash;</p> <p>(2) by shares.</p> <p>.....</p>	<p><b>Article 148</b> The Company may distribute dividends in the following manner:</p> <p>(1) in cash;</p> <p>(2) by shares;</p> <p><b>(3) a combination of cash and shares;</b></p> <p><b>(4) any other methods permitted by laws and regulations.</b></p> <p>.....</p>

No.	Before amendments	After amendments
151	<p><b>Article 158</b> The Company shall implement active profits distribution methods, give priority to cash dividends, and value reasonable investment returns to investors. The Company shall distribute cash dividends provided that the Company has no significant cash outlay required for its operation and development in the foreseeable future, that the net profit for the year is positive, that the accumulated and undistributed profit at the end of the year is positive, that the cash flow generated from operating activities is positive and that the Company's normal operation will not be affected. The accumulated profit distributed by the Company in cash in the last three years shall not be less than 30% of the average annual distributable profit realized in the last three years.</p> <p>.....</p>	<p><b>Article 150</b> The Company shall implement active profits distribution methods, give priority to cash dividends, and value reasonable investment returns to investors. The Company shall distribute cash dividends provided that the Company has no significant cash outlay required for its operation and development in the foreseeable future, that the net profit for the year is positive, that the accumulated and undistributed profit at the end of the year is positive, that the cash flow generated from operating activities is positive and that the Company's normal operation will not be affected. The accumulated profit distributed by the Company in cash in the last three years shall not be less than 30% of the average annual distributable profit realized in the last three years.</p> <p>.....</p>
152	<p><b>Article 160</b> Before the general meeting considers the specific plan on distribution of cash dividends, the Company shall communicate and exchange ideas with shareholders (minority shareholders in particular) by phone and email and other channels, and fully heed the opinions and requests of minority shareholders on the cash dividends distribution plan and give timely reply to issues that concern minority shareholders.</p>	<p><b>Article 152</b> Before the general meeting considers the specific plan on distribution of cash dividends, the Company shall communicate and exchange ideas with shareholders (minority shareholders in particular) by phone and email and other channels, and fully heed the opinions and requests of minority shareholders on the cash dividends distribution plan and give timely reply to issues that concern minority shareholders.</p>
153	<p><b>Article 161</b> When the Company holds an annual general meeting to consider the annual profit distribution plan, it may consider and approve the conditions, proportion cap and amount cap of cash dividends for the interim period of the next year. The dividend cap for the interim period of the next year considered at the annual general meeting shall not exceed the net profit attributable to shareholders of the Company for the corresponding period. The board of directors shall formulate a specific interim dividend plan in accordance with the resolutions of the general meeting and subject to the conditions of profit distribution.</p>	<p><b>Article 153</b> When the Company holds an annual general meeting to consider the annual profit distribution plan, it may consider and approve the conditions, proportion cap and amount cap of cash dividends for the interim period of the next year. The dividend cap for the interim period of the next year considered at the annual general meeting shall not exceed the net profit attributable to shareholders of the Company for the corresponding period. The board of directors shall formulate a specific interim dividend plan in accordance with the resolutions of the general meeting and subject to the conditions of profit distribution.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
154	<p><b>Article 162</b> The Company shall strictly implement the applicable laws, administrative regulations and/or <b>the provisions of the relevant listing rules</b>, the cash dividend policy stipulated by the Articles of Association and the cash dividend plan considered and approved at the general meeting, and shall disclose in detail in the relevant part of the annual report the formulation and implementation of the cash dividend policy. If profit distribution plan for the current year cannot be decided in compliance with the cash dividends policy hereof under special circumstances, the Company shall disclose specific reasons in the annual report for the current year. Profit distribution plan for the current year shall be passed by two thirds or more of the voting rights held by shareholders attending the general meeting.</p> <p>..... If the undistributed profit in the statements of the <b>listed</b> company's parent company is negative but the undistributed profit in the consolidated statements is positive, the Company shall disclose how the Company's controlled subsidiaries distribute profits to the parent company and the measures to be taken by the Company to enhance investors' level of returns.</p>	<p><b>Article 154</b> The Company shall strictly implement the applicable laws, administrative regulations and <b>securities regulatory provisions of the place where the shares of the Company are listed</b>, the cash dividend policy stipulated by the Articles of Association and the cash dividend plan considered and approved at the general meeting, and shall disclose in detail in the relevant part of the annual report the formulation and implementation of the cash dividend policy. If profit distribution plan for the current year cannot be decided in compliance with the cash dividends policy hereof under special circumstances, the Company shall disclose specific reasons in the annual report for the current year. Profit distribution plan for the current year shall be passed by two thirds or more of the voting rights held by shareholders attending the general meeting.</p> <p>..... If the undistributed profit in the statements of the Company's parent company is negative but the undistributed profit in the consolidated statements is positive, the Company shall disclose how the Company's controlled subsidiaries distribute profits to the parent company and the measures to be taken by the Company to enhance investors' level of returns.</p>

## APPENDIX I

## DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Before amendments	After amendments
155	<p><b>Article 163</b> The Company shall ensure the continuity and stability of its profit distribution policy. If it is necessary to adjust or change the profit distribution policy stipulated in the Articles of Association in light of its production and operation conditions, investment plans, needs for long-term development, changes of external business environments and regulatory requirements of CSRC or the Shanghai Stock Exchange, the relevant resolution shall be considered by the board of directors and then submitted to the general meeting for approval. To be effective, the resolution must be passed by votes representing two-thirds or more of the voting rights held by shareholders attending the general meeting.</p> <p>The <b>supervisory committee</b> of the Company shall <b>supervise</b> the implementation of the cash dividends policy and shareholders' return plan by the board of directors, as well as the execution of appropriate decision-making procedures and information disclosure. The <b>supervisory committee</b> shall <b>express explicit opinions and</b> urge the board of directors to make correction in a timely manner in case of any of the following circumstances:</p> <p>(1) failure to strictly implement the cash dividends policy and shareholders' return plan;</p> <p>(2) failure to strictly execute appropriate decision-making procedures for cash dividends;</p>	<p><b>Article 155</b> The Company shall ensure the continuity and stability of its profit distribution policy. If it is necessary to adjust or change the profit distribution policy stipulated in the Articles of Association in light of its production and operation conditions, investment plans, needs for long-term development, changes of external business environments and regulatory requirements of CSRC or the Shanghai Stock Exchange, the relevant resolution shall be considered by the board of directors and then submitted to the general meeting for approval. To be effective, the resolution must be passed by votes representing two-thirds or more of the voting rights held by shareholders attending the general meeting.</p> <p>The <b>audit committee</b> of the Company shall <b>pay attention to</b> the implementation of the cash dividends policy and shareholders' return plan by the board of directors, as well as the execution of appropriate decision-making procedures and information disclosure. The <b>audit committee</b> shall urge the board of directors to make correction in a timely manner in case of any of the following circumstances:</p> <p>(1) failure to strictly implement the cash dividends policy and shareholders' return plan;</p> <p>(2) failure to strictly execute appropriate decision-making procedures for cash dividends;</p>

**APPENDIX I**

**DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
	<p>(3) failure to make an authentic, accurate and complete disclosure of <b>the cash dividends policy and its implementation.</b></p> <p><b>If a shareholder misappropriates the Company's capital in violation of relevant regulations, the Company shall deduct the cash bonus distributed to the shareholder so as to offset the capital so misappropriated by him/her.</b></p> <p>Any amount paid up in advance of calls on any shares may carry interest but the holder of such shares shall not be entitled to participate in respect thereof in a dividend subsequently declared.</p>	<p>(3) failure to make an authentic, accurate and complete disclosure of <b>relevant information.</b></p> <p>Any amount paid up in advance of calls on any shares may carry interest but the holder of such shares shall not be entitled to participate in respect thereof in a dividend subsequently declared.</p>
156	<p><b>Article 164</b> The Company's reserves shall be used to make up the Company's losses, to expand the Company's production and operations or, through conversion into capital, to increase the Company's capital. <b>However, capital reserve fund shall not be used for recovery of the Company's losses.</b></p> <p>The Company may convert its capital reserve <b>fund</b> into <b>capital</b> upon a resolution adopted in general meetings and issue new shares to existing shareholders in proportion to their respective shareholdings, it is provided, however, that when the statutory reserve is converted into <b>capital</b>, the balance of the statutory reserve shall not fall below 25% of the Company's registered capital prior to such conversion.</p>	<p><b>Article 156</b> The Company's reserves shall be used to make up the Company's losses, to expand the Company's production and operations or, through conversion into capital, to increase the Company's <b>registered capital</b>.</p> <p><b>To make up the Company's losses, discretionary reserve and statutory reserve shall be utilized first. If the losses still cannot be covered, capital reserve may be used in accordance with regulations.</b></p> <p>The Company may convert its capital reserve into <b>additional registered capital</b> upon a resolution adopted in general meetings and issue new shares to existing shareholders in proportion to their respective shareholdings, it is provided, however, that when the statutory reserve is converted into <b>additional registered capital</b>, the balance of the statutory reserve shall not fall below 25% of the Company's registered capital prior to such conversion.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
157	<b>Article 165</b> After the profit distribution plan has been resolved at a general meeting, or after the board of directors has formulated a specific plan according to the interim dividend conditions and caps for the next year considered and approved at the annual general meeting, the board of directors shall complete the dividend (or share) distribution within two months after the holding of such meeting.	<b>Article 157</b> After the profit distribution plan has been resolved at a general meeting, or after the board of directors has formulated a specific plan according to the interim dividend conditions and caps for the next year considered and approved at the annual general meeting, the board of directors shall complete the dividend (or share) distribution within two months after the holding of such meeting.
158	<b>Article 166</b> Dividends on ordinary shares shall be denominated in RMB. Dividends on domestic-invested shares shall be paid in RMB, and those on overseas-listed foreign-invested shares shall be paid in HK dollars. When dividends are paid in Hong Kong dollars, the exchange rate shall be the average <b>mean</b> of the <b>closing rate</b> of RMB against Hong Kong dollars published by the People's Bank of China for <b>the calendar week</b> prior to the declaration of payment of such dividends.	<b>Article 158</b> Dividends on ordinary shares shall be denominated in RMB. Dividends on domestic-invested shares shall be paid in RMB, and those on overseas-listed foreign-invested shares shall be paid in HK dollars. When dividends are paid in Hong Kong dollars, the exchange rate shall be the average <b>central parity</b> of the <b>exchange rate</b> of RMB against Hong Kong dollars published by the People's Bank of China for <b>five working days</b> prior to the declaration of payment of such dividends.
159	<b>Article 167.....</b>  The receiving agents appointed by the Company shall satisfy the <b>relevant requirements of the laws of the place and relevant regulations of the stock exchange where the Company's shares are listed</b> . The receiving agents appointed on behalf of holders of <b>overseas-listed foreign-invested shares listed on the Hong Kong Stock Exchange</b> shall be a company registered as a trust company under the <b>Trustee Ordinance of Hong Kong</b> .	<b>Article 159.....</b>  The receiving agents appointed by the Company shall satisfy the requirements of <b>securities regulatory provisions of the place where the shares of the Company are listed</b> .

**APPENDIX I**

**DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
160	<b>Article 168</b> The Company shall implement an internal audit system, <b>and shall retain full-time auditors to conduct internal audit of its income and expenditure and economic activities.</b>	<b>Article 160</b> The Company shall implement an internal audit system, <b>which specifies the leadership system, duties and responsibilities, staffing, financial security, application of audit results, and accountability for internal audit work, etc.</b>
161	<b>Article 169</b> The internal audit system <b>and duties of the internal auditors</b> of the Company shall be implemented upon <b>the approval by the board of directors. The chief auditor shall be accountable and report his/her work to the board of directors.</b>	The internal audit system of the Company shall be implemented upon approval by the board of directors <b>and shall be disclosed to the public.</b>
162	None	<b>Article 161</b> The Company's internal audit department shall conduct supervision and inspection on the Company's business activities, risk management, internal control and financial information, etc.
163	None	<b>Article 162</b> The internal audit department shall be accountable to the board of directors.  When conducting supervision and inspection on the Company's business activities, risk management, internal control, and financial information, the internal audit department shall be subject to the supervision and guidance of the audit committee. If the internal audit department discovers any material issues or leads, it shall immediately report the same directly to the audit committee.
164	None	<b>Article 163</b> The Company's internal audit department shall be responsible for the specific organization and implementation of the internal control assessment. Based on the assessment report issued by the internal audit department and considered by the audit committee, together with relevant materials, the Company shall issue an annual internal control assessment report.

**APPENDIX I**

**DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
165	None	<b>Article 164</b> When the audit committee communicates with accounting firms, national audit institutions, or other external audit entities, the internal audit department shall actively cooperate and provide the necessary support and assistance.
166	None	<b>Article 165</b> The audit committee shall participate in the appraisal of the person in charge of the internal audit.
167	<p><b>Article 170</b> The Company shall appoint an accounting firm which complies with the requirements under the Securities Law and the <b>listing rules of the place(s) where the Company is listed</b> to audit the accounting statements, carry out net asset verifications and provide other related consulting services.</p> <p>The appointment, dismissal or non-renewal of engagement of an accounting firm shall be decided by the general meetings.</p>	<p><b>Article 166</b> The Company shall appoint an accounting firm which complies with the requirements under the Securities Law and <b>securities regulatory provisions of the place where the shares of the Company are listed</b> to audit the accounting statements, carry out net asset verifications and provide other related consulting services.</p> <p>The appointment, dismissal or non-renewal of engagement of an accounting firm shall be decided by the general meetings. <b>The board of directors shall not appoint an accounting firm before a resolution is passed by the general meeting.</b></p>
168	<b>Article 171</b> The term of office of an accounting firm appointed by the Company shall be one year commencing from the conclusion of the annual general meeting and expiring at the conclusion of the next annual general meeting of the Company. At the expiration of its term of appointment, it may be reappointed.	<b>Article 167</b> The term of office of an accounting firm appointed by the Company shall be one year commencing from the conclusion of the annual general meeting and expiring at the conclusion of the next annual general meeting of the Company. At the expiration of its term of appointment, it may be reappointed.
169	<b>Article 173</b> <b>Before the holding of the general meeting, the board of directors may fill any casual vacancy in the office of the accounting firm; however, if there are other accounting firms holding the position of accounting firm of the Company while such vacancy persists, such accounting firms may continue to act.</b>	Deleted

**APPENDIX I**

**DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
170	<p><b>Article 172</b> The accounting firm appointed by the Company shall have the following rights:</p> <p>(1) a right to inspect at any time the books, records and vouchers of the Company, and to require the directors, general manager or other senior management of the Company to provide any relevant information and explanation thereof;</p> <p>(2) a right to require the Company to take all reasonable steps to obtain from its subsidiaries such information and explanation as are necessary for the performance of duties by such accounting firm;</p> <p>(3) a right to attend general meetings and to receive all notices of, and other communications relating to, any general meeting which any shareholder is entitled to receive, and to be heard at any general meeting in relation to matters concerning its role as the accounting firm of the Company.</p>	<p><b>Article 168</b> The Company ensures to provide authentic and complete accounting vouchers, accounting books, financial accounting reports and other accounting materials to the engaged accounting firm, without withholding, concealment or falsification.</p>
171	<p><b>Article 174</b> The general meeting may, by way of ordinary resolution, remove an accounting firm before the expiration of its office, notwithstanding the stipulations in the contract between the Company and the firm, but without prejudice to the firm's right to claim, if any, for damages in respect of such removal.</p>	<p><b>Article 169</b> The general meeting may, by way of ordinary resolution, remove an accounting firm before the expiration of its office, notwithstanding the stipulations in the contract between the Company and the firm, but without prejudice to the firm's right to claim, if any, for damages in respect of such removal.</p>
172	<p><b>Article 175</b> The remuneration of an accounting firm <b>or the manner in which such firm is to be remunerated</b> shall be determined by the general meeting. <b>The remuneration of an accounting firm appointed by the board of directors to fill in vacancy shall be determined by the board of directors, subject to the approval of the general meeting.</b></p>	<p><b>Article 170</b> The audit fee of an accounting firm shall be determined by the general meeting.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
173	<p><b>Article 176</b> Prior to the removal or the non-renewal of the appointment of an accounting firm, a ten <b>days</b> prior notice of such removal or non-renewal shall be given to such firm and such firm shall be <b>entitled</b> to make representation <b>at</b> the general meeting. Where the accounting firm resigns from its post, it shall make clear to the general meeting whether there has been any impropriety on the part of the Company.</p>	<p><b>Article 171</b> Upon the removal or the non-renewal of the appointment of an accounting firm, a ten-<b>day</b> prior notice of such removal or non-renewal shall be given to such firm and such firm shall be <b>permitted</b> to make representation <b>when</b> the general meeting <b>votes on the removal of the accounting firm</b>. Where the accounting firm resigns from its post, it shall make clear to the general meeting whether there has been any impropriety on the part of the Company.</p>
174	<p><b>Article 193</b> Unless otherwise prescribed in applicable laws, regulations <b>and/or relevant listing rules</b>, notices of the Company shall be given by the following means:</p> <p>.....</p> <p>Unless otherwise specified in <b>relevant listing rules</b> or these Articles of Association, notices, information or written statements sent by the Company to holders of overseas-listed foreign-invested shares must be delivered by <b>electronic means</b> by default; a holder of overseas-listed foreign-invested shares may also choose in writing to receive the printed copy of the aforementioned documents by post.</p>	<p><b>Article 172</b> Unless otherwise prescribed in applicable laws, regulations <b>and the securities regulatory provisions of the place where shares of the Company are listed</b>, notices of the Company shall be given by the following means:</p> <p>.....</p> <p>Unless otherwise specified in <b>securities regulatory provisions of the place where the shares of the Company are listed</b> or these Articles of Association, notices, information or written statements sent by the Company to holders of overseas-listed foreign-invested shares must be delivered by <b>public announcement or by email</b> by default; a holder of overseas-listed foreign-invested shares may also choose in writing to receive the printed copy of the aforementioned documents by post.</p>
175	<p><b>Article 195</b> The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions passed at the meeting.</p>	<p><b>Article 174</b> The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions passed at the meeting.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
176	<p><b>Article 196</b> Unless otherwise provided, any notice or report required or permitted to be given by public announcement under the Articles of Association must be published by the Company in at least one newspaper with national circulation approved by the State Council securities regulatory authorities and in other Chinese newspapers specified by the board of directors, <b>and must be simultaneously published on the same day in English and Chinese languages, respectively, in at least one major English and one major Chinese newspaper in Hong Kong.</b></p>	<p><b>Article 175</b> Unless otherwise provided, for any notice or report required or permitted to be given by public announcement under the Articles of Association, the Company shall perform its obligations of information disclosure in accordance with the securities regulatory provisions of the place where the shares of the Company are listed, and shall publish announcement in at least one newspaper with national circulation designated by the State Council securities regulatory authorities and in other Chinese newspapers specified by the board of directors.</p>
177	<p><b>Article 177</b> The Company may carry out mergers or divisions in accordance with the law.</p> <p>In the event that the Company is merged or divided, the board of directors of the Company shall take necessary measures to safeguard the legitimate rights and interests of those shareholders who oppose the merger or division.</p> <p><b>Shareholders who oppose the plan of merger or division of the Company shall have the right to request that the Company or the shareholders who consent to such plan purchase their shares at a fair price.</b></p> <p><b>A special document of the Company's resolution on the merger or division should be prepared for inspection by the shareholders.</b></p>	<p><b>Article 176</b> The Company may carry out mergers or divisions in accordance with the law.</p> <p>In the event that the Company is merged or divided, the board of directors of the Company shall take necessary measures to safeguard the legitimate rights and interests of those shareholders who oppose the merger or division.</p>

No.	Before amendments	After amendments
178	<p><b>Article 178</b> The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company.</p> <p>In the event of a merger, the parties to the merger shall enter into a merger agreement and prepare balance sheets and inventories of assets. The Company shall notify its creditors within ten (10) days of the date of the Company's resolution on merger and shall make <b>newspaper announcement</b> within thirty (30) days of the date of the Company's resolution on merger.</p> <p>After the merger, the respective claims and liabilities of the parties to the merger shall be taken over by the continuing company or the newly established company.</p>	<p><b>Article 177</b> The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company.</p> <p><b>Merger by absorption refers to a company absorbing another company, in which the company being absorbed shall be dissolved. Merger by establishment of a new company refers to establishing a new company by merging two or more companies, whereby the merging parties shall be dissolved.</b></p> <p>In the event of a merger, the parties to the merger shall enter into a merger agreement and prepare balance sheets and inventories of assets. The Company shall notify its creditors within ten (10) days of the date of the Company's resolution on merger and shall make <b>an announcement in a newspaper or through the National Enterprise Credit Information Publicity System</b> within thirty (30) days of the date of the Company's resolution on merger.</p> <p><b>A creditor shall have the right, within thirty (30) days of the date of receipt of the notice from the Company or, in case of a creditor who has not received such notice, within forty-five (45) days of the date of the public announcement, to demand the Company to repay its debts or provide a corresponding guarantee.</b></p> <p>After the merger, the respective claims and liabilities of the parties to the merger shall be taken over by the continuing company or the newly established company.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
179	None	<p><b>Article 178</b> Where the consideration paid for the merger does not exceed 10% of the Company's net assets, it may be carried out without a resolution of the general meeting, unless otherwise provided in the Articles of Association or by the securities regulatory provisions of the place where the shares of the Company are listed.</p> <p>Where a merger is carried out by the Company without a resolution of the general meeting in accordance with the preceding paragraph, it shall be subject to a resolution of the board of directors.</p>
180	<p><b>Article 179</b> When the Company is divided, its assets shall be split up accordingly.</p> <p>In the event of a division of the Company, <b>all the parties involved shall execute a division agreement and prepare</b> balance sheets and inventories of assets. The Company shall notify its creditors within ten (10) days of the date of the Company's resolution on division and shall make newspaper announcement within thirty (30) days of the date of the Company's resolution on division.</p> <p>Debts incurred by the Company before its division shall be jointly borne by the companies after the division, unless otherwise agreed by the Company and creditors on settling liabilities in writing prior to such division.</p>	<p><b>Article 179</b> When the Company is divided, its assets shall be split up accordingly.</p> <p>In the event of a division of the Company, <b>the</b> balance sheets and inventories of assets <b>shall be prepared</b>. The Company shall notify its creditors within ten (10) days of the date of the Company's resolution on division and shall make an announcement in a newspaper <b>or through the National Enterprise Credit Information Publicity System</b> within thirty (30) days of the date of the Company's resolution on division.</p> <p>Debts incurred by the Company before its division shall be jointly borne by the companies after the division, unless otherwise agreed by the Company and creditors on settling liabilities in writing prior to such division.</p>

No.	Before amendments	After amendments
181	None	<p><b>Article 180</b> The Company shall prepare a balance sheet and an inventory of assets when it reduces its registered capital.</p> <p>The Company shall notify its creditors within ten (10) days from the date of the general meeting's resolution on reduction of registered capital and shall publish an announcement in a newspaper or through the National Enterprise Credit Information Publicity System within thirty (30) days from the date of such resolution. A creditor shall have the right, within thirty (30) days of the date of receipt of the notice from the Company or, in case of a creditor who has not received such notice, within forty-five (45) days of the date of the public announcement, to demand the Company to repay its debts or provide a corresponding guarantee for such debt.</p> <p>When the Company reduces its registered capital, the amount of capital contributions or shares shall be reduced in proportion to the shares held by its shareholders, except in the following circumstances:</p> <p>(1) Where otherwise provided by the Company Law or other laws and regulations;</p> <p>(2) After the reduction of registered capital by the Company is considered and approved at the general meeting in accordance with the Articles of Association, the reduction of registered capital by the Company is not subject to the restriction of proportional reduction, and the Company may carry out targeted capital reduction.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
182	None	<p>Article 181 Where the Company still incurs losses after making up its losses in accordance with paragraph 2 of Article 156 herein, it may reduce its registered capital to make up for the losses. If the registered capital is reduced to make up for losses, the Company shall not make distribution to its shareholders, nor exempt the shareholders from their obligation to make capital contribution or calls on share.</p> <p>The provisions of the paragraph 2 of Article 180 herein shall not apply to the reduction in the registered capital in accordance with the preceding paragraph. The Company shall publish an announcement on the newspaper(s) or through the National Enterprise Credit Information Publicity System within thirty (30) days from the date of the resolution on the reduction of its registered capital at the general meeting.</p> <p>After reducing its registered capital in accordance with the provisions in the preceding two paragraphs, the Company shall not distribute profits until the cumulative amount of its statutory reserve and discretionary reserve reaches 50% of its registered capital.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
183	None	<p><b>Article 182</b> If the reduction of the registered capital is in violation of the Company Law and other relevant provisions, shareholders shall return the funds they have received and the reduced capital contribution of the shareholders shall be restored to its original amount; in case of losses caused to the Company, the shareholders and the liable directors and senior management shall be liable for compensation.</p>
184	None	<p><b>Article 183</b> When the Company issues new shares to increase its registered capital, shareholders shall not have pre-emptive rights, unless otherwise provided in the Articles of Association, or by the securities regulatory provisions of the place where the shares of the Company are listed, or unless such pre-emptive rights are granted to shareholders by a resolution at the general meeting.</p>
185	<p><b>Article 180</b> When the merger or division of the Company involves changes in registered particulars, such changes shall be registered with the company registration authority in accordance with law. When the Company dissolves, the Company shall cancel its registration in accordance with law. When a new company is established, its establishment shall be registered in accordance with law.</p>	<p><b>Article 184</b> When the merger or division of the Company involves changes in registered particulars, such changes shall be registered with the company registration authority in accordance with the law. When the Company dissolves, the Company shall cancel its registration in accordance with the law. When a new company is established, its establishment shall be registered in accordance with the law.</p> <p><b>Where the Company increases or reduces its registered capital, it shall complete the change registration with the company registration authority in accordance with the law.</b></p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
186	<p><b>Article 183</b> The Company shall be dissolved if:</p> <p><b>(1) business term specified in the Articles of Association expires or other dissolution reasons as stipulated in the Articles of Association occur;</b></p> <p>(2) a resolution on dissolution is passed by the general meeting;</p> <p>.....</p> <p>(5) where the Company gets into serious trouble in operation and management and its continuation may cause substantial loss to the interests of its shareholders, and no solution can be found through any other channel, shareholders representing 10% or more of the <b>total</b> voting rights of the Company may request the people's court to dissolve the Company, <b>and the Company is so dissolved according to law.</b></p>	<p><b>Article 185</b> The Company shall be dissolved if:</p> <p>(1) a resolution on dissolution is passed by the general meeting;</p> <p>.....</p> <p>(4) where the Company gets into serious trouble in operation and management and its continuation may cause substantial loss to the interests of its shareholders, and no solution can be found through any other channel, shareholders representing 10% or more of the voting rights of the Company may request the people's court to dissolve the Company.</p> <p><b>If any of the grounds for dissolution as specified in the preceding paragraph arises, the Company shall announce the ground for dissolution through the National Enterprise Credit Information Publicity System within ten (10) days.</b></p>
187	None	<p><b>Article 186</b> Under the circumstance described in subparagraph (1) of Article 185 in the Articles of Association, if no property has been distributed to its shareholders, the Company may continue to exist by amending the Articles of Association or by a resolution of the general meeting.</p> <p><b>Where an amendment to the Articles of Association or a resolution of the general meeting is made in accordance with the preceding paragraph, it shall be approved by two-thirds or more of the voting rights held by the shareholders attending the general meeting.</b></p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
188	<p><b>Article 184</b> Where the Company is dissolved under subparagraphs (1), (2), (4) and (5) of the preceding Article, a liquidation committee shall be set up within fifteen (15) days from the occurrence of the dissolution events, to carry out a liquidation, <b>and members of liquidation committee shall be determined by shareholders at a general meeting by way of ordinary resolution.</b> If a liquidation committee is not set up within the specified period to carry out liquidation procedures, creditors may apply to the people's court for appointment of relevant persons to form a liquidation committee so as to proceed with the liquidation.</p>	<p><b>Article 187</b> Where the Company is dissolved under subparagraphs (1), (3) and (4) of Article 185 herein, it shall be liquidated. Directors shall be the <b>liquidation obligors of the Company</b>, and a liquidation committee shall be set up within fifteen (15) days from the occurrence of the dissolution events to carry out the liquidation.</p> <p>The liquidation committee shall be composed of the directors, unless otherwise provided in the Articles of Association or unless the general meeting resolves to designate other persons. Members of the liquidation committee shall perform their liquidation duties with loyalty and due diligence. If any member of the liquidation committee fails to duly perform such duties, thereby causing losses to the Company, they shall be liable for compensation; if losses are caused to creditors due to willful misconduct or gross negligence, they shall be liable for compensation.</p> <p>Where a liquidation obligor fails to perform liquidation obligations in a timely manner, resulting in losses to the Company or its creditors, he/she shall be liable for compensation.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
189	<p><b>Article 185</b> The liquidation committee shall notify creditors within ten (10) days from the date of its establishment and make a public announcement in the newspapers within sixty (60) days of that date. Creditors shall, within thirty (30) days as of the receipt of the notice or within forty-five (45) days as of the publications of the public announcement in the case of failing to receiving the notice, declare credits against the liquidation committee.</p> <p>.....</p>	<p><b>Article 189</b> The liquidation committee shall notify creditors within ten (10) days from the date of its establishment and make a public announcement in the newspapers <b>or through National Enterprise Credit Information Publicity System</b> within sixty (60) days of that date. Creditors shall, within thirty (30) days from the date of receipt of the notice or within forty-five (45) days from the date of the public announcement in the case of failing to receive the notice, declare credits against the liquidation committee</p> <p>.....</p>
190	<p><b>Article 187</b> After ascertaining the Company's assets and preparing a balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and submit the same to a general meeting or the people's court for confirmation.</p> <p>Pursuant to relevant laws and administrative regulations of the PRC, the assets of the Company shall be applied for liquidation in the following order of priority:</p> <p>(1) liquidation costs;</p> <p>(2) outstanding salaries payable to the employees of the Company;</p> <p>(3) social insurance premiums and statutory compensation;</p> <p>(4) outstanding taxes;</p> <p>(5) debts of the Company.</p> <p><b>If there are no applicable laws or regulations, such liquidation shall be carried out in an order as deemed fair and reasonable by the liquidation committee.</b></p> <p>.....</p>	<p><b>Article 190</b> After ascertaining the Company's assets and preparing a balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and submit the same to a general meeting or the people's court for confirmation.</p> <p>Pursuant to relevant laws and administrative regulations of the PRC, the assets of the Company shall be applied for liquidation in the following order of priority:</p> <p>(1) liquidation costs;</p> <p>(2) outstanding salaries payable to the employees of the Company;</p> <p>(3) social insurance premiums and statutory compensation;</p> <p>(4) outstanding taxes;</p> <p>(5) debts of the Company.</p> <p>.....</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
191	<p><b>Article 188</b> If the liquidation committee, after ascertaining the Company's assets and preparing a balance sheet and an inventory of assets, discovers that the Company's assets are insufficient to repay its debts, it shall apply to the people's court for <b>a declaration of</b> bankruptcy according to laws.</p> <p>After <b>the Company is declared</b> bankrupt by a <b>ruling</b> of the people's court, the liquidation committee shall transfer the liquidation matters to the people's court.</p>	<p><b>Article 191</b> If the liquidation committee, after ascertaining the Company's assets and preparing a balance sheet and an inventory of assets, discovers that the Company's assets are insufficient to repay its debts, it shall apply to the people's court for <b>bankruptcy liquidation</b> according to laws.</p> <p>After the people's court <b>accepts the application</b> for bankruptcy, the liquidation committee shall transfer the liquidation matters to the <b>bankruptcy administrator designated</b> by the people's court.</p> <p><b>Where the Company is declared bankrupt according to laws, the Company shall implement bankruptcy liquidation according to laws relating to bankruptcy of enterprises.</b></p>
192	<p><b>Article 189</b> Following the completion of liquidation, the liquidation committee shall prepare a report on liquidation and then submit to the general meeting or the people's court for confirmation and submit to the Company registration authority to apply for company de-registration, <b>and announce the Company's termination.</b></p>	<p><b>Article 192</b> Following the completion of liquidation, the liquidation committee shall prepare a report on liquidation and then submit to the general meeting or the people's court for confirmation and submit to the Company registration authority to apply for company de-registration.</p>

No.	Before amendments	After amendments
193	<p>Article 181 The Company formulates its systems regarding labour management, wages and welfare and social insurance in accordance with the Labour Law of the People's Republic of China, and other relevant laws and administrative regulations of the PRC:</p> <p>(1) The Company implements a contract system for employees of all levels. The Company may decide by itself on its staffing, and may exercise its own discretion to recruit and dismiss management personnel as well as other employees in accordance with law;</p> <p>(2) The Company shall have the right to, based on its own economic efficiency, decide by itself the levels of wages and welfare benefits for all levels of management personnel and other employees to the extent as provided for in the relevant administrative regulations;</p> <p>(3) The Company shall arrange for medical insurance, retirement insurance, labour insurance, retirement insurance, unemployment insurance and other social insurance for its employees in accordance with relevant regulations of the central and local governments, and thus ensure labour protection.</p>	<p>Article 193 The Company shall abide by national laws, administrative regulations, and departmental rules on work safety, emergency management, and occupational health (labour protection), and implement relevant national policies to achieve work safety and protect the legitimate rights and interests of workers. The Company shall formulate labour, personnel, and wage systems in light of operational needs in accordance with national laws, administrative regulations, departmental rules, and policies on labour and human resources. The Company shall, based on its actual situation, establish selection and employment mechanisms that meet market-oriented requirements such as open recruitment of employees, election and competitive recruitment of management personnel, adjustment of underperforming staff and dismissal of the incompetent. Meanwhile, the Company shall establish a market-competitive remuneration system for key core talents, and optimize and make full use of medium-term and long-term incentive policies.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
194	None	<p><b>Article 194</b> The Company shall, in accordance with the law, improve a democratic management system with the employees' congress as its basic form, promote openness in factory affairs and operations, and ensure employees' rights to information, participation, expression, and supervision. Major decisions shall be made after soliciting employees' opinions, and major issues concerning employees' vital interests must be considered by the employees' congress or general meeting of employees.</p>
195	None	<p><b>Article 195</b> The Company shall uphold and improve the system of employee representative directors to ensure that employee representatives have the right to orderly participate in corporate governance.</p>
196	<p><b>Article 182</b> The Company sets up the labour union organization. Employees are entitled to participate in labour union activities in accordance with PRC laws. The labour union committee of the Company shall be democratically elected by the congress of member representatives of the labor union. The Company shall appropriate and use labor union expenditures in accordance with relevant laws and regulations.</p>	<p><b>Article 196</b> Employees of the Company shall, in accordance with the Trade Union Law of the People's Republic of China, organize trade unions, carry out trade union activities, and safeguard the legitimate rights and interests of employees. The Company shall provide necessary conditions for the trade union to carry out its activities.</p>
197	<p><b>Article 190</b> The Company may amend these Articles of Association in accordance with laws, administrative regulations and these Articles of Association.</p>	<p><b>Article 197</b> The Company may amend these Articles of Association in accordance with laws, administrative regulations and these Articles of Association, subject to approval by a special resolution of the general meeting.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before amendments</b>	<b>After amendments</b>
198	<p><b>Article 191</b> The Company shall amend the Articles of Association under any of the following situations:</p> <p>.....</p> <p>(3) the general meeting resolves to amend the Articles of Association.</p>	<p><b>Article 198</b> The Company shall amend the Articles of Association under any of the following situations:</p> <p>.....</p> <p>(3) the general meeting resolves to amend the Articles of Association.</p>
199	<p><b>Article 192</b> Any amendment to the Articles of Association subject to approval by competent authorities must be submitted to the competent authorities for approval. If there is any change relating to the registered particulars of the Company, change of registration shall be made in accordance with laws.</p> <p>Any amendment to the Articles of Association shall be subject to announcement if so required to be disclosed by laws and <b>administrative</b> regulations.</p>	<p><b>Article 199</b> Any amendment to the Articles of Association <b>passed by resolutions at the general meeting and</b> subject to approval by competent authorities must be submitted to the competent authorities for approval. If there is any change relating to the registered particulars of the Company, change of registration shall be made in accordance with laws.</p> <p><b>The board of directors shall amend these Articles of Association according to the resolutions of the general meeting and the opinions of the relevant competent authority.</b></p> <p>Any amendment to the Articles of Association shall be subject to announcement if so required to be disclosed by laws and regulations.</p>
200	<p><b>Article 197</b> For the purposes of these Articles of Association, the term “accounting firm” shall have the same meaning as the term “auditor”.</p>	Deleted

No.	Before amendments	After amendments
201	None	<p><b>Article 200 Definitions:</b></p> <p>(1) A “controlling shareholder” means the shareholder whose shares account exceeds 50% of the total share capital of a joint stock limited company; or the shareholder who holds not more than 50% of the shares, but whose voting rights are sufficient to have a significant impact on the resolution of the general meeting according to the shares held.</p> <p>(2) A “de facto controller” means a natural person, a legal person or other organizations, who can actually control the activities of the Company through an investment relationship, agreement, or other arrangement.</p> <p>(3) “connected relationship” means the relationship between the controlling shareholder, de facto controller, directors or senior management, and enterprises directly or indirectly controlled by them, as well as other relationships which may possibly cause the transfer of the Company’s interests. However, state-owned enterprises will not be regarded as having connected relationship simply because they are commonly controlled by the state.</p>
202	<p><b>Article 198</b> These Articles of Association are written in Chinese and English; both versions carry the same validity. <b>In case of any discrepancies</b> between the two versions, the Chinese version shall prevail.</p>	<p><b>Article 201</b> These Articles of Association are written in Chinese and English; both versions carry the same validity. <b>In the event of any discrepancy</b> between the two versions <b>or among different versions of the Articles of Association</b>, the Chinese version <b>most recently approved by the general meeting and approved by, registered and filed with competent administration for market regulation</b> shall prevail.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Before amendments	After amendments
203	None	<b>Article 203</b> Matters not covered in these Articles of Association shall be implemented in accordance with the relevant provisions of laws, regulations, normative documents, and the securities regulatory provisions of the place where the Shares of the Company are listed. In the event of any inconsistency between these Articles of Association and the relevant provisions of laws, regulations, normative documents, and the securities regulatory provisions of the place where the Shares of the Company are listed, the relevant provisions of laws, regulations, normative documents, and the securities regulatory provisions of the place where the Shares of the Company are listed shall prevail.
204	<b>Article 200</b> The terms “not less than”, “within” and “not more than” in these Articles of Association shall include the number itself; and the terms “more than half of”, “less than”, “other than”, and “more than” shall not include the number itself.	<b>Article 204</b> The terms “not less than”, “within” and “not more than” in these Articles of Association shall include the number itself; and the terms “more than half of”, “less than”, “other than”, and “more than” shall not include the number itself.
205	<b>Article 201</b> The appendices to these Articles of Association include the Rules of Procedures for General Meetings, the Rules of Procedures for the Board of Directors, and the Rules of Procedures for the Supervisory Committee.	<b>Article 205</b> The appendices to these Articles of Association include the Rules of Procedures for General Meetings and the Rules of Procedures for the Board of Directors.

Note: In addition to the above table, in case of any changes to the numbering sequence of articles due to the addition, deletion, or rearrangement of certain articles, the article numbers in the amended Articles of Association shall be either extended or reduced sequentially. Cross-referenced article numbers shall also be adjusted correspondingly.

**COMPARISON TABLE OF AMENDMENTS TO THE RULES OF PROCEDURES  
FOR THE GENERAL MEETINGS OF HUADIAN POWER INTERNATIONAL  
CORPORATION LIMITED\***

No.	Before amendments	After amendments
1	<p><b>Article 1</b> In order to safeguard the legitimate interests of Huadian Power International Corporation Limited (the “Company”) and its shareholders, to specify the duties, responsibilities and authorities of the general meeting, to ensure the proper, efficient and smooth operation of the general meeting and to ensure the general meeting exercises its functions and powers according to laws, these Rules are formulated according to laws and regulations including the Company Law of the People’s Republic of China (the “Company Law”), the Guidelines for the Articles of Association of Listed Companies, the Standards for Corporate Governance of Listed Companies, the Rules of General Meetings of Listed Companies, as well as the <b>requirements of the rules governing the listing of relevant securities or shares on the stock exchanges (including but not limited to The Stock Exchange of Hong Kong Limited and the Shanghai Stock Exchange) where the Company’s shares are listed (collectively as the “Listing Rules”)</b> and the Articles of Association of Huadian Power International Corporation Limited (the “Articles of Association”).</p>	<p><b>Article 1</b> In order to safeguard the legitimate interests of Huadian Power International Corporation Limited (the “Company”) and its shareholders, to specify the duties, responsibilities and authorities of the general meeting, to ensure the proper, efficient and smooth operation of the general meeting and to ensure the general meeting exercises its functions and powers according to laws, these Rules are formulated according to laws and regulations including the Company Law of the People’s Republic of China (the “Company Law”), the Guidelines for the Articles of Association of Listed Companies, the Standards for Corporate Governance of Listed Companies, the Rules of General Meetings of Listed Companies, as well as the <b>securities regulatory provisions of the places where the shares of the Company are listed</b> and the Articles of Association of Huadian Power International Corporation Limited (the “Articles of Association”).</p>
2	<p><b>Article 2</b> These Rules apply to the general meetings of the Company and shall be binding on the Company, its shareholders, proxies of the shareholders attending such general meetings, directors, <b>supervisors</b> and other relevant personnel present at such general meetings.</p>	<p><b>Article 2</b> These Rules apply to the general meetings of the Company and shall be binding on the Company, its shareholders, proxies of the shareholders attending such general meetings, directors and other relevant personnel present at such general meetings.</p>

No.	Before amendments	After amendments
3	<b>Article 3</b> The Company shall, through various ways and means, including modern information technology methods such as providing online voting platforms, increase the proportion of shareholders participating in the general meeting, presupposed by the legibility and validity of such general meetings and without prejudice to the legitimate rights and interests of domestic and overseas shareholders. The time and venue selected for convening the general meeting shall be convenient to shareholders' participation as far as possible.	<b>Article 3</b> The Company shall, through various ways and means, including modern information technology methods such as providing online voting platforms, increase the proportion of shareholders participating in the general meeting, presupposed by the legibility and validity of such general meetings and without prejudice to the legitimate rights and interests of domestic and overseas shareholders. The time and venue selected for convening the general meeting shall be convenient to shareholders' participation as far as possible.
4	<b>Article 4</b> The board of directors of the Company (the "board of directors") shall organize the general meeting in strict compliance with all requirements on holding such general meeting set out in relevant laws, regulations and the Articles of Association. The directors of the Company shall not prevent the general meeting exercising its functions and powers according to laws.	<b>Article 4</b> The board of directors of the Company (the "board of directors") shall organize the general meeting in strict compliance with all requirements on holding such general meeting set out in relevant laws, regulations and the Articles of Association. The directors of the Company shall not prevent the general meeting <b>from</b> exercising its functions and powers according to laws.
5	<b>Article 5</b> All shareholders who lawfully and effectually hold the Company's shares and whose names appear on the register of members on the <b>shareholding</b> record date are entitled to attend the general meeting in person or by proxy, and shall enjoy various rights thereat according to laws, including the right to be informed, the right to speak, question and vote.	<b>Article 5</b> All shareholders who lawfully and effectually hold the Company's shares and whose names appear on the register of members on the record date are entitled to attend the general meeting in person or by proxy, and shall enjoy various rights thereat according to laws, including the right to be informed, the right to speak, question and vote.
6	<b>Article 6</b> Shareholders and their proxies attending the general meeting shall comply with the relevant laws, regulations, the Articles of Association and these Rules to maintain the order of the meeting conscientiously. The legitimate rights and interests of other shareholders shall not be infringed upon.	<b>Article 6</b> Shareholders and their proxies attending the general meeting shall comply with the relevant laws, regulations, the Articles of Association and these Rules to maintain the order of the meeting conscientiously. The legitimate rights and interests of other shareholders shall not be infringed upon.

No.	Before amendments	After amendments
7	<b>Article 7</b> The Securities Affairs Department of the Company is responsible for various preparation and organization work for holding the general meeting.	<b>Article 7</b> The Securities Affairs Department of the Company is responsible for various preparation and organization work for holding the general meeting.
8	<b>Article 8</b> The general meeting shall be held by adhering to the principles of cost-saving and simplicity. No additional economic benefits shall be granted to the shareholders (or their proxies) attending such meetings.	<b>Article 8</b> The general meeting shall be held by adhering to the principles of cost-saving and simplicity. No additional economic benefits shall be granted to the shareholders (or their proxies) attending such meetings.
9	<b>Article 9</b> General meetings can be classified as annual general meetings ( <b>the “AGM”</b> ) and extraordinary general meetings.	<b>Article 9</b> General meetings can be classified as annual general meetings and extraordinary general meetings.
10	<p><b>Article 10</b> The AGM is held once every year and shall be held within six months from the end of the preceding financial year.</p> <p>Where an <b>AGM</b> cannot be held within the aforesaid time limit, the Company shall report to the local office of the China Securities Regulatory Commission (the “CSRC”) in the place where the Company is located as well as the stock exchange <b>on which</b> the Company’s shares are listed <b>and traded</b>, giving reasons therefor, and making an announcement accordingly.</p>	<p><b>Article 10</b> An <b>annual general meeting</b> is held once every year and shall be held within six months from the end of the preceding financial year.</p> <p>Where an <b>annual general meeting</b> cannot be held within the aforesaid time limit, the Company shall report to the local office of the China Securities Regulatory Commission (the “CSRC”) in the place where the Company is located as well as the stock exchange <b>of the place where</b> the Company’s shares are listed, giving reasons therefor, and making an announcement accordingly.</p>

No.	Before amendments	After amendments
11	<p><b>Article 11</b> Extraordinary general meetings are held <b>from time to time</b>. The Company shall hold an extraordinary general meeting within two months from the date of the occurrence of one of the following circumstances:</p> <p>(1) the number of directors is less than the quorum required by the Company Law or two-thirds of the number of directors specified in the Articles of Association;</p> <p>(2) the unrecovered losses of the Company amount to one-third of the total amount of its <b>paid-up</b> share capital;</p> <p>(3) shareholders individually or jointly holding 10% or more of the Company's shares request for the convening of an extraordinary general meeting;</p> <p>(4) the board of directors deems necessary;</p> <p>(5) the <b>supervisory committee</b> so requests;</p> <p>(6) such other circumstances as provided for by laws, administrative regulations, departmental rules or the Articles of Association.</p> <p>The number of shares held as stated in sub-paragraph (3) above shall be calculated as at the date of written request of the shareholders.</p> <p>If the Company cannot hold an extraordinary general meeting within the aforesaid time limit, it shall be dealt with in accordance with paragraph 2 of Article 10 herein.</p>	<p><b>Article 11</b> Extraordinary general meetings are held <b>on an ad hoc basis</b>. The Company shall hold an extraordinary general meeting within two months from the date of the occurrence of one of the following circumstances:</p> <p>(1) the number of directors is less than the quorum required by the Company Law or two-thirds of the number of directors specified in the Articles of Association;</p> <p>(2) the unrecovered losses of the Company amount to one-third of the total amount of its share capital;</p> <p>(3) shareholders individually or jointly holding 10% or more of the Company's shares (<b>including preference shares with restored voting rights</b>) request for the convening of an extraordinary general meeting;</p> <p>(4) the board of directors deems necessary;</p> <p>(5) the <b>audit committee</b> so requests;</p> <p>(6) such other circumstances as provided for by laws, administrative regulations, departmental rules or the Articles of Association.</p> <p>The number of shares held as stated in sub-paragraph (3) above shall be calculated as at the date of written request of the shareholders.</p> <p>If the Company cannot hold an extraordinary general meeting within the aforesaid time limit, it shall be dealt with in accordance with paragraph 2 of Article 10 herein.</p>

No.	Before amendments	After amendments
12	None	<p><b>Article 12</b> The board of directors shall convene the general meetings in a timely manner within the periods specified in Articles 10 and 11 of these Rules.</p>
13	None	<p><b>Article 13</b> The venue of the general meeting to be held by the Company shall be the domicile of the Company or such other place as may be specified in the notice of the general meeting.</p> <p>The general meeting will be in the form of physical meeting to be held on-site. The Company shall, in accordance with the provisions of the laws, administrative regulations, the CSRC or the Articles of Association, adopt safe, economical and convenient online and other means to facilitate the participation and voting by shareholders.</p> <p>The Company shall clearly specify the time and procedures for voting via online or other means in the notice of the general meeting.</p> <p>The period for voting via online or other means at the general meeting shall commence not earlier than 3:00 p.m. on the day prior to the holding of the on-site general meeting and not later than 9:30 a.m. on the day of the holding of the on-site general meeting, and shall end not earlier than 3:00 p.m. on the day of the conclusion of the on-site general meeting.</p>

No.	Before amendments	After amendments
14	<b>Article 12</b> The board of directors, independent directors and <b>qualified</b> shareholders (as determined under the <b>criteria made by relevant regulatory authorities from time to time</b> ) or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC may collect voting rights from the <b>Company's</b> shareholders <b>at general meetings</b> . Open collection of voting rights from the Company's shareholders by the said persons shall comply with the provisions of <b>relevant regulatory authorities and the stock exchanges on which</b> the shares of the Company are listed <b>and traded</b> .	<b>Article 14</b> The board of directors, independent directors and shareholders <b>holding 1% or more of the voting</b> shares or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC may <b>publicly</b> collect voting rights from the shareholders, <b>provided that sufficient disclosure of information such as the specific voting preference shall be made to the shareholders from whom voting rights are being solicited</b> . <b>No consideration or other form of de facto consideration shall be involved in the collection of voting rights from shareholders</b> . Save for the statutory requirements, the Company shall not impose any limitation related to <b>minimum shareholdings on the collection of voting rights</b> . Open collection of voting rights from the Company's shareholders by the said persons shall comply with the <b>securities</b> provisions of the <b>place where</b> the shares of the Company are listed.
15	<b>Article 13</b> The board of directors and other conveners shall take necessary measures to safeguard the proper order of the general meeting. The board of directors shall take measures to stop and report in a timely manner to the relevant authorities for investigation any acts of disturbing the general meeting, <b>stirring up fights</b> and causing troubles, and infringing upon shareholders' legitimate rights and interests.	<b>Article 15</b> The board of directors and other conveners shall take necessary measures to safeguard the proper order of the general meeting. The board of directors shall take measures to stop and report in a timely manner to the relevant authorities for investigation any acts of disturbing the general meeting, <b>provoking troubles</b> and causing troubles, and infringing upon shareholders' legitimate rights and interests.

No.	Before amendments	After amendments
16	<p><b>Article 14</b> The Company shall, in connection with the holding of a general meeting, engage lawyers to issue legal opinions in respect of the following matters and make announcements accordingly:</p> <p>(1) whether the procedures for convening and holding the general meeting comply with laws and regulations as well as the Articles of Association;</p> <p>(2) the legality and validity of the qualifications of the attendees and the convener of the meeting;</p> <p>(3) the legality and validity of the voting procedures and results of the voting for the general meeting;</p> <p>(4) legal opinions on other related matters as requested by the Company.</p>	<p><b>Article 16</b> The Company shall, in connection with the holding of a general meeting, engage lawyers to issue legal opinions in respect of the following matters and make announcements accordingly:</p> <p>(1) whether the procedures for convening and holding the general meeting comply with laws and regulations as well as the Articles of Association;</p> <p>(2) the legality and validity of the qualifications of the attendees and the convener of the meeting;</p> <p>(3) the legality and validity of the voting procedures and results of the voting for the general meeting;</p> <p>(4) legal opinions on other related matters as requested by the Company.</p>
17	<p><b>Article 15</b> The general meeting shall exercise the following functions and powers:</p> <p>(1) to determine the Company's operating policies and investment plans;</p> <p>(2) to elect and replace directors and to determine matters relating to the remuneration of directors;</p> <p>(3) to elect and replace supervisors who are not employee's representatives and to determine matters relating to the remuneration of supervisors;</p> <p>(4) to consider and approve the reports of the board of directors;</p>	<p><b>Article 17</b> The general meeting shall exercise the following functions and powers:</p> <p>(1) to elect <b>non-employee representative</b>, replace directors, and to decide on matters relating to the remuneration of directors;</p> <p>(2) to consider and approve the reports of the board of directors;</p> <p>(3) to consider and approve the Company's profit distribution plan and loss recovery plan;</p> <p>(4) to pass resolutions on the increase or reduction of the Company's registered capital;</p>

No.	Before amendments	After amendments
	<p>(5) to consider and approve <b>the reports of the supervisory committee;</b></p> <p><b>(6) to consider and approve the Company's annual financial budget and final accounts;</b></p> <p>(7) to consider and approve the Company's profit distribution plan and loss recovery plan;</p> <p>(8) to pass resolutions on the increase or reduction of the Company's registered capital;</p> <p>(9) to pass resolutions relating to matters including the merger, division, dissolution, liquidation or changing the form of the Company;</p> <p>(10) to pass resolutions on the issuance of bonds by <b>the Company;</b></p> <p>(11) to pass resolutions on the appointment, dismissal or non-reappointment of <b>accounting firms by the Company;</b></p> <p>(12) to amend the Articles of Association;</p> <p>(13) to pass resolutions on transactions relating to the purchases and disposals of the Company's material assets within one year, which exceed 30% of the Company's latest audited total assets;</p> <p>(14) to pass resolutions on guarantees provided to third parties which shall be considered and approved at the general meeting as required by laws, administrative regulations and the Articles of Association;</p>	<p>(5) to pass resolutions relating to matters including the merger, division, dissolution, liquidation or changing the form of the Company;</p> <p>(6) to pass resolutions on the issuance of corporate bonds <b>by the Company;</b></p> <p>(7) to pass resolutions on the appointment, dismissal or non-reappointment of <b>accounting firms that undertake audit engagements for the Company;</b></p> <p>(8) to amend the Articles of Association;</p> <p>(9) to pass resolutions on transactions relating to the purchases and disposals of the Company's material assets within one year, which exceed 30% of the Company's latest audited total assets;</p> <p>(10) to pass resolutions on guarantees provided to third parties which shall be considered and approved at the general meeting as required by laws, administrative regulations and the Articles of Association;</p> <p>(11) to consider and approve matters relating to changes in the use of proceeds raised;</p> <p>(12) to consider share incentive plans and employee share ownership plans;</p> <p>(13) to determine other matters which shall be subject to the resolution of general meetings, as required by laws, administrative regulations, departmental rules, <b>the securities regulatory provisions of the places where the shares of the Company are listed and the Articles of Association.</b></p>

No.	Before amendments	After amendments
	<p>(15) to consider and approve matters relating to changes in the use of proceeds raised;</p> <p>(16) to consider share incentive plans and employee share ownership plans;</p> <p>(17) to determine other matters which shall be subject to the resolution of general meetings, as required by laws, administrative regulations, departmental rules, <b>the Articles of Association and listing rules</b>.</p> <p>The general meeting shall exercise its functions and powers to the extent as permitted by the Company Law and the Articles of Association. It shall not interfere with shareholders in respect of disposal of their own rights.</p>	<p><b>The general meeting may authorize the board of directors to make resolutions on the issuance of corporate bonds.</b></p> <p>The general meeting shall exercise its functions and powers to the extent as permitted by the Company Law and the Articles of Association. It shall not interfere with shareholders in respect of disposal of their own rights.</p>
18	<p><b>Article 16</b> Any guarantees provided to third parties by the Company shall be subject to consideration and approval by the board of directors. The following guarantees shall be submitted to the general meeting for consideration and approval after being considered by the board of directors:</p> <p>(1) any guarantee provided after the total amount of guarantees provided to third parties by the Company and its controlled subsidiaries has exceeded 50% of the Company's latest audited net assets;</p> <p>(2) any guarantee, which when aggregated on a cumulative basis for 12 consecutive months, is in excess of 30% of the Company's latest audited total assets;</p>	<p><b>Article 18</b> Any guarantees provided to third parties by the Company shall be subject to consideration and approval by the board of directors. The following guarantees shall be submitted to the general meeting for consideration and approval after being considered by the board of directors:</p> <p>(1) any guarantee provided after the total amount of guarantees provided to third parties by the Company and its controlled subsidiaries has exceeded 50% of the Company's latest audited net assets;</p> <p>(2) any <b>external</b> guarantee, which when aggregated on a cumulative basis for 12 consecutive months, is in excess of 30% of the Company's latest audited total assets;</p>

No.	Before amendments	After amendments
	<p>(3) a guarantee to be provided in favour of a party with an asset to liability ratio exceeding 70%;</p> <p>(4) a single guarantee in excess of 10% of the Company's latest audited net assets;</p> <p>(5) guarantees to be provided in favour of shareholders, de facto controllers and their related parties;</p> <p>(6) any guarantee provided after the total amount of guarantees provided to third parties by the Company and its controlled subsidiaries has exceeded 30% of the Company's latest audited total assets;</p> <p>(7) other guarantees subject to the consideration and approval of the general meeting as provided in laws, regulations and the Articles of Association.</p>	<p>(3) a guarantee to be provided in favour of a party with an asset to liability ratio exceeding 70%;</p> <p>(4) a single guarantee in excess of 10% of the Company's latest audited net assets;</p> <p>(5) guarantee to be provided in favour of shareholders, de facto controllers and their respective related parties;</p> <p>(6) any guarantee provided after the total amount of guarantees provided to third parties by the Company and its controlled subsidiaries has exceeded 30% of the Company's latest audited total assets;</p> <p>(7) other guarantees subject to the consideration and approval of the general meeting as provided in laws and regulations, <b>the securities regulatory provisions of the places where the shares of the Company are listed</b> and the Articles of Association.</p>
19	None	<p><b>Article 19 Any provision of financial assistance by the Company shall be subject to consideration and approval by the board of directors. The following financial assistance, upon approval by the board of directors, shall further be submitted to the general meetings for approval:</b></p> <p><b>(1) the amount of a single financial assistance exceeds 10% of the Company's latest audited net assets;</b></p> <p><b>(2) the asset-liability ratio of the recipient of financial assistance exceeds 70% according to data from the latest financial statement;</b></p>

No.	Before amendments	After amendments
		<p>(3) the aggregated amount of financial assistance provided in the latest 12 months exceeds 10% of the Company's latest audited net assets;</p> <p>(4) other circumstances as required by the securities regulatory provisions of the places where the shares of the Company are listed or the Articles of Association.</p> <p>Where the recipient of financial assistance is a controlled subsidiary within the Company's consolidated financial statements, and the other shareholders of such controlled subsidiary do not include the Company's controlling shareholder, de facto controller and their related parties, the provisions under the preceding paragraphs shall not apply.</p>
20	<p><b>Article 17</b> Matters to be determined by the general meeting as provided for in laws, administrative regulations, <b>departmental rules</b> and the Articles of Association shall be subject to consideration and approval of the general meeting so as to ensure the right of the Company's shareholders to decide on such matters.</p>	<p><b>Article 20</b> Matters to be determined by the general meeting as provided for in laws, administrative regulations, <b>the securities regulatory provisions of the places where the shares of the Company are listed</b> and the Articles of Association shall be subject to consideration and approval of the general meeting so as to ensure the right of the Company's shareholders to decide on such matters.</p>

No.	Before amendments	After amendments
21	<p><b>Article 18</b> Where necessary and reasonable, a general meeting may authorise the board of directors to determine, within the scope of authorisation as to be granted by such general meeting, specific issues relating to matters which shall be resolved but can not be determined upon immediately at such general meeting.</p> <p>Where the authority granted by the general meeting to the board of directors is related to a matter subject to an ordinary resolution, it shall be passed by votes representing a majority (<b>excluding one-half</b>) of the voting rights held by the shareholders (including their proxies) <b>present at</b> the general meeting; where it is related to a matter subject to a special resolution, it shall be passed by votes representing two-thirds or more of the voting rights held by the shareholders (including their proxies) <b>present at</b> the general meeting. The substance of the authorisation shall be clear and specific.</p>	<p><b>Article 21</b> Where necessary and reasonable, a general meeting may authorise the board of directors to determine, within the scope of authorisation as to be granted by such general meeting, specific issues relating to matters which shall be resolved but can not be determined upon immediately at such general meeting. <b>A general meeting should authorise within the scope of laws, administrative regulations and securities regulatory provisions of the places where the shares of the Company are listed.</b></p> <p>Where the authority granted by the general meeting to the board of directors is related to a matter subject to an ordinary resolution, it shall be passed by votes representing a majority of the voting rights held by the shareholders (including their proxies) <b>attending</b> the general meeting; where it is related to a matter subject to a special resolution, it shall be passed by votes representing two-thirds or more of the voting rights held by the shareholders (including their proxies) <b>attending</b> the general meeting. The substance of the authorisation shall be clear and specific.</p>
22	<p><b>Article 19</b> Proposals tabled at the general meeting shall be the specific resolutions put forth in relation to the matters to be discussed at such general meeting.</p> <p>Proposals tabled at a general meeting shall meet the following requirements:</p> <p>(1) its contents shall be in compliance with laws, administrative regulations and the Articles of Association and shall be within the functions and powers of the general meeting;</p> <p>(2) it shall set out definite topics to be discussed and specific matters to be resolved;</p> <p>(3) it shall be submitted to the convener in writing.</p>	<p><b>Article 22</b> Proposals tabled at the general meeting shall be the specific resolutions put forth in relation to the matters to be discussed at such general meeting.</p> <p>Proposals tabled at a general meeting shall meet the following requirements:</p> <p>(1) its contents shall be in compliance with laws, administrative regulations and the Articles of Association and shall be within the functions and powers of the general meeting;</p> <p>(2) it shall set out definite topics to be discussed and specific matters to be resolved;</p> <p>(3) it shall be submitted to the convener in writing.</p>

No.	Before amendments	After amendments
23	<p><b>Article 20</b> When the Company holds a general meeting, the board of directors, the <b>supervisory committee</b>, and shareholders individually or jointly holding <b>3%</b> or more of the Company's shares shall have the right to submit proposals to the Company.</p> <p>Shareholders individually or jointly holding <b>3%</b> or more of the Company's shares may submit extra proposals to the convener in writing 10 days prior to the general meeting. The convener shall issue a supplementary notice of the general meeting and announce the contents of such extra proposals within 2 days after receipt thereof. If there are <b>other provisions in the listing rules at places where the Company's shares</b> are listed, such provisions shall also be satisfied.</p> <p>Except for the circumstance provided by the preceding paragraph, the convener shall not amend the proposals set out in the notice of the general meeting or add any new proposals subsequent to the issue of announcement for the notice of the general meeting.</p> <p>Proposals that are not specified in the notice of general meeting or do not comply with the requirements of these Rules, shall not be voted and decided at the general meeting.</p>	<p><b>Article 23</b> When the Company holds a general meeting, the board of directors, the <b>audit committee</b>, and shareholders individually or jointly holding <b>1%</b> or more of the Company's shares (<b>including preference shares with restored voting rights</b>) shall have the right to submit proposals to the Company.</p> <p>Shareholders individually or jointly holding <b>1%</b> or more of the Company's shares (<b>including preference shares with restored voting rights</b>) may submit extra proposals to the convener in writing 10 days prior to the general meeting. The convener shall issue a supplementary notice of the general meeting and announce the contents of such extra proposals within 2 days after receipt thereof, <b>and shall submit such extra proposals to the general meeting for consideration. However, extra proposals that violate the provisions of laws, administrative regulations or the Articles of Association, or that are not within the scope of the functions and powers of the general meeting shall be excluded.</b> If there are <b>other provisions in the securities regulatory provisions of the place where the shares of the Company</b> are listed, such provisions shall also be satisfied.</p> <p>Except for the circumstance provided by the preceding paragraph, the convener shall not amend the proposals set out in the notice of the general meeting or add any new proposals subsequent to the issue of announcement for the notice of the general meeting.</p> <p>Proposals that are not specified in the notice of general meeting or do not comply with the requirements of these Rules, shall not be voted and decided at the general meeting.</p>

No.	Before amendments	After amendments
24	<b>Article 21</b> Shareholders individually or jointly holding 10% or more of the Company's shares may propose to convene an extraordinary general meeting by signing one or several written requests with the same format and contents in which the board of directors shall be required to convene an extraordinary general meeting and the agenda of the meeting shall be set out clearly, and submit to the board of directors proposals which meet the requirements of these Rules.	<b>Article 24</b> Shareholders individually or jointly holding 10% or more of the Company's shares ( <b>including preference shares with restored voting rights</b> ) may propose to convene an extraordinary general meeting by signing one or several written requests with the same format and contents in which the board of directors shall be required to convene an extraordinary general meeting and the agenda of the meeting shall be set out clearly, and submit to the board of directors proposals which meet the requirements of these Rules.
25	<b>Article 22</b> The board of directors shall provide to all shareholders (and their proxies), directors, <b>supervisors</b> and other senior management present at the general meeting with a document containing the agenda, resolutions and relevant background information in respect of the topics to be considered at such meeting, to ensure the attendees' knowledge of the content to be considered at such meeting. In case that the <b>supervisory committee</b> or shareholders convene a general meeting in accordance with laws, the convener shall provide such document as required above.	<b>Article 25</b> The board of directors shall provide to all shareholders (and their proxies), directors and other senior management present at the general meeting with a document containing the agenda, resolutions and relevant background information in respect of the topics to be considered at such meeting, to ensure the attendees' knowledge of the content to be considered at such meeting. In case that the <b>audit committee</b> or shareholders convene a general meeting in accordance with laws, the convener shall provide such document as required above.

No.	Before amendments	After amendments
26	<p><b>Article 23</b> When the Company holds an annual general meeting, the written notice shall be dispatched twenty (20) <b>working days</b> before the date of the meeting. When the Company holds an extraordinary general meeting, the written notice shall be dispatched <b>ten (10) working days or</b> fifteen (15) days (<b>whichever is longer</b>) before the date of the meeting. Such written notice shall notify all of the shareholders whose names appear in the register of shareholders of the matters to be considered at and the date and place of the meeting. Where laws, regulations, securities regulatory <b>authorities or stock exchanges at the places</b> where the shares of the Company are listed otherwise stipulate on the abovementioned matters, such provisions shall prevail.</p> <p>Notice of a general meeting issued to the holders of overseas-listed foreign-invested shares shall be sent in any of the following ways:</p> <p>(1) to publish on the website of the Company or on the website designated by the stock exchange at places where the Company's shares are listed in compliance with the applicable laws, administrative regulations and <b>the relevant listing rules</b>;</p> <p>(2) to send in accordance with other requirements of <b>the stock exchange and the listing rules</b>.</p> <p>For holders of domestic shares, the notice of a general meeting shall be given by way of announcement or other forms prescribed by the Articles of Association.</p> <p>For notice given by way of announcement, once the announcement is published, all relevant persons shall be deemed to have received the notice relating to the general meeting.</p> <p>Save and except for other provisions stipulated by applicable laws, the above notice period shall commence from the date when the notice is dispatched (the date for holding such meeting shall be excluded).</p>	<p><b>Article 26</b> When the Company holds an annual general meeting, the written notice shall be dispatched twenty (20) days before the date of the meeting. When the Company holds an extraordinary general meeting, the written notice shall be dispatched fifteen (15) days before the date of the meeting. Such written notice shall notify all of the shareholders whose names appear in the register of shareholders of the matters to be considered at and the date and place of the meeting. Where laws, regulations and securities regulatory <b>provisions of the place</b> where the shares of the Company are listed otherwise stipulate on the abovementioned matters, such provisions <b>shall also be complied with</b>.</p> <p>Notice of a general meeting issued to the holders of overseas-listed foreign-invested shares shall be sent in any of the following ways:</p> <p>(1) to publish on the website of the Company or on the website designated by the stock exchange at places where the Company's shares are listed in compliance with the applicable laws, administrative regulations and <b>securities regulatory provisions of the place where the shares of the Company are listed</b>;</p> <p>(2) to send in accordance with other requirements of <b>securities regulatory provisions of the place where the shares of the Company are listed</b>.</p> <p>For holders of domestic shares, the notice of a general meeting shall be given by way of announcement or other forms prescribed by the Articles of Association.</p> <p>For notice given by way of announcement, once the announcement is published, all relevant persons shall be deemed to have received the notice relating to the general meeting.</p> <p>Save and except for other provisions stipulated by applicable laws, the above notice period shall commence from the date when the notice is dispatched (the date for holding such meeting shall be excluded).</p>

No.	Before amendments	After amendments
27	<p><b>Article 24</b> Notice of the general meeting shall include the following:</p> <p>(1) time, <b>place</b> and duration of the meeting;</p> <p>(2) matters and proposals to be considered at the meeting: Any notice and supplementary notice of general meetings shall sufficiently and completely disclose all the details of all proposals and all information or interpretations necessary to enable shareholders to make a reasonable judgment on the matters to be discussed;</p> <p>(3) a conspicuous statement that all ordinary shareholders (including preference shareholders with restored voting rights) are entitled to attend at the general meeting, and may appoint a proxy in writing to attend and vote at the meeting, and such proxy is not necessarily a shareholder of the Company;</p> <p>(4) <b>shareholding</b> record date for shareholders who are entitled to attend the general meeting;</p> <p>(5) name and telephone number of the contact person in connection with the meeting;</p> <p>(6) voting time and the voting procedures for online or other forms of meeting.</p>	<p><b>Article 27</b> Notice of the general meeting shall include the following:</p> <p>(1) time, <b>venue</b> and duration of the meeting;</p> <p>(2) matters and proposals to be considered at the meeting: Any notice and supplementary notice of general meetings shall sufficiently and completely disclose all the details of all proposals and all information or interpretations necessary to enable shareholders to make a reasonable judgment on the matters to be discussed;</p> <p>(3) a conspicuous statement that all ordinary shareholders (including preference shareholders with restored voting rights), <b>shareholders holding shares with special voting rights and other shareholders</b> are entitled to attend at the general meeting, and may appoint a proxy in writing to attend and vote at the meeting, and such proxy is not necessarily a shareholder of the Company;</p> <p>(4) record date for shareholders who are entitled to attend the general meeting;</p> <p>(5) name and telephone number of the contact person in connection with the meeting;</p> <p>(6) voting time and the voting procedures for online or other forms of meeting. <b>The notice of the general meeting and any supplemental notice shall fully and completely disclose the specific contents of all proposals, as well as all materials or explanations necessary to enable shareholders to make a reasonable judgment on the matters to be discussed.</b></p>

No.	Before amendments	After amendments
28	<p><b>Article 25</b> For matters to be discussed which involve the election of directors <b>and supervisors</b>, the notice of general meeting will fully disclose the detailed information of the candidates for such directors <b>and supervisors</b>, which should at least include the following:</p> <p>(1) education background, work experience and any part-time job;</p> <p>(2) whether there is any associated relationship with the Company or the controlling shareholders and de facto controller of the Company;</p> <p>(3) <b>disclosure of</b> their shareholdings in the Company;</p> <p>(4) whether or not they have been penalized by CSRC or other related departments and the stock exchange.</p> <p>Unless a director <b>or supervisor</b> is elected via the accumulative voting system, each candidate of director <b>or supervisor</b> shall be individually proposed.</p>	<p><b>Article 28</b> For matters to be discussed which involve the election of directors, the notice of general meeting will fully disclose the detailed information of the candidates for such directors, which should at least include the following:</p> <p>(1) education background, work experience and any part-time job;</p> <p>(2) whether there is any associated relationship with the Company or the controlling shareholders and de facto controller of the Company;</p> <p>(3) their shareholdings in the Company;</p> <p>(4) whether or not they have been penalized by CSRC or other related departments and the stock exchange.</p> <p>Unless a director is elected via the accumulative voting system, each candidate of director shall be individually proposed.</p>
29	<p><b>Article 26</b> Subsequent to the dispatch of a notice of the general meeting, the general meeting shall not be held in advance, nor be postponed or cancelled without proper reasons, and the proposals set out in the notice of the general meeting shall not be withdrawn. Once the meeting is postponed or cancelled, the convener shall make an announcement and give reasons therefor at least <b>two</b> working days prior to the original date of the general meeting.</p> <p>In the event of postponement by the Company of a general meeting, the date of determination of equity entitlements (e.g. the <b>shareholding</b> record date, which shall not be changed once confirmed) of shareholders entitled to attend such general meeting as stipulated in the original notice shall not be altered.</p>	<p><b>Article 29</b> Subsequent to the dispatch of a notice of the general meeting, the general meeting shall not be held in advance, nor be postponed or cancelled without proper reasons, and the proposals set out in the notice of the general meeting shall not be withdrawn. Once the meeting is postponed or cancelled, the convener shall make an announcement and give reasons therefor at least <b>2</b> working days prior to the original date of the general meeting.</p> <p><b>The interval between the record date and the date of the general meeting shall not exceed 7 working days.</b> In the event of postponement by the Company of a general meeting, the date of determination of equity entitlements (e.g. the record date, which shall not be changed once confirmed) of shareholders entitled to attend such general meeting as stipulated in the original notice shall not be altered.</p>

No.	Before amendments	After amendments
30	<p><b>Article 27</b> The <b>supervisory committee</b> shall have the right to make a proposal to the board of directors for the holding of an extraordinary general meeting, which shall be in writing. The board of directors shall, in accordance with laws, administrative regulations and the Articles of Association, make a written response as to whether or not it agrees to hold an extraordinary general meeting within 10 days after receipt of such proposal.</p> <p>If the board of directors agrees to hold an extraordinary general meeting, a notice of such general meeting shall be issued within 5 days after the passing of a relevant <b>Board</b> resolution. Changes made to the original proposal set out in the notice shall be subject to the approval of the <b>supervisory committee</b>.</p> <p>If the board of directors does not agree to hold an extraordinary general meeting, or gives no written response within 10 days after receipt of such proposal, the board of directors shall be deemed to be unable or to have failed to perform its duty to convene the general meeting, and the <b>supervisory committee</b> may convene and preside over such meeting by itself.</p>	<p><b>Article 30</b> The <b>audit committee</b> shall have the right to make a proposal to the board of directors for the holding of an extraordinary general meeting, which shall be in writing. The board of directors shall, in accordance with laws, administrative regulations and the Articles of Association, make a written response as to whether or not it agrees to hold an extraordinary general meeting within 10 days after receipt of such proposal.</p> <p>If the board of directors agrees to hold an extraordinary general meeting, a notice of such general meeting shall be issued within 5 days after the passing of a relevant <b>board</b> resolution. Changes made to the original proposal set out in the notice shall be subject to the approval of the <b>audit committee</b>.</p> <p>If the board of directors does not agree to hold an extraordinary general meeting, or gives no written response within 10 days after receipt of such proposal, the board of directors shall be deemed to be unable or to have failed to perform its duty to convene the general meeting, and the <b>audit committee</b> may convene and preside over such meeting by itself.</p>

No.	Before amendments	After amendments
31	<p><b>Article 28</b> Independent directors shall have the right to make a proposal to the board of directors for the holding of an extraordinary general meeting. In respect of such proposal by the independent directors, the board of directors shall, in accordance with laws, administrative regulations and the Articles of Association, make a written response as to whether or not it agrees to hold an extraordinary general meeting within 10 days after receipt of such proposal.</p> <p>If the board of directors agrees to hold an extraordinary general meeting, a notice of such general meeting shall be issued within 5 days after the passing of a relevant <b>Board</b> resolution. If the board of directors does not agree to hold an extraordinary general meeting, it shall give an explanation of the reasons therefor and issue an announcement accordingly.</p>	<p><b>Article 31</b> <b>With the consent of a majority of all independent directors</b>, independent directors shall have the right to make a proposal to the board of directors for the holding of an extraordinary general meeting. In respect of such proposal by the independent directors <b>to convene an extraordinary general meeting</b>, the board of directors shall, in accordance with laws, administrative regulations and the Articles of Association, make a written response as to whether or not it agrees to hold an extraordinary general meeting within 10 days after receipt of such proposal.</p> <p>If the board of directors agrees to hold an extraordinary general meeting, a notice of such general meeting shall be issued within 5 days after the passing of a relevant <b>board</b> resolution. If the board of directors does not agree to hold an extraordinary general meeting, it shall give an explanation of the reasons therefor and issue an announcement accordingly.</p>

No.	Before amendments	After amendments
32	<p><b>Article 29</b> Shareholders individually or jointly holding 10% or more of the Company's shares shall have the right to make a request to the board of directors for the holding of an extraordinary general meeting, which shall be in writing. The board of directors shall, in accordance with laws, administrative regulations and the Articles of Association, make a written response as to whether or not it agrees to hold an extraordinary general meeting within 10 days after receipt of such request.</p> <p>If the board of directors agrees to hold an extraordinary general meeting, a notice of such general meeting shall be issued within 5 days after the passing of a relevant <b>Board</b> resolution. Changes made to the original request set out in the notice shall be subject to the approval of the relevant shareholders.</p> <p>If the board of directors does not agree to hold an extraordinary general meeting, or gives no response within 10 days after receipt of such request, shareholders individually or jointly holding 10% or more of the Company's shares shall have the right to make a proposal to the <b>supervisory committee</b> for the holding of such general meeting, and such request shall be in writing.</p> <p>If the <b>supervisory committee</b> agrees to hold an extraordinary general meeting, a notice of such general meeting shall be issued within 5 days after receipt of such request. Changes made to the original request set out in the notice shall be subject to the approval of the relevant shareholders.</p> <p>If the <b>supervisory committee</b> fails to issue the notice of such general meeting within the specified time limit, it shall be deemed to have failed to convene and preside over such general meeting, and shareholders individually or jointly holding 10% or more of the Company's shares for 90 consecutive days or more, shall have the right to convene and preside over such meeting by themselves.</p>	<p><b>Article 32</b> Shareholders individually or jointly holding 10% or more of the Company's shares (<b>including preference shares with restored voting rights</b>) shall have the right to make a request to the board of directors for the holding of an extraordinary general meeting, which shall be in writing. The board of directors shall, in accordance with laws, administrative regulations and the Articles of Association, make a written response as to whether or not it agrees to hold an extraordinary general meeting within 10 days after receipt of such request.</p> <p>If the board of directors agrees to hold an extraordinary general meeting, a notice of such general meeting shall be issued within 5 days after the passing of a relevant <b>board</b> resolution. Changes made to the original request set out in the notice shall be subject to the approval of the relevant shareholders.</p> <p>If the board of directors does not agree to hold an extraordinary general meeting, or gives no response within 10 days after receipt of such request, shareholders individually or jointly holding 10% or more of the Company's shares (<b>including preference shares with restored voting rights</b>) shall have the right to make a proposal to the <b>audit committee</b> for the holding of such general meeting, and such request shall be in writing.</p> <p>If the <b>audit committee</b> agrees to hold an extraordinary general meeting, a notice of such general meeting shall be issued within 5 days after receipt of such request. Changes made to the original request set out in the notice shall be subject to the approval of the relevant shareholders.</p> <p>If the <b>audit committee</b> fails to issue the notice of such general meeting within the specified time limit, it shall be deemed to have failed to convene and preside over such general meeting, and shareholders individually or jointly holding 10% or more of the Company's shares (<b>including preference shares with restored voting rights</b>) for 90 consecutive days or more, shall have the right to convene and preside over such meeting by themselves.</p>

No.	Before amendments	After amendments
33	<p><b>Article 30</b> When the <b>supervisory committee</b> or shareholders decide to convene a general meeting by themselves, they shall notify the board of directors in writing, and file with the relevant competent authorities pursuant to applicable provisions. The board of directors and the Secretary to the Board shall be cooperative for purpose of the meeting and the board of directors shall provide the register of shareholders as at the <b>shareholding</b> record date. If the board of directors fails to provide the register of shareholders, the convener may apply to the securities registration and <b>settlement</b> institutions to obtain such register by presentation of the relevant announcement in relation to the notice for convening the general meeting. The register of shareholders so obtained by the convener shall not be used for other purposes other than the holding of the general meeting.</p> <p>Prior to the announcement of the resolution of a general meeting, the proportion of shares held by the convening shareholders shall not be less than 10%.</p>	<p><b>Article 33</b> When the <b>audit committee</b> or shareholders decide to convene a general meeting by themselves, they shall notify the board of directors in writing, and file with the relevant competent authorities pursuant to applicable provisions; <b>and shall submit relevant supporting documents to the stock exchange when issuing the notice of general meeting and the announcement of the resolutions of the general meeting.</b> The board of directors and the Secretary to the Board shall be cooperative for purpose of the meeting and the board of directors shall provide the register of shareholders as at the record date. If the board of directors fails to provide the register of shareholders, the convener may apply to the securities registration and <b>clearing</b> institutions to obtain such register by presentation of the relevant announcement in relation to the notice for convening the general meeting. The register of shareholders so obtained by the convener shall not be used for other purposes other than the holding of the general meeting. <b>All reasonable expenses incurred for the meeting shall be borne by the Company.</b></p> <p>Prior to the announcement of the resolution of a general meeting, the proportion of shares <b>(including preference shares with restored voting rights)</b> held by the convening shareholders shall not be less than 10%.</p>

No.	Before amendments	After amendments
34	<p><b>Article 31</b> Shareholders may attend general meetings in person or appoint proxies to attend and vote thereat on their behalf.</p> <p><b>When convening the general meeting, all directors and supervisors and the Secretary to the Board of the Company shall attend the meeting, and the general manager and other senior management shall also be present as non-voting participants.</b></p>	<p><b>Article 34</b> Shareholders may attend general meetings in person <b>and exercise their voting rights</b>, or appoint proxies to attend and <b>exercise voting rights within the scope of the authorization</b>.</p> <p>All shareholders registered on the record date or their proxies shall be entitled to attend the general meeting, and neither the Company nor the convener shall refuse such attendance on any grounds. Shareholders present at a general meeting have one vote for each share they hold, except the shareholders of classified shares (if any). Shares of the Company held by the Company itself shall not carry any voting rights.</p> <p>Directors and senior management shall attend the general meeting, if so required by the general meeting, and shall give explanations and clarification to queries and suggestions raised from shareholders.</p>

No.	Before amendments	After amendments
35	<p><b>Article 32</b> An individual shareholder who attends a general meeting in person shall produce <b>share account cards</b>, his/her own identity card or other valid documents or proof evidencing his/her identity. Where a shareholder intends to appoint a proxy to attend and vote at a general meeting on his/her behalf, the proxy shall produce the proxy form issued by the shareholder and his/her own valid identity documents. A legal person shareholder shall attend and vote at the meeting by its legal representative or a proxy appointed by the legal representative. If the legal representative attends the meeting, he/she shall produce his/her own identity card and a valid proof of his/her legal representative status. If a proxy <b>has been appointed to attend</b> the meeting, such proxy shall produce his/her own identity card and the proxy form in writing issued by the legal representative of the legal person shareholder according to laws. <b>A legal person shareholder who appoints a proxy to attend any meeting shall be deemed to be present in person.</b></p> <p>The proxy form shall specify the following:</p> <p>(1) <b>the name of the proxy;</b></p> <p>(2) <b>the number of shares held by the shareholder who appoints the proxy;</b></p> <p>(3) <b>whether or not the proxy is entitled to vote;</b></p>	<p><b>Article 35</b> An individual shareholder who attends a general meeting in person shall produce his/her own identity card or other valid documents or proof evidencing his/her identity. Where a shareholder intends to appoint a proxy to attend and vote at a general meeting on his/her behalf, the proxy shall produce the proxy form issued by the shareholder and his/her own valid identity documents. A legal person shareholder shall attend and vote at the meeting by its legal representative or a proxy appointed by the legal representative. If the legal representative attends the meeting, he/she shall produce his/her own identity card and a valid proof of his/her legal representative status. If a proxy <b>attends</b> the meeting, such proxy shall produce his/her own identity card and the proxy form in writing issued by the legal representative of the legal person shareholder according to laws.</p> <p>The proxy form <b>issued by a shareholder appointing another person to attend a general meeting</b> shall specify the following:</p> <p>(1) <b>the name of the appointor and the class and number of shares of the Company held;</b></p> <p>(2) <b>the name of the proxy;</b></p> <p>(3) <b>specific instructions of the shareholder, including instructions to vote for, vote against or to abstain from voting in respect of each matter to be considered in the agenda of the general meeting;</b></p>

No.	Before amendments	After amendments
	<p><b>(4) the instructions as to whether the proxy should vote for or against or abstain from voting on each item to be considered at the general meeting;</b></p> <p><b>(5) a proxy form shall indicate whether or not, in the absence of specific instructions by the relevant shareholder, the proxy of the shareholder may vote at his/her own discretion;</b></p> <p>(6) the date and period of validity of the proxy form.</p> <p>The instrument appointing a proxy shall be in writing under the hand of the appointing shareholder or his/her attorney duly authorized in writing; <b>where the appointing shareholder is a legal person, such instrument shall be under its seal or under the hand of its director or executive duly authorized or attorney duly authorized.</b> Where more than one proxy is appointed, such instrument shall specify the number of shares represented by each proxy.</p>	<p>(4) the date and period of validity of the proxy form;</p> <p><b>(5) the signature (or seal) of the appointor. Where the appointor is a legal person shareholder, the proxy form shall be affixed with the legal person's seal.</b></p> <p>The instrument appointing a proxy shall be in writing under the hand of the appointing shareholder or his/her attorney duly authorized in writing; Where more than one proxy is appointed, such instrument shall specify the number of shares represented by each proxy.</p>

No.	Before amendments	After amendments
36	<b>Article 33</b> Without violation of relevant laws and regulations and the regulatory <b>rules</b> of the place where the shares of the Company are listed, proxy forms appointing proxies with the authority to vote shall be deposited at the address of the Company or such other place as may be specified in the notice of convening the relevant meeting within the time specified by the Company. Where a proxy form is signed by a person under a power of attorney on behalf of the appointer, such power of attorney or other authorization document shall be notarized. A notarized copy of that power of attorney or other authorization document, together with the proxy form appointing a proxy with the authority to vote, shall be deposited at the address of the Company or such other place as may be specified in the notice of convening the relevant meeting.	<b>Article 36</b> Without violation of relevant laws and regulations and the <b>securities regulatory provisions</b> of the place where the shares of the Company are listed, proxy forms appointing proxies with the authority to vote shall be deposited at <b>or delivered in the manner prescribed by the securities regulatory provisions of the place where the shares of the Company are listed to</b> the address of the Company or such other place as may be specified in the notice of convening the relevant meeting within the time specified by the Company. Where a proxy form is signed by a person under a power of attorney on behalf of the appointer, such power of attorney or other authorization document shall be notarized. A notarized copy of that power of attorney or other authorization document, together with the proxy form appointing a proxy with the authority to vote, shall be deposited at <b>or delivered in the manner prescribed by the securities regulatory provisions of the place where the shares of the Company are listed to</b> the address of the Company or such other place as may be specified in the notice of convening the relevant meeting.
37	<b>Article 34</b> A register of attendance at general meetings shall be prepared by the Company. Such register shall set forth the names of attendees (or the names of the companies they represent), their identity card numbers, <b>residential address</b> , number of voting shares held or represented, and the names of the appointers of proxies (or the appointing companies), etc. The convener and the lawyer shall examine legality of the shareholders' qualifications according to the register of members provided by the securities registration and <b>settlement</b> institutions.	<b>Article 37</b> A register of attendance at general meetings shall be prepared by the Company. Such register shall set forth the names of attendees (or the names of the companies they represent), their identity card numbers, number of voting shares held or represented, and the names of the appointers of proxies (or the appointing companies), etc. The convener and the lawyer shall examine legality of the shareholders' qualifications according to the register of members provided by the securities registration and <b>clearing</b> institutions.

No.	Before amendments	After amendments
38	<p><b>Article 36</b> A general meeting shall be convened and presided over by the Chairman of the Board. Where the Chairman of the Board is unable or fails to perform his/her duties, the vice chairman shall convene and preside over the meetings (and if the Company has two or more vice chairmen, such meetings shall be presided over by the vice chairman jointly elected by a majority of the directors); if the vice chairman is unable or fails to perform his/her duties, a director shall be jointly elected by a majority of the directors to convene and preside over the meetings. <b>Where a majority of the directors fail to elect one director to convene and preside over the meeting, shareholders attending such meeting may elect one person to chair the meeting.</b> If, for any reason, the shareholders cannot elect a chairman, the shareholder (including his/her proxy) present at the meeting and holding the largest number of voting shares shall preside over the meeting.</p> <p>For a general meeting convened by the <b>supervisory committee</b> itself, such meeting shall be presided over by <b>the chairman of the supervisory committee</b>. If <b>the chairman of the supervisory committee</b> is unable or fails to perform his/her duties, <b>a supervisor</b> jointly elected by a majority of the <b>supervisors</b> shall preside over the meeting.</p> <p>For a general meeting convened by the shareholders themselves, such meeting shall be presided over by a representative elected by the convener.</p> <p>During the course of a general meeting, if the chairman of the meeting is in breach of these Rules and renders it impossible for the general meeting to continue, with the consent of shareholders <b>present at</b> the general meeting and representing a majority of the voting rights, the general meeting may elect one individual to be the chairman of the meeting and the meeting shall continue.</p>	<p><b>Article 39</b> A general meeting shall be convened and presided over by the Chairman of the Board. Where the Chairman of the Board is unable or fails to perform his/her duties, the vice chairman shall convene and preside over the meetings (and if the Company has two or more vice chairmen, such meetings shall be presided over by the vice chairman jointly elected by a majority of the directors); if the vice chairman is unable or fails to perform his/her duties, a director shall be jointly elected by a majority of the directors to convene and preside over the meetings. <b>Unless otherwise stipulated by laws, regulations, or securities regulatory provisions of the place where the shares of the Company are listed, such stipulations shall prevail.</b></p> <p>For a general meeting convened by the <b>audit committee</b> itself, such meeting shall be presided over by <b>the convener of the audit committee</b>. If <b>the convener of the audit committee</b> is unable or fails to perform his/her duties, a <b>member of the audit committee</b> jointly elected by a majority of the <b>members of the audit committee</b> shall preside over the meeting.</p> <p>For a general meeting convened by the shareholders themselves, such meeting shall be presided over by the <b>convener or a representative elected by the convener</b>.</p> <p>During the course of a general meeting, if the chairman of the meeting is in breach of these Rules and renders it impossible for the general meeting to continue, with the consent of shareholders <b>attending</b> the general meeting and representing a majority of the voting rights, the general meeting may elect one individual to be the chairman of the meeting and the meeting shall continue.</p>

No.	Before amendments	After amendments
39	<p><b>Article 38</b> After announcing the agenda of the general meeting, the chairman shall read out proposals and demand explanation provided by proposers when necessary.</p> <p>(1) should the proposer be from the board of directors, explanation shall be made by the Chairman of the Board or other directors or the Secretary to the Board authorized by the Chairman of the Board;</p> <p>(2) should the proposer be not from the board of directors, explanation shall be made by the proposer or his/her authorized attorney.</p>	<p><b>Article 41</b> After announcing the agenda of the general meeting, the chairman shall read out proposals and demand explanation provided by proposers when necessary:</p> <p>(1) should the proposer be from the board of directors, explanation shall be made by the Chairman of the Board or other directors or the Secretary to the Board authorized by the Chairman of the Board;</p> <p>(2) should the proposer be not from the board of directors, explanation shall be made by the proposer or his/her authorized attorney.</p>
40	<p><b>Article 40</b> At the AGM, the board of directors and the supervisory committee shall report to the general meeting <b>their</b> work in the preceding year, and each independent director shall also make a work report.</p>	<p><b>Article 43</b> At the annual general meeting, the board of directors shall report to the general meeting <b>its</b> work in the preceding year, and each independent director shall also make a work report.</p>
41	<p><b>Article 41</b> At the AGM, the supervisory committee shall make a supervisory report on specific matters of the Company for the preceding year, the contents of which shall include:</p> <p>(1) the result of the examination of the financial position of the Company;</p> <p>(2) the performance of the duties of the directors and senior management and the execution of laws, regulations, the Articles of Association and the resolutions passed at general meetings;</p> <p>(3) other significant events deemed by the supervisory committee as necessary to be reported to the general meeting.</p> <p>If the supervisory committee thinks necessary, it may provide its opinion on the proposals to be considered at the general meeting and submit an independent report in relation thereto.</p>	Deleted

No.	Before amendments	After amendments
42	<b>Article 43</b> The board of directors shall explain to the general meeting any non-standard auditors' opinions issued by the certified accountants regarding the financial statements of the Company.	<b>Article 45</b> The board of directors shall explain to the general meeting any non-standard auditors' opinions issued by the certified accountants regarding the financial statements of the Company.
43	<b>Article 44</b> For proposals included in the agenda of the general meeting, reasonable question time shall be provided for each proposal before voting.	<b>Article 46</b> For proposals included in the agenda of the general meeting <b>that require voting</b> , reasonable question time shall be provided for each proposal before voting.
44	<b>Article 45</b> Shareholders and their proxies <b>present at</b> general meetings may require to speak thereat either in writing or spoken form. Speeches by such shareholders and their proxies shall be subject to the approval of the chairman of the meeting, who can arrange for such speech based on meeting proceedings. In general, each shareholder and his/her proxy shall not address each proposal more than twice, with each speech running not more than 10 minutes. The speech so made by shareholders and their proxies shall not interrupt any reports or speeches by others at the meeting.	<b>Article 47</b> Shareholders and their proxies <b>attending</b> general meetings may require to speak thereat either in writing or spoken form. Speeches by such shareholders and their proxies shall be subject to the approval of the chairman of the meeting, who can arrange for such speech based on meeting proceedings. In general, each shareholder and his/her proxy shall not address each proposal more than twice, with each speech running not more than 10 minutes. The speech so made by shareholders and their proxies shall not interrupt any reports or speeches by others at the meeting.
45	<b>Article 46</b> When considering proposals at the general meeting, only the shareholders and their proxies have the right to speak. Any speaker shall obtain the permission of the chairman of the meeting by show of hands before speaking.	<b>Article 48</b> When considering proposals at the general meeting, only the shareholders and their proxies have the right to speak. Any speaker shall obtain the permission of the chairman of the meeting by show of hands before speaking.

No.	Before amendments	After amendments
46	<p><b>Article 47</b> Shareholders and their proxies may make inquiries or suggestions in connection with content of resolutions, and the chairman of the meeting shall offer corresponding replies or explanations in person or by designating directors, <b>supervisors</b> and other relevant persons. The chairman of the meeting may decline to respond in connection with the following circumstances but shall specify the reasons:</p> <p>(1) when a speech is not related to the proposal;</p> <p>(2) when inquiries are pending further investigation;</p> <p>(3) where it involves the Company's commercial secrets which cannot be revealed at the general meeting;</p> <p>(4) where any response to inquiries will seriously harm the common interests of shareholders; and</p> <p>(5) other important reasons.</p>	<p><b>Article 49</b> Shareholders and their proxies may make inquiries or suggestions in connection with content of resolutions, and the chairman of the meeting shall offer corresponding replies or explanations in person or by designating directors and other relevant persons. The chairman of the meeting may decline to respond in connection with the following circumstances but shall specify the reasons:</p> <p>(1) when a speech is not related to the proposal;</p> <p>(2) when inquiries are pending further investigation;</p> <p>(3) where it involves the Company's commercial secrets which cannot be revealed at the general meeting;</p> <p>(4) where any response to inquiries will seriously harm the common interests of shareholders; and</p> <p>(5) other important reasons.</p>
47	<p><b>Article 48</b> When considering a proposal at the general meeting, no change shall be made thereto. <b>Otherwise, such related change</b> shall be treated as a new proposal which shall not be put up for voting at the general meeting.</p>	<p><b>Article 50</b> When considering a proposal at the general meeting, no change shall be made thereto. <b>Any change, if any</b>, shall be treated as a new proposal which shall not be put up for voting at the general meeting.</p>

No.	Before amendments	After amendments
48	<b>Article 49</b> Save for the cumulative voting system, all proposals shall be voted at the general meeting separately. Unless a general meeting is suspended or no resolution can be passed due to force majeure or other special reasons, no proposal shall be set aside or rejected for voting at the general meeting. In case of different proposals for the same matter, the proposals shall be voted according to the order of being proposed accordingly.	<b>Article 51</b> Save for the cumulative voting system, all proposals shall be voted at the general meeting separately. Unless a general meeting is suspended or no resolution can be passed due to force majeure or other special reasons, no proposal shall be set aside or rejected for voting at the general meeting. In case of different proposals for the same matter, the proposals shall be voted according to the order of being proposed accordingly.
49	<b>Article 50</b> For proposals regarding the election of directors and supervisors, the general meeting shall vote on each candidate of directors and supervisors one by one.	Deleted
50	<p><b>Article 52</b> In the case of voting of the resolution to elect directors (including independent directors, same as below) <b>or supervisors</b> at the general meeting, the cumulative voting method is adopted in accordance with relevant requirements of the Articles of Association, and details for the cumulative voting system are as follows:</p> <p>(1) the cumulative voting method must be adopted where the number of directors <b>or supervisors</b> to be elected is two or more;</p> <p>(2) when the cumulative voting method is adopted, each of the shares held by a shareholder shall carry the same number of voting rights as the number of directors <b>or supervisors</b> to be elected;</p> <p>(3) the notice of the general meeting shall notify shareholders of the adoption of the cumulative voting method for electing directors <b>or supervisors</b>. The meeting convener shall prepare such ballot papers as are suitable for carrying out the cumulative voting method and specify and explain, in writing, the method for casting cumulative votes, completing the ballot papers and calculating the votes;</p>	<p><b>Article 53</b> In the case of voting of the resolution to elect directors (including independent directors, same as below) at the general meeting, the cumulative voting method is adopted in accordance with relevant requirements of the Articles of Association, and details for the cumulative voting system are as follows:</p> <p>(1) the cumulative voting method must be adopted where the number of directors to be elected is two or more;</p> <p>(2) when the cumulative voting method is adopted, each of the shares held by a shareholder shall carry the same number of voting rights as the number of directors to be elected;</p> <p>(3) the notice of the general meeting shall notify shareholders of the adoption of the cumulative voting method for electing directors. The meeting convener shall prepare such ballot papers as are suitable for carrying out the cumulative voting method and specify and explain, in writing, the method for casting cumulative votes, completing the ballot papers and calculating the votes;</p>

No.	Before amendments	After amendments
	<p>(4) when voting on director <b>or supervisor</b> candidates at a general meeting, shareholders may exercise their voting rights separately and cast the same number of votes for each director <b>or supervisor</b> candidate as the number of shares he/she holds; or they may exercise the voting rights in a way to concentrate his/her votes on a particular director <b>or supervisor</b> candidate by casting the total number of votes carried by all of his/her shares while the number of voting rights carried by each of his/her shares is the same as the number of directors <b>or supervisors</b> to be elected; or they may spread their votes over several director <b>or supervisor</b> candidates and cast for each of them part of the total number of votes carried by the shares they hold while the number of voting rights carried by each of his/her shares is the same as the number of directors <b>or supervisors</b> to be elected;</p> <p>(5) once a shareholder exercises his/her voting right by focusing his/her votes on one or several director <b>or supervisor</b> candidate(s) while the number of voting rights carried by each of his/her shares is the same as the number of directors <b>or supervisors</b> to be elected, he/she shall have no right to vote on other director <b>or supervisor</b> candidates;</p>	<p>(4) when voting on director candidates at a general meeting, shareholders may exercise their voting rights separately and cast the same number of votes for each director candidate as the number of shares he/she holds; or they may exercise the voting rights in a way to concentrate his/her votes on a particular director candidate by casting the total number of votes carried by all of his/her shares while the number of voting rights carried by each of his/her shares is the same as the number of directors to be elected; or they may spread their votes over several director candidates and cast for each of them part of the total number of votes carried by the shares they hold while the number of voting rights carried by each of his/her shares is the same as the number of directors to be elected;</p> <p>(5) once a shareholder exercises his/her voting right by focusing his/her votes on one or several director candidate(s) while the number of voting rights carried by each of his/her shares is the same as the number of directors to be elected, he/she shall have no right to vote on other director candidates;</p>

No.	Before amendments	After amendments
	<p>(6) in the event that the total number of the votes cast by a shareholder on one or several director <b>or supervisor</b> candidates exceeds the voting rights represented by the total number of shares he holds, the votes cast by such shareholder shall be void and he/she is deemed to abstain from voting; in the event that the total number of the votes cast by a shareholder on one or several director <b>or supervisor</b> candidates is less than the voting rights represented by the total number of shares he/she held, the votes cast by such shareholder shall still be valid and the voting rights attached to the shortfall between the votes actually cast and the votes which such shareholder is entitled to cast shall be deemed to have been waived by him/her;</p> <p>(7) in the event that the number of affirmative votes received by a director <b>or supervisor</b> candidate exceeds a majority of the total number of shares with voting rights represented by the shareholders attending the general meeting (before cumulating) and the number of affirmative votes exceeds the number of dissenting votes, such candidate shall be the elected. In the event that the number of the elected candidates exceeds the number of directors <b>or supervisors</b> required to be elected at the general meeting, the candidate who wins the largest number of affirmative votes shall be the elected director <b>or supervisor</b> (provided that where elected candidates receiving fewer affirmative votes win the same number of affirmative votes, and the number of candidates so elected would exceed the number of directors <b>or supervisors</b> required to be elected, then such candidates shall be treated as having not been elected); in the event that the number of elected director <b>or supervisor</b> is less than the number of directors <b>or supervisors</b> required to be elected, a new round of voting shall be conducted for the remaining vacancies until the election of all the directors <b>or supervisors</b> required to be elected is completed.</p> <p>(8) where the general meeting holds a new round of voting for directors <b>or supervisors</b> in accordance with the requirements set out in paragraph (7) above, the cumulative votes of the shareholders shall be re-calculated based on the number of directors <b>or supervisors</b> elected in each round of voting.</p>	<p>(6) in the event that the total number of the votes cast by a shareholder on one or several director candidates exceeds the voting rights represented by the total number of shares he holds, the votes cast by such shareholder shall be void and he/she is deemed to abstain from voting; in the event that the total number of the votes cast by a shareholder on one or several director candidates is less than the voting rights represented by the total number of shares he/she held, the votes cast by such shareholder shall still be valid and the voting rights attached to the shortfall between the votes actually cast and the votes which such shareholder is entitled to cast shall be deemed to have been waived by him/her;</p> <p>(7) in the event that the number of affirmative votes received by a director candidate exceeds a majority of the total number of shares with voting rights represented by the shareholders attending the general meeting (before cumulating) and the number of affirmative votes exceeds the number of dissenting votes, such candidate shall be the elected. In the event that the number of the elected candidates exceeds the number of directors required to be elected at the general meeting, the candidate who wins the largest number of affirmative votes shall be the elected director (provided that where elected candidates receiving fewer affirmative votes win the same number of affirmative votes, and the number of candidates so elected would exceed the number of directors required to be elected, then such candidates shall be treated as having not been elected); in the event that the number of elected director is less than the number of directors required to be elected, a new round of voting shall be conducted for the remaining vacancies until the election of all the directors required to be elected is completed.</p> <p>(8) where the general meeting holds a new round of voting for directors in accordance with the requirements set out in paragraph (7) above, the cumulative votes of the shareholders shall be re-calculated based on the number of directors elected in each round of voting.</p>

No.	Before amendments	After amendments
51	<p><b>Article 53</b> When considering matters in relation to connected transactions at the general meeting, the connected shareholders should abstain from voting and the number of shares with voting rights represented by them shall not be calculated in the total number of valid votes. The announcement on the resolutions at the general meeting should contain a sufficient disclosure of the voting details of non-connected shareholders.</p>	<p><b>Article 54</b> When considering matters in relation to connected transactions at the general meeting, the connected shareholders should abstain from voting and the number of shares with voting rights represented by them shall not be calculated in the total number of valid votes. The announcement on the resolutions at the general meeting should contain a sufficient disclosure of the voting details of non-connected shareholders.</p> <p><b>Where material issues affecting the interests of minority investors are being considered in the general meeting, the votes by minority investors shall be counted separately. The separate counting results shall be publicly disclosed in a timely manner.</b></p> <p><b>The shares held by the Company carry no voting rights and shall not be counted into the total number of shares with voting rights held by shareholders attending the meeting.</b></p> <p><b>If the shareholder's purchase of the voting shares of the Company violates paragraphs 1 and 2 of Article 63 of the Securities Law of the People's Republic of China, voting rights of the shares in excess of the prescribed proportion shall not be exercisable within 36 months after the purchase and shall not be counted into the total number of voting shares present at the general meeting.</b></p>

No.	Before amendments	After amendments
52	<b>Article 54</b> The poll taken on each matter considered at the general meeting shall be counted and scrutinized by a lawyer, two shareholder representatives <b>and one supervisor</b> , and the voting result shall be made public on the spot by vote counters. In case of consideration of matters in relation to connected transactions, connected shareholders shall not participate in counting the votes so cast. A shareholder of the Company or his/her proxy who has voted through the internet or other voting methods shall be entitled to inspect his/her own voting result through the corresponding voting system.	<b>Article 55</b> The poll taken on each matter considered at the general meeting shall be counted and scrutinized by a lawyer <b>and</b> two shareholder representatives, and the voting result shall be made public on the spot by vote counters. In case of consideration of matters in relation to connected transactions, connected shareholders shall not participate in counting the votes so cast. A shareholder of the Company or his/her proxy who has voted through the internet or other voting methods shall be entitled to inspect his/her own voting result through the corresponding voting system.
53	<b>Article 55</b> In the event that the chairman of a general meeting has any doubt as to the voting result in respect of a resolution <b>tabled</b> at the meeting, he/she may check the numbers of relevant votes cast. If the chairman of the meeting fails to do so, any shareholder or proxy <b>present at</b> the meeting who objects to the result announced by the chairman of the meeting shall have the right to demand that the numbers of relevant votes cast be checked immediately after the declaration of the voting result, in which case the chairman of the meeting shall have the numbers of relevant votes cast checked immediately. The shareholder or his/her proxy who objects to the voting result can participate in scrutinizing ballot counting, but the counting result shall be final. Any objection subsequent to the meeting shall be deemed as null and void.	<b>Article 56</b> In the event that the chairman of a general meeting has any doubt as to the voting result in respect of a resolution <b>put to vote</b> at the meeting, he/she may <b>check</b> the numbers of relevant votes cast. If the chairman of the meeting fails to do so, any shareholder or <b>his/her</b> proxy <b>attending</b> the meeting who objects to the result announced by the chairman of the meeting shall have the right to demand that the numbers of relevant votes cast be <b>checked immediately</b> after the declaration of the voting result, in which case the chairman of the meeting shall have the numbers of relevant votes cast checked immediately. The shareholder or his/her proxy who objects to the voting result can participate in scrutinizing ballot counting, but the counting result shall be final. Any objection subsequent to the meeting shall be deemed as null and void.

No.	Before amendments	After amendments
54	<b>Article 56</b> The chairman of the meeting shall <b>decide</b> whether a <b>resolution</b> has been passed based on the voting result, <b>which shall be final and shall be declared at the meeting and filed in the minutes of the meeting.</b>	<b>Article 57</b> The <b>on-site session of the general meeting shall not conclude earlier than the end of the voting conducted via online or other means.</b> The chairman of the meeting shall <b>announce the voting situation and results for each proposal and declare on site</b> , based on voting results, whether the <b>proposal</b> has been approved.
55	<b>Article 57</b> Shareholders attending the general meeting shall submit their voting on the proposals in the following ways: “for”, “against” or “abstain”, except for the securities registration and <b>settlement</b> institutions which, being the nominal holders of shares under the interconnection mechanism for transactions in the Mainland and Hong Kong stock markets, shall make declarations according to the intentions of the actual holders.  Ballot papers that are left in blank, unduly completed or illegible or that have not been used shall be deemed to be a waiver by the voter, and the voting results corresponding to the number of shares they hold shall be treated as “abstain from voting”.	<b>Article 58</b> Shareholders attending the general meeting shall submit their voting on the proposals in the following ways: “for”, “against” or “abstain”, except for the securities registration and <b>clearing</b> institutions which, being the nominal holders of shares under the interconnection mechanism for transactions in the Mainland and Hong Kong stock markets, shall make declarations according to the intentions of the actual holders.  Ballot papers that are left in blank, unduly completed or illegible by <b>attending shareholders</b> , or that have not been used by <b>shareholders attending in person</b> shall be deemed to be a waiver by the voter, and the voting results corresponding to the number of shares they hold shall be treated as “abstain from voting”.

No.	Before amendments	After amendments
56	<p><b>Article 58</b> Resolutions of general meetings are divided into ordinary resolutions and special resolutions.</p> <p>(1) ordinary resolution</p> <p>An ordinary resolution of a general meeting shall be passed by votes representing more than a majority (<b>excluding one half</b>) of the voting rights held or represented by the shareholders (<b>including their proxies</b>) present at the general meeting.</p> <p>The following matters shall be resolved by ordinary resolutions at a general meeting:</p> <p>(i) work reports of the board of directors <b>and the supervisory committee</b>;</p> <p>(ii) profit distribution plan and loss recovery plan formulated by the board of directors;</p> <p>(iii) appointment and removal of members of the board of directors <b>and the supervisory committee</b>, their remuneration and methods of payment thereof;</p> <p>(iv) <b>the Company's annual financial budgets and final accounts, balance sheets, income statements and other financial statements</b>;</p> <p>(v) <b>the Company's annual report</b>;</p> <p>(vi) appointment, removal or termination of appointment of accounting firms and their remunerations; and</p> <p>(vii) matters other than those required by laws and administrative regulations or the Articles of Association to be approved by special resolutions.</p>	<p><b>Article 59</b> Resolutions of general meetings are divided into ordinary resolutions and special resolutions.</p> <p>(1) ordinary resolution</p> <p>An ordinary resolution of a general meeting shall be passed by votes representing more than a majority of the voting rights held or represented by the shareholders <b>attending</b> the general meeting.</p> <p>The following matters shall be resolved by ordinary resolutions at a general meeting:</p> <p>(i) work reports of the board of directors;</p> <p>(ii) profit distribution plan and loss recovery plan formulated by the board of directors;</p> <p>(iii) appointment and removal of members of the board of directors, their remuneration and methods of payment thereof;</p> <p>(iv) appointment, removal or termination of appointment of accounting firms and their remunerations;</p> <p>(v) matters other than those required by laws and administrative regulations or the Articles of Association to be approved by special resolutions.</p> <p>(2) special resolutions</p> <p>A special resolution of a general meeting shall be passed by votes representing two-thirds or more of the voting rights held or represented by the shareholders present at the general meeting.</p>

No.	Before amendments	After amendments
	<p>(2) special resolutions</p> <p>A special resolution of a general meeting shall be passed by votes representing two-thirds or more of the voting rights held or represented by the shareholders <b>(including their proxies)</b> present at the general meeting.</p> <p>The following matters shall be resolved by special resolutions at a general meeting:</p> <p>(i) the Company's increase or decrease in the share capital, issue of shares of any class, warrants and other similar securities;</p> <p><b>(ii) issuance of corporate bonds;</b></p> <p>(iii) division, merger, dissolution and liquidation (including voluntary winding up) of the Company;</p> <p>(iv) amendments to the Articles of Association of the Company;</p> <p>(v) acquisition or disposal of material assets or provision of guarantees by the Company within 1 year which involves an amount exceeding 30% of the Company's latest audited total assets;</p> <p>(vi) share incentive plans;</p> <p>(vii) such other matters as may be required by laws, administrative regulations, departmental rules or the Articles of Association or which, pursuant to ordinary resolutions passed at general meetings, are considered to have material effects on the Company and require approval by special resolutions.</p>	<p>The following matters shall be resolved by special resolutions at a general meeting:</p> <p>(i) the Company's increase or decrease in the share capital <b>and the registered capital</b>, issue of shares of any class, warrants and other similar securities;</p> <p>(ii) division, <b>spin off</b>, merger, dissolution and liquidation (including voluntary winding up) of the Company;</p> <p>(iii) amendments to the Articles of Association of the Company;</p> <p>(iv) acquisition or disposal of material assets or provision of guarantees to <b>others</b> by the Company within 1 year which involves an amount exceeding 30% of the Company's latest audited total assets;</p> <p>(v) share incentive plans;</p> <p>(vi) such other matters as may be required by laws, administrative regulations, departmental rules or the Articles of Association or which, pursuant to ordinary resolutions passed at general meetings, are considered to have material effects on the Company and require approval by special resolutions.</p>

No.	Before amendments	After amendments
57	<b>Article 60</b> Following the approval of resolutions at general meetings without objection from shareholders and their proxies, the chairman of the meeting shall announce the conclusion of the meeting.	<b>Article 61</b> Following the approval of resolutions at general meetings without objection from shareholders and their proxies, the chairman of the meeting shall announce the conclusion of the meeting.
58	<p><b>Article 61</b> The general meeting shall pass resolutions on the proposals included in the agenda of such meeting.</p> <p>The convener shall ensure that the general meeting be conducted continuously 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 convener shall take necessary measures to resume the general meeting or directly terminate that general meeting immediately followed by a timely public announcement. At the same time, the convener shall report to the CSRC branch and the stock exchange of the place where Company is located.</p>	<p><b>Article 62</b> The general meeting shall pass resolutions on the proposals included in the agenda of such meeting.</p> <p>The convener shall ensure that the general meeting be conducted continuously 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 convener shall take necessary measures to resume the general meeting or directly terminate that general meeting immediately followed by a timely public announcement. At the same time, the convener shall report to the CSRC branch and the stock exchange of the place where Company is located.</p>
59	None	<b>Article 63</b> Upon the approval of a proposal on the election of directors at a general meeting, the newly elected directors shall assume office in accordance with the provisions of the Articles of Association.
60	None	<b>Article 64</b> Upon the approval of a proposal on dividend distribution, bonus share issuance, or capitalisation of capital reserve into share capital at a general meeting, the Company shall implement the relevant scheme within two months following the conclusion of the general meeting.

No.	Before amendments	After amendments
61	None	<p><b>Article 65</b> A resolution of the Company's general meeting shall be void if the content contravenes the law or administrative regulations.</p> <p>The controlling shareholders and the de facto controllers of the Company shall not restrict or obstruct minority investors from exercising their voting rights in accordance with the law, nor shall they infringe upon the lawful rights and interests of the Company and its minority shareholders. In the event the procedures for convening the general meeting and the voting methods thereof violate the law, administrative regulations or the Articles of Association, or the content resolved being contrary to the Articles of Association, the shareholder shall have the right to submit to the People's Court to rescind the resolution within 60 days after the resolution is made. However, this shall be excluded where there are only minor defects in the procedures for convening the general meeting or the voting methods thereof without materially affecting the resolution.</p>

No.	Before amendments	After amendments
		<p>Where the board of directors, shareholders or other relevant parties have disputes over matters such as the convener's qualifications, the convening procedures, the legality of the content of proposals, and the validity of resolutions of the general meeting, they shall promptly file a lawsuit with the People's Court. Before the People's Court renders a judgment or ruling to revoke a resolution or otherwise, the relevant parties shall implement the resolutions of the general meeting. The Company, its directors and senior management shall effectively perform their duties and promptly implement the general meeting's resolutions to ensure the Company's normal operation.</p> <p>Where the People's Court makes a judgment or ruling on relevant matters, the listed company shall fulfil its information disclosure obligations in accordance with the provisions of laws, administrative regulations, the CSRC and the stock exchange, fully explain the impact, and actively cooperate with the implementation after the judgment or ruling takes effect. Where corrections to prior matters are involved, they shall be handled promptly and the corresponding information disclosure obligations shall be fulfilled.</p>

No.	Before amendments	After amendments
62	<p><b>Article 62</b> Minutes of general meetings shall be kept. The minutes of such meeting shall include the following matters:</p> <p>(1) the date, <b>place</b> and agenda of the meeting, and the name of the convener;</p> <p>(2) the name of the chairman of the meeting, and the names of directors, <b>supervisors, the Secretary to the Board, managers</b> and <b>other</b> senior management of the Company <b>attending</b> the meeting (with or without the right to vote);</p> <p>(3) the number of <b>shareholders</b> and proxies attending the meeting, the <b>total</b> number of shares with voting rights held or represented by them and the percentage thereof in relation to the total number of shares in the Company;</p> <p>(4) the consideration carried out, major comments made, and voting results in respect of each resolution;</p> <p>(5) <b>details of</b> the inquiries or suggestions of the shareholders, and the corresponding answers or explanations;</p> <p>(6) the names of lawyers, vote counting officers and scrutineer;</p> <p>(7) such other matters which shall be recorded in the minutes of the meeting as required by <b>the general meeting and the provisions of the Articles of Association.</b></p>	<p><b>Article 66</b> Minutes of general meetings shall be kept. <b>The Secretary to the Board shall be responsible for the minutes of general meetings</b>, and the minutes of such meeting shall include the following matters:</p> <p>(1) the date, <b>venue</b> and agenda of the meeting, and the name of the convener;</p> <p>(2) the name of the chairman of the meeting, and the names of directors and senior management <b>present at</b> the meeting;</p> <p>(3) the number of <b>holders of the domestic-invested shares, holders of overseas-listed foreign-invested shares, holders of ordinary shares (including holders of preference shares with restored voting rights), holders of class shares and their respective</b> proxies attending the meeting, the number of shares with voting rights held or represented by them and the percentage thereof in relation to the total number of shares in the Company;</p> <p>(4) the consideration carried out, major comments made, and voting results in respect of each resolution; <b>and voting on each resolution by holders of the domestic-invested shares, holders of overseas-listed foreign-invested shares, holders of ordinary shares (including holders of preference shares with restored voting rights) and holders of class shares;</b></p> <p>(5) the inquiries or suggestions of the shareholders, and the corresponding answers or explanations;</p> <p>(6) the names of lawyers, vote counting officers and scrutineer;</p> <p>(7) such other matters which shall be recorded in the minutes of the meeting as required by the Articles of Association.</p>

No.	Before amendments	After amendments
63	<b>Article 63</b> The directors, <b>supervisors</b> , the Secretary to the Board, the convener or his/her representative, and the chairman of the meeting shall sign <b>the minutes of the meeting</b> . The minutes of the meeting shall be kept with the registration record of attendant shareholders, authorization letters of proxies, valid record on internet voting and other means of voting <b>by the Secretary to the Board as the Company's archives for a term not less than 10 years</b> .	<b>Article 67</b> The directors <b>attending or observing the meeting</b> , the Secretary to the Board, the convener or his/her representative, and the chairman of the meeting shall sign <b>the minutes of the meeting, and shall ensure the truthfulness, accuracy and completeness of the minutes of the meeting</b> . The minutes of the meeting shall be kept <b>permanently at the legal address of the Company, together with</b> the registration record of attendant shareholders, authorization letters of proxies, valid record on internet voting and other means of voting.
64	<b>Article 64</b> The register of attendance, power of attorney, copies of identification cards, voting statistics, meeting minutes, resolutions of such general meetings and etc. shall be maintained by the Secretary to the Board.	<b>Article 68</b> The register of attendance, power of attorney, copies of identification cards, voting statistics, meeting minutes, resolutions of such general meetings and etc. shall be maintained by the Secretary to the Board.
65	<b>Article 65</b> The board of directors shall strictly implement the State's relevant laws, regulations and the provisions regarding information disclosure issued by the stock exchanges where the Company's shares are listed and traded, and disclose the issues discussed and/or resolutions passed at the general meeting in a timely, true, accurate and complete manner, and announce in a timely manner. The announcement shall set out the number of shareholders and proxies attending the meeting, the total number of shares held with voting rights and the percentage in the total number of shares of the Company with voting right, method of voting, voting result of each proposal and the details of each resolution which has been passed. If any proposal has not been passed or modification has been made to a resolution of the preceding general meeting by the current general meeting, a special note should be contained in the announcement on resolutions of the general meeting.	<b>Article 69</b> The board of directors shall strictly implement the State's relevant laws, regulations and the provisions regarding information disclosure issued by the stock exchanges where the Company's shares are listed and traded, and disclose the issues discussed and/or resolutions passed at the general meeting in a timely, true, accurate and complete manner, and announce in a timely manner. The announcement shall set out the number of shareholders and proxies attending the meeting, the total number of shares held with voting rights and the percentage in the total number of shares of the Company with voting right, method of voting, voting result of each proposal and the details of each resolution which has been passed. If any proposal has not been passed or modification has been made to a resolution of the preceding general meeting by the current general meeting, a special note should be contained in the announcement on resolutions of the general meeting.

No.	Before amendments	After amendments
66	<b>Article 66</b> These Rules are an appendix to the Articles of Association. These Rules are prepared by the board of directors and will come into force, subject to the approval of the general meeting by way of special resolution. Any amendment thereto shall be proposed by the board of directors and come into effect upon approval of the general meeting by way of special resolution.	<b>Article 71</b> These Rules are an appendix to the Articles of Association. These Rules are prepared by the board of directors and will come into force, subject to the approval of the general meeting by way of special resolution. Any amendment thereto shall be proposed by the board of directors and come into effect upon approval of the general meeting by way of special resolution.
67	<b>Article 67</b> The board of directors is authorized by the general meeting to interpret these Rules.	<b>Article 71</b> The board of directors is authorized by the general meeting to interpret these Rules.
68	<b>Article 69</b> The term “or more” referred to in these Rules is inclusive, while such terms as “exceed”, “less than”, “more than” and “a majority of” are exclusive.	<b>Article 73</b> The term “or more” <b>and</b> “within” referred to in these Rules is inclusive, while such terms as “exceed”, “less than”, “more than” and “a majority” are exclusive.

Note: In addition to the above table, in case of any changes to the numbering sequence of articles due to the addition, deletion, or rearrangement of certain articles, the article numbers in the amended Rules of Procedures for General Meetings of the Company shall be either extended or reduced sequentially. Cross-referenced article numbers shall also be adjusted correspondingly.

**COMPARISON TABLE OF AMENDMENTS TO RULES OF PROCEDURES FOR  
THE BOARD MEETINGS OF HUADIAN POWER INTERNATIONAL  
CORPORATION LIMITED**

No.	Before amendments	After amendments
1	<p><b>Article 1</b> These Rules are formulated in accordance with provisions of the Company Law of the People's Republic of China ("Company Law"), the Guidelines to Articles of Association of Listed Companies, the Standards for Corporate Governance of Listed Companies and the relevant PRC laws and regulations, the <b>rules governing the listing of securities or stocks on the stock exchanges</b> where the Company's shares are listed <b>(including but not limited to The Stock Exchange of Hong Kong Limited and the Shanghai Stock Exchange)</b> (collectively referred to as "<b>Listing Rules</b>") and Articles of Association ("Articles of Association") of Huadian Power International Corporation Limited (the "Company") to specify the work procedures of the board of directors ("the board of directors") of the Company, so as to ensure efficient work and rational decision-making of the board of directors.</p>	<p><b>Article 1</b> These Rules are formulated in accordance with provisions of the Company Law of the People's Republic of China ("Company Law"), the Guidelines to Articles of Association of Listed Companies, the Standards for Corporate Governance of Listed Companies and the relevant PRC laws and regulations, the <b>securities regulatory provisions of the place</b> where the <b>Shares of the Company</b> are listed and Articles of Association ("Articles of Association") of Huadian Power International Corporation Limited (the "Company") to specify the work procedures of the board of directors ("the board of directors") of the Company, so as to ensure efficient work and rational decision-making of the board of directors.</p>
2	<p><b>Article 2</b> As appointed by the general meeting, the board of directors is responsible for operating and managing the Company's corporate properties as a decision-making centre of the Company's business. <b>The board of directors reports to the general meeting.</b></p>	<p><b>Article 2</b> As appointed by the general meeting, the board of directors is responsible for operating and managing the Company's corporate properties as a decision-making centre of the Company's business.</p>
3	<p><b>Article 3</b> In accordance with the Articles of Association, the board of directors is structured with proper percentages of independent directors and external directors.</p>	<p><b>Article 3</b> In accordance with the Articles of Association, the board of directors is structured with proper percentages of independent directors, <b>employee representative directors</b> and external directors.</p>

No.	Before amendments	After amendments
4	<p><b>Article 4 Directors</b> shall be elected or changed by the general meeting, for a term of three (3) years, and may be removed from their office by the general meeting prior to the maturity of their term. Upon maturity of the term of office, a director shall be eligible for re-election and reappointment, provided that independent directors shall not serve more than six (6) consecutive years.</p> <p>The term of office of a director shall commence from the date on which he/she takes office to the expiration of the term of the current session of the board of directors. Where re-election is not carried out timely after a director's term of office expires, the existing director shall continue to perform the director's duties subject to the laws, administrative regulations, departmental rules and the Articles of Association before a new director is elected to take office.</p> <p>Each newly appointed director shall, at his/her first inauguration, be provided with a full and formal instruction specific to his/her office, as well as necessary introduction and professional development thereafter to ensure a proper understanding of the Company's operation and business, and the full awareness of his/her duties under regulations, common laws, legal provisions applicable to <b>the Listing Rules</b> and other regulatory provisions as well as the Company's business and corporate governance policies.</p>	<p><b>Article 4 Non-employee representative directors</b> shall be elected or changed by the general meeting, for a term of three (3) years, and may be removed from their office by the general meeting prior to the maturity of their term. Upon maturity of the term of office <b>of three (3) years</b>, a director shall be eligible for re-election and reappointment, provided that independent directors shall not serve more than six (6) consecutive years.</p> <p><b>Employee representative directors shall be democratically elected by the Company's employees through the employees' representative congress, employees' meeting, or other forms, which is not subject to consideration by the general meeting and their term of office shall be consistent with that of the non-employee representative directors of the same session of the board of directors. An employee representative director may be removed by the general meeting.</b></p>

No.	Before amendments	After amendments
	<p>The <b>general manager and other</b> senior management may also serve as directors. The total number of directors also serving as <b>general manager, other</b> senior management or employees' representatives shall not be more than a majority of the total number of the directors of the Company.</p>	<p>The term of office of a director shall commence from the date on which he/she takes office to the expiration of the term of the current session of the board of directors. Where re-election is not carried out timely after a director's term of office expires, the existing director shall continue to perform the director's duties subject to the laws, administrative regulations, departmental rules and the Articles of Association before a new director is elected to take office.</p> <p><b>If a director resigns before the expiry of his/her term of office, he/she shall submit a written resignation report to the Company and shall perform his/her duties in accordance with the provisions of laws, administrative regulations, departmental rules and the Articles of Association of the Company.</b></p> <p>Each newly appointed director shall, at his/her first inauguration, be provided with a full and formal instruction specific to his/her office, as well as necessary introduction and professional development thereafter to ensure a proper understanding of the Company's operation and business, and the full awareness of his/her duties under regulations, common laws, legal provisions applicable to the <b>securities regulatory provisions of the place where the Shares of the Company are listed</b> and other regulatory provisions as well as the Company's business and corporate governance policies.</p> <p>Senior management may also serve as directors. The total number of directors also serving as senior management or employees' representatives shall not be more than a majority of the total number of the directors of the Company.</p>

No.	Before amendments	After amendments
5	<b>Article 5</b> In the event that the term of directors falls upon maturity whereas new members of the board of directors are not re-elected, the existing members of the board of directors shall continue to perform their duties in accordance with laws, administrative regulations, departmental rules and the Articles of Association until the re-elected directors assume their office.	Deleted
6	<p><b>Article 6</b> The board of directors shall have one (1) Chairman of the Board and two (2) vice Chairmen which shall be elected and dismissed by a majority of all members of the board of directors.</p> <p>The Chairman of the Board is entitled to exerting the following powers:</p> <p>(1) to preside over general meetings and to convene and preside over Board meetings;</p> <p>(2) to examine the implementation of resolutions of Board meetings;</p> <p>(3) to exercise other powers vested by the board of directors and the <b>Listing Rules</b>.</p>	<p><b>Article 5</b> The board of directors shall have one (1) Chairman of the Board and two (2) vice Chairmen which shall be elected and dismissed by a majority of all members of the board of directors.</p> <p>The Chairman of the Board is entitled to exerting the following powers:</p> <p>(1) to preside over general meetings and to convene and preside over Board meetings;</p> <p>(2) to <b>inspect or</b> examine the implementation of resolutions of board of directors;</p> <p>(3) to exercise other powers vested by the board of directors and the <b>securities regulatory provisions of the place where the Shares of the Company are listed</b>.</p>

No.	Before amendments	After amendments
	<p>The vice Chairman shall assist the Chairman of the Board in performing his/her duties. If the Chairman of the Board is unable or fails to perform his/her duties, such duties shall be performed by the vice Chairman (and if the Company has two or more vice Chairmen, such duties shall be performed by the vice Chairman jointly elected by <b>not less than a half</b> of the directors). In the event that the vice Chairmen is unable or fails to perform his/her duties, a director shall be elected jointly by <b>not less than a half</b> of the directors to perform such duties.</p> <p>The board of directors has one (1) Secretary to the Board, who <b>are</b> nominated by the Chairman of the Board and <b>is appointed or dismissed</b> by the board of directors. The Secretary to the Board reports to the board of directors. Responsibilities of the Secretary to the Board mainly include:</p> <p>.....</p> <p>(3) to organize and prepare Board meetings and general meetings, attend general meetings, Board meetings, <b>the meetings of the supervisory committee</b> and meetings related to senior management, and maintain and sign the minutes of Board meetings;</p> <p>(4) to be responsible for the confidentiality of information disclosure of the Company and promptly report to SEHK when significant undisclosed information was disclosed;</p> <p>(5) to follow media coverage and seek for confirmation, and urge relevant entities including companies to make prompt replies to SEHK;</p>	<p>The vice Chairman shall assist the Chairman of the Board in performing his/her duties. If the Chairman of the Board is unable or fails to perform his/her duties, such duties shall be performed by the vice Chairman (and if the Company has two or more vice Chairmen, such duties shall be performed by the vice Chairman jointly elected by <b>a majority</b> of the directors). In the event that the vice Chairmen is unable or fails to perform his/her duties, a director shall be elected jointly by <b>a majority</b> of the directors to perform such duties.</p> <p>The board of directors has one (1) Secretary to the Board, who <b>is</b> nominated by the Chairman of the Board and <b>whose appointment or removal shall be decided</b> by the board of directors. The Secretary to the Board reports to the board of directors. Responsibilities of the Secretary to the Board mainly include:</p> <p>.....</p> <p>(3) to organize and prepare Board meetings and general meetings, attend general meetings, Board meetings, and meetings related to senior management, and maintain and sign the minutes of Board meetings;</p> <p>(4) to be responsible for the confidentiality of information disclosure of the Company and promptly report to SEHK when significant undisclosed information was disclosed;</p> <p>(5) to follow media coverage and seek for confirmation, and urge relevant entities including companies to make prompt replies to SEHK;</p>

No.	Before amendments	After amendments
	<p>(6) to organize the trainings on relevant laws, regulations and relevant provisions of SEHK for directors, <b>supervisors</b> and senior management of the Company, and provide assistance for aforesaid personnel in understanding their duties in the information disclosure;</p> <p>(7) to urge and supervise directors, <b>supervisors</b> and senior management to abide by laws, regulations, relevant provisions of SEHK and the Articles of Association, and faithfully fulfill their commitments; remind the Company, directors, <b>supervisors</b> and senior management of their existing or possible resolutions in violation of relevant provisions, and forthwith report to securities regulatory authorities in a faithful manner;</p> <p>(8) to manage the change of the Company's shares and their derived varieties;</p> <p>(9) to perform other duties as provided in relevant laws <b>and</b> regulations, the Articles of Association and the <b>Listing Rules of the stock exchange</b> where the <b>Company's shares</b> are listed.</p>	<p>(6) to organize the trainings on relevant laws, regulations and relevant provisions of SEHK for directors and senior management of the Company, and provide assistance for aforesaid personnel in understanding their duties in the information disclosure;</p> <p>(7) to urge and supervise directors and senior management to abide by laws, regulations, relevant provisions of SEHK and the Articles of Association, and faithfully fulfill their commitments; remind the Company, directors and senior management of their existing or possible resolutions in violation of relevant provisions, and forthwith report to securities regulatory authorities in a faithful manner;</p> <p>(8) to manage the change of the Company's shares and their derived varieties;</p> <p>(9) to perform other duties as provided in the laws, <b>administrative</b> regulations, the Articles of Association and the <b>securities regulatory provisions of the place</b> where the <b>shares of the Company</b> are listed.</p>

No.	Before amendments	After amendments
7	<p><b>Article 7</b> The board of directors may establish and maintain special committees including <b>Strategies, Audit, Nomination, Remuneration and Assessment</b> committees pursuant to relevant resolutions of general meetings. All the special committees shall be accountable to the board of directors, perform their duties in accordance with Articles of Association of the Company and the authorization of the board of directors, and submit resolutions to the board of directors for consideration and decision.</p> <p>Special committees are all made up of directors, of which the majority of audit committees, Nomination Committees, and Remuneration and Assessment Committees shall be independent directors who shall also be the convener of the said committees. The member of the audit committee shall be directors who have no senior management positions in the Company, and the convener shall be an accounting professional. The board of directors is responsible for formulating the working procedures of the special committees and regulating the operation.</p>	<p><b>Article 6</b> The board of directors of the Company shall establish an audit committee, which shall exercise the functions and powers of the supervisory committee as stipulated by the Company Law.</p> <p>The board of directors of the Company may establish special committees including <b>Strategic, Nomination, Remuneration and Appraisal</b> committees, which shall perform their duties in accordance with Articles of Association of the Company and the authorization of the board of directors.</p> <p><b>Proposals of the special committees shall be submitted</b> to the board of directors for consideration and decision. The working procedures of the special committees shall be formulated by the board of directors.</p>

No.	Before amendments	After amendments
8	<p><b>Article 8</b> The board of directors <b>reports to general meetings and</b> exercises the following powers:</p> <p>(1) to convene general meetings and report its work to general meetings;</p> <p>(2) to implement the resolutions passed at general meetings;</p> <p>(3) to decide the Company's business plans and investment schemes;</p> <p>(4) to formulate the Company's annual budget scheme and budget implementation proposal;</p> <p>(5) to formulate the Company's profit distribution plan and loss recovery plan;</p> <p>(6) to formulate proposals for increases or reductions of the Company's registered capital, the issue of corporate debentures or other securities and listing;</p> <p>(7) to draw up plans for material acquisition and acquisition of the Company's shares or the proposal for merger, division, dissolution and changing the form of the Company;</p> <p>(8) to determine the external investment, purchase and sale of assets, assets mortgage, entrusted asset management, connected transactions, external donations of the Company and the external guarantees other than those requiring approval of the general meeting in accordance with relevant laws, administrative regulations or the Articles of Association within the authorization of the general meeting;</p>	<p><b>Article 7</b> The board of directors <b>shall exercise the following powers in accordance with the provisions of the Company Law and the Articles of Association:</b></p> <p>(1) to convene general meetings and report its work to general meetings;</p> <p>(2) to implement the resolutions passed at general meetings;</p> <p>(3) to decide the Company's business plans and investment schemes;</p> <p>(4) to <b>decide</b> the Company's annual budget scheme and budget implementation proposal;</p> <p>(5) to formulate the Company's profit distribution plan and loss recovery plan;</p> <p>(6) to formulate proposals for increases or reductions of the Company's registered capital, the issue of corporate debentures or other securities and listing;</p> <p>(7) to draw up plans for material acquisition and acquisition of the Company's shares or the proposal for merger, division, dissolution and changing the form of the Company;</p> <p>(8) to determine the external investment, purchase and sale of assets, assets mortgage, entrusted asset management, connected transactions, external donations <b>and issuance of bonds</b> of the Company and the external guarantees other than those requiring approval of the general meeting in accordance with relevant laws, administrative regulations or the Articles of Association within the authorization of the general meeting;</p>

No.	Before amendments	After amendments
	<p>(9) to determine the establishment of the Company's internal management structure;</p> <p>(10) to appoint or dismiss the Company's general manager <b>and</b> the Secretary to the Board, and pursuant to the general manager's nominations to <b>appoint or dismiss</b> the senior management including the deputy general managers, financial <b>officers</b>, chief engineer, chief economist and chief legal counsel of the Company and determine their remuneration, bonus and punishment;</p> <p>(11) to formulate the Company's basic management system and to promote legal construction;</p> <p>(12) to formulate the proposed amendments to the Articles of Association;</p> <p>(13) to manage the information disclosure of the Company;</p> <p>(14) to propose at general meetings for the appointment or change of accounting firms providing audit service for the Company;</p> <p>(15) to hear the work report and inspect the work of the general manager;</p> <p>(16) to exercise any other powers specified in relevant laws, regulations or the Articles of Association and conferred by general meetings.</p>	<p>(9) to determine the establishment of the Company's internal management structure;</p> <p>(10) to <b>decide</b> to appoint or dismiss the Company's general manager, the Secretary to the Board <b>and other senior management</b>, <b>and to determine their remuneration, bonus and punishment</b>; and pursuant to the general manager's nominations, to <b>decide on the appointment or dismissal</b> of the senior management including the deputy general managers, financial <b>controller</b>, chief engineer, chief economist and chief legal counsel of the Company and <b>to determine</b> their remuneration, bonus and punishment;</p> <p>(11) to formulate the Company's basic management system and to promote legal construction;</p> <p>(12) to formulate the proposed amendments to the Articles of Association;</p> <p>(13) to manage the information disclosure of the Company;</p> <p>(14) to propose at general meetings for the appointment or change of accounting firms providing audit service for the Company;</p> <p>(15) to hear the work report and inspect the work of the general manager;</p> <p>(16) to exercise any other powers specified in relevant laws, <b>administrative regulations</b>, <b>departmental rules</b> or the Articles of Association and conferred by general meetings.</p>

No.	Before amendments	After amendments
9	<b>Article 9</b> With authorisation of the board of directors, the Chairman of the Board is entitled to exercise certain powers of the board of directors during the intermission of Board meetings.	<b>Article 8</b> With authorisation of the board of directors, the Chairman of the Board is entitled to exercise certain powers of the board of directors during the intermission of Board meetings. <b>The content of the authorisation of the board of directors shall be clear and specific.</b>
10	<p><b>Article 10</b> The Board meetings comprise regular meetings and extraordinary meetings. Regular meetings comprise annual meeting, interim meeting, first quarterly meeting and third quarterly <b>Board</b> meeting.</p> <p>(1) regular meetings</p> <p>(i) annual board meeting</p> <p>An annual meeting shall be held within <b>120 days</b> following the end of the financial year of the Company <b>or other appropriate time as determined by the board of directors</b>, primarily to consider resolutions to be considered at the annual general meeting. The holding time of the annual <b>Board</b> meeting shall allow the convening of the annual general meeting within six (6) months following the end of financial year.</p> <p>(ii) interim <b>Board</b> meeting</p> <p>An interim <b>Board</b> meeting shall be held within <b>60 days</b> following the end of the first six months in the financial year <b>or other appropriate time as determined by the board of directors</b>, primarily to consider the interim report of the Company and deal with other relevant matters.</p>	<p><b>Article 9</b> The Board meetings comprise regular meetings and extraordinary meetings. Regular meetings comprise annual <b>board</b> meeting, interim <b>board</b> meeting, first quarterly <b>board</b> meeting and third quarterly <b>board</b> meeting.</p> <p>(1) regular meetings</p> <p>(i) annual board meeting</p> <p>An annual meeting shall be held within <b>four (4) months</b> following the end of the financial year of the Company, primarily to consider resolutions to be considered at the annual general meeting. The holding time of the annual <b>board</b> meeting shall allow the convening of the annual general meeting within six (6) months following the end of financial year.</p> <p>(ii) interim <b>board</b> meeting</p> <p>An interim <b>board</b> meeting shall be held within <b>two (2) months</b> following the end of the first six months in the financial year, primarily to consider the interim report of the Company and deal with other relevant matters.</p>

No.	Before amendments	After amendments
	<p>(iii) first quarterly <b>Board</b> meeting and third quarterly <b>Board</b> meeting</p> <p>The said meetings are held respectively in the first month of the second and fourth quarters of a calendar year, primarily to consider the quarterly report of the Company for the previous quarter.</p> <p>(2) extraordinary meeting.</p> <p>The Chairman of the <b>Board</b> shall convene an extraordinary <b>Board</b> meeting, not being subject to time limit of notice to Board meetings (provided that reasonable notices shall be served on all directors), within ten (10) business days in case of any of the following circumstances:</p> <p>(i) when proposed by shareholders representing 10% or more of voting rights;</p> <p>(ii) when deemed as necessary by the Chairman of the Board;</p> <p>(iii) when proposed <b>jointly</b> by one-third or more of the directors;</p> <p>(iv) when proposed <b>jointly</b> by a majority of the independent directors;</p> <p>(v) when proposed by the <b>supervisory committee</b>; and</p> <p>(vi) when proposed by the <b>general manager</b>.</p>	<p>(iii) first quarterly <b>board</b> meeting and third quarterly <b>board</b> meeting</p> <p>The said meetings are held respectively in the first month of the second and fourth quarters of a calendar year, primarily to consider the quarterly report of the Company for the previous quarter.</p> <p>(2) extraordinary meeting</p> <p>The Chairman of the <b>board</b> shall convene an extraordinary <b>board</b> meeting, not being subject to time limit of notice to Board meetings (provided that reasonable notices shall be served on all directors), within ten (10) business days in case of any of the following circumstances:</p> <p>(i) when proposed by shareholders representing 10% or more of voting rights;</p> <p>(ii) when deemed as necessary by the Chairman of the Board;</p> <p>(iii) when proposed by one-third or more of the directors;</p> <p>(iv) when proposed by a majority of the independent directors;</p> <p>(v) when proposed by the <b>audit committee</b>.</p>

No.	Before amendments	After amendments
11	<p><b>Article 11</b> .....</p> <p>The resolution <b>draft to be resolved at a meeting</b> shall be dispatched to each director, either by hand, mail, facsimile <b>or e-mail</b>, in case that a written resolution is adopted by the board of directors instead of convening the <b>Board</b> meeting. A resolution shall come into effect without otherwise convening a <b>Board</b> meeting upon that the number of directors signing consent meets the quorum for resolution as required by laws, regulations and the Articles of Association in connection therewith, and the signed resolution is returned to the Secretary to the Board by the aforesaid means.</p>	<p><b>Article 10</b> .....</p> <p>The resolution shall be dispatched to each director, either by <b>electronic communication</b>, hand, mail, <b>telegram</b> or facsimile, in case that a written resolution <b>may</b> be adopted by the board of directors instead of convening the <b>board</b> meeting. <b>Unless otherwise stipulated by applicable laws, regulations and securities regulatory provisions of the place where the shares of the Company are listed</b>, a resolution shall come into effect without otherwise convening a <b>board</b> meeting upon that the number of directors signing consent meets the quorum for resolution as required by laws, <b>administrative</b> regulations and the Articles of Association in connection therewith, and the signed resolution is returned to the Secretary to the Board by the aforesaid means.</p>
12	<p><b>Article 12</b> The <b>Board</b> meetings shall be convened and presided over by the Chairman of the Board. In the event that the Chairman of the Board is unable or fails to convene and preside over the meetings, the vice Chairman shall convene and preside over the meetings (if there are two or more vice Chairmen, the one who is jointly elected by <b>not less than a half</b> of directors shall convene and preside over the meetings); if the vice Chairman of the Board is unable or fails to convene and preside over the meetings, a director shall be jointly elected by <b>not less than</b> a half of directors to convene and preside over the meetings.</p>	<p><b>Article 11</b> The <b>board</b> meetings shall be convened and presided over by the Chairman of the Board. In the event that the Chairman of the Board is unable or fails to convene and preside over the meetings, the vice Chairman shall convene and preside over the meetings (if there are two or more vice Chairmen, the one who is jointly elected by <b>a majority</b> of directors shall convene and preside over the meetings); if the vice Chairman of the Board is unable or fails to convene and preside over the meetings, a director shall be jointly elected by <b>more than</b> a half of directors to convene and preside over the meetings.</p>

No.	Before amendments	After amendments
13	<p><b>Article 14</b> A director shall attend the Board meeting in person, or appoint in writing another director to attend the meeting on his/her behalf due to his/her absence. The name of the proxy, the matters for entrustment, the authorisation scope and the validity period shall be specified in the power of attorney which shall be signed or sealed by the entrusting director.</p>	<p><b>Article 13</b> A director shall attend the Board meeting in person, or appoint in writing another director to attend the meeting on his/her behalf due to his/her absence. The name of the proxy, the matters for entrustment, the authorisation scope and the validity period shall be specified in the power of attorney which shall be signed or sealed by the entrusting director. <b>Independent directors shall not appoint non-independent directors to vote on their behalf.</b></p>
14	<p><b>Article 15</b> Any of the other director's failing to attend, either in person or by other director on his/her behalf, two consecutive <b>Board</b> meetings shall be deemed as default of his/her duties, and shall be removed from his/her office as proposed by the board of directors to the general meeting.</p> <p>The independent directors shall attend the <b>Board</b> meetings in person. If the independent director is unable to attend the meeting in person for any reason, he/she shall review the meeting materials in advance, form a clear opinion and entrust other independent directors in writing to attend the meeting on his/her behalf. If an independent director fails to attend two consecutive <b>Board</b> meetings in person and does not delegate another independent director to attend the meeting on his/her behalf, the board of directors shall, within thirty days from the date of such fact, propose to convene a general meeting to remove such independent director from his/her position.</p>	<p><b>Article 14</b> Any of the other director's failing to attend, either in person or by other director on his/her behalf, two consecutive <b>board</b> meetings shall be deemed as default of his/her duties, and shall be removed from his/her office as proposed by the board of directors to the general meeting.</p> <p>The independent directors shall attend the <b>board</b> meetings in person. If the independent director is unable to attend the meeting in person for any reason, he/she shall review the meeting materials in advance, form a clear opinion and entrust other independent directors in writing to attend the meeting on his/her behalf. If an independent director fails to attend two consecutive <b>board</b> meetings in person and does not delegate another independent director to attend the meeting on his/her behalf, the board of directors shall, within thirty (<b>30</b>) days from the date of such fact, propose to convene a general meeting to remove such independent director from his/her position.</p>

No.	Before amendments	After amendments
15	<p><b>Article 16</b> The resolutions of <b>Board</b> meetings are put forward for the following:</p> <p>(1) matters proposed by the Chairman of the Board;</p> <p>(2) matters proposed jointly by one-third or more of the directors;</p> <p><b>(3) matters proposed by the supervisory committee;</b></p> <p>(4) matters proposed by the special committees under the board of directors;</p> <p>(5) matters proposed by the general manager;</p> <p>(6) matters proposed jointly by a majority of independent directors;</p> <p>(7) matters proposed by shareholders representing 10% or more of the voting rights in the Company;</p> <p>(8) other circumstances as specified by relevant laws, regulations and the Articles of Association.</p>	<p><b>Article 15</b> The resolutions of <b>board</b> meetings are put forward for the following:</p> <p>(1) matters proposed by the Chairman of the Board;</p> <p>(2) matters proposed jointly by one-third or more of the directors;</p> <p>(3) matters proposed by the special committees under the board of directors;</p> <p>(4) matters proposed by the general manager;</p> <p>(5) matters proposed jointly by a majority of independent directors;</p> <p>(6) matters proposed by shareholders representing 10% or more of the voting rights in the Company;</p> <p>(7) other circumstances as specified by relevant laws, regulations and the Articles of Association.</p>

No.	Before amendments	After amendments
16	<p><b>Article 18</b> .....</p> <p>Should one quarter or more of the directors or two (2) or more external directors hold that the information is insufficient or the argumentation is imprecise, they can jointly propose in writing to postpone the <b>Board</b> meeting or postpone the consideration of certain matters on the meeting agenda, and the board of directors shall accept the proposal. <b>Saved</b> for proposed directly at the <b>Board</b> meeting, the Secretary to the Board shall, upon receiving such proposal jointly proposed in writing by directors to postpone the <b>Board</b> meeting or postpone the consideration of certain matters on the meeting agenda, dispatch a notice to directors, <b>supervisors</b> and participants on a timely basis.</p> <p>Any director may seek independent professional advice as appropriate upon reasonable request, with relevant fees payable by the Company. The board of directors <b>shall</b> separately <b>resolve on providing</b> independent profession advice to its member so as to assist them in performing their duties.</p>	<p><b>Article 17</b>.....</p> <p>Should one quarter or more of the directors or two (2) or more external directors hold that the information is insufficient or the argumentation is imprecise, they can jointly propose in writing to postpone the <b>board</b> meeting or postpone the consideration of certain matters on the meeting agenda, and the board of directors shall accept the proposal. <b>Save</b> for proposed directly at the <b>board</b> meeting, the Secretary to the Board shall, upon receiving such proposal jointly proposed in writing by directors to postpone the <b>board</b> meeting or postpone the consideration of certain matters on the meeting agenda, dispatch a notice to directors and participants on a timely basis.</p> <p>Any director may seek independent professional advice as appropriate upon reasonable request, with relevant fees payable by the Company. <b>When the Company faces complex business matters or significant decisions</b>, the board of directors <b>may</b> separately <b>provide</b> independent profession advice to its member so as to assist them in performing their duties.</p>
17	<p><b>Article 19</b> A prior notice shall be served on all directors, <b>supervisors</b> and other participants to the <b>Board</b> meeting before its convening. The notice of such meeting shall be issued by the Secretary to the Board.</p> <p>.....</p>	<p><b>Article 18</b> A prior notice shall be served on all directors and other participants to the <b>board</b> meeting before its convening. The notice of such meeting shall be issued by the Secretary to the Board.</p> <p>.....</p>

No.	Before amendments	After amendments
18	<p><b>Article 20</b> The notice of the <b>Board</b> meeting shall be served in accordance with the requirements or by means as follows:</p> <p>(1) the notice of a regular <b>Board</b> meeting shall be sent 14 days prior to the date of the meeting; for an extraordinary <b>Board</b> meeting, the aforesaid limitation on the notification period shall not apply but the reasonable notice should be sent to all directors. A notice of the time, venue and duration of the meeting, the reason for convening the meeting and agenda thereof, and the date of issuing the meeting notice shall be sent by the Secretary to the Board, either by facsimile, express mail, registered mail, by hand or e-mail according to the aforesaid time requirements.</p> <p>(2) the notice shall be in Chinese and an English version may be attached as necessary.</p>	<p><b>Article 19</b> The notice of the <b>board</b> meeting shall be served in accordance with the requirements or by means as follows:</p> <p>(1) the notice of a regular meeting shall be sent 14 days prior to the date of the meeting; for an extraordinary meeting, the aforesaid limitation on the notification period shall not apply but the reasonable notice should be sent to all directors. A notice of the time, venue and duration of the meeting, the reason for convening the meeting and agenda thereof, and the date of issuing the meeting notice shall be sent by the Secretary to the Board, either by facsimile, express mail, registered mail, by hand or e-mail according to the aforesaid time requirements. <b>In urgent circumstances where an extraordinary meeting needs to be convened promptly, a meeting notice may be issued at any time by telephone or other oral means with the consent of a majority of the directors, but the convener shall provide an explanation in this regard at the meeting.</b></p> <p>(2) the notice shall be in Chinese and an English version may be attached as necessary.</p>
19	<p><b>Article 25</b> In the spirit of democracy for discussions, each director's opinion shall be respected at <b>Board</b> meetings.</p> <p><b>In accordance with relevant requirements of the Articles of Association, the opinions of the CPC Committee of the Company shall be heard before the board of directors decides on material issues of the Company.</b></p>	<p><b>Article 24</b> In the spirit of democracy for discussions, each director's opinion shall be respected at <b>board</b> meetings.</p>

No.	Before amendments	After amendments
20	<p><b>Article 28</b> Independent directors shall give their independent opinions on the matters that harm the rights and interests of the Company or minority shareholders according to the law.</p> <p>The categories of opinions to be duly made by the independent directors are: consent; qualified opinion and the reasons thereof; dissent and the reasons thereof; unable to present opinions and the obstacles thereto.</p> <p>The Company shall announce the independent directors' opinions on discloseable matters. If no consensus is reached by the independent directors, the board of directors shall disclose the opinions of each independent director respectively.</p>	Deleted
21	<p><b>Article 31</b> Except for the Board's resolutions in respect of the matters specified as below which shall be passed by not less than two thirds of the directors, the Board's resolutions in respect of any other matters may be passed by a majority of the directors:</p> <p>(1) to formulate proposals for increases or reductions of the Company's registered capital, the issue of corporate debentures or other securities and listing;</p> <p>(2) to draw up the Company's plans for material acquisition, acquisition of the Company's shares or the proposal for merger, division, dissolution and changing the form of the Company;</p> <p>(3) to formulate proposals for any amendments to the Articles of Association;</p>	<p><b>Article 29</b> Unless otherwise provided by laws, regulations, securities regulatory provisions of the place where the shares of the Company are listed, or the Articles of Association, Board's resolutions shall be passed by a majority of all directors.</p> <p>In addition, any resolution on the Company's external guarantees <b>and financial assistances</b> shall be approved by a majority of all the directors and by two-thirds or more of the directors present at <b>board</b> meetings.</p>

No.	Before amendments	After amendments
	<p><b>(4) other matters as specified by relevant laws, regulations and the Articles of Association.</b></p> <p>In addition, any resolution on the Company's external guarantees shall be approved by a majority of all the directors and by two-thirds or more of the directors present at <b>Board</b> meetings.</p>	
22	<p><b>Article 32 Each director has one vote. Should the dissenting votes equal to consenting votes, the Chairman of the Board is entitled to an additional vote.</b></p>	<p><b>Article 30 Each director shall have one vote for board resolutions.</b></p>
23	<p><b>Article 33 If a director or his/her associate (as defined by applicable securities listing rules as revised from time to time) is directly or indirectly interested in any contract, transaction or arrangement to be considered by the board of directors (other than an employment contract of each director with the Company), such director shall disclose to the board of directors the nature and extent of his/her interest therein, abstain from voting and shall not exercise any voting right on behalf of other directors. Such <b>Board</b> meeting can be held when a majority of the non-connected directors are present; any resolution passed at such meeting shall be approved by a majority of the non-connected directors. <b>The matters requiring approval of two-thirds or more of the directors present at a board meeting as specified herein shall be approved by two-thirds or more of the non-connected directors.</b> Where the number of the non-connected directors is less than three, relevant matters shall be submitted to the general meeting for consideration.</b></p>	<p><b>Article 31 If any director of the Company is connected with the enterprises or individuals that are associated with the matters to be resolved at a Board meeting, such director shall submit a written report to the board of directors in a timely manner. The connected director shall not exercise his/her voting rights on such matters, and shall not exercise any voting right on behalf of other directors. Such <b>board</b> meeting can be held when a majority of the non-connected directors are present; any resolution passed at such meeting shall be approved by a majority of the non-connected directors. Where the number of the non-connected directors <b>present the board meeting</b> is less than three, relevant matters shall be submitted to the general meeting for consideration.</b></p>

No.	Before amendments	After amendments
24	<b>Article 35</b> The resolutions made by the board of directors on connected transactions of the Company shall come into effect only upon signature by independent directors.	<b>Article 33</b> The Company shall establish a special meeting mechanism exclusively attended by the independent directors. Where the board of directors considers matters such as connected transactions, prior approval shall be obtained from the special meeting of independent directors. The Company shall hold special meetings of independent directors on a regular or irregular basis. Matters listed in items (1) to (3) of the first paragraph of Article 113, and Article 114 of the Articles of Association shall be considered at a special meeting of independent directors.
25	<p><b>Article 37</b> Detailed minutes shall be prepared for the matters discussed at <b>Board</b> meetings, and set out the following information:</p> <p>(1) the date and venue of the meeting as well as names of convener <b>and chairman</b>;</p> <p>(2) the names of the directors <b>present at the meeting</b> and the names of the proxies entrusted to attend the meeting <b>and their principals</b>;</p> <p>(3) agenda of the meeting;</p> <p>(4) key points of a director's speech (the written feedback of a director shall be taken as reference for a meeting convened by way of written resolutions);</p> <p>(5) voting method and result of each resolution (the voting result shall state the number of consenting votes, dissenting votes, and abstention votes).</p>	<p><b>Article 35</b> Detailed minutes shall be prepared for the matters discussed at <b>board</b> meetings, and set out the following information:</p> <p>(1) the date and venue of the meeting as well as names of convener;</p> <p>(2) the names of <b>attending</b> directors and the names of the <b>directors</b> (proxies) entrusted <b>by others</b> to attend the <b>board</b> meeting;</p> <p>(3) agenda of the meeting;</p> <p>(4) key points of a director's speech (the written feedback of a director shall be taken as reference for a meeting convened by way of written resolutions);</p> <p>(5) voting method and result of each resolution (the voting result shall state the number of consenting votes, dissenting votes, and abstention votes).</p>

No.	Before amendments	After amendments
26	<b>Article 37</b> The directors and the recorder present at the meeting shall sign on the meeting minutes. A director has the right to request to make descriptive statements of his/her speech at the meeting minutes. The minutes of Board meetings shall be properly maintained at the domicile of the Company as important archives <b>for a term of not less than 10 years.</b>	<b>Article 37</b> The directors and the recorder present at the meeting shall sign on the meeting minutes. A director has the right to request to make descriptive statements of his/her speech at the meeting minutes. The minutes of Board meetings shall be properly maintained at the domicile of the Company as important archives <b>permanently.</b>
27	<b>Article 40</b> Should a Board resolution constitute violation of laws or regulations or the Articles of Associations, the directors who have voted for it therefore shall assume direct liabilities; whereas the director who is proven to have expressly objected to the resolution during voting with his/her dissenting vote recorded in the meeting minutes may be exempted from such liabilities. The director who abstains from voting at the meeting, or neither attends the meeting nor entrusts others to attend on his/her behalf shall not be exempted from such liabilities. The director who expressly disputes the resolution during discussion but fails to specifically cast a dissenting vote in the poll shall also not be exempted from such liabilities.	<b>Article 38</b> Should a Board resolution constitute violation of laws or regulations or the Articles of Associations and <b>resolutions of the general meeting</b> , the directors who have voted for it therefore shall assume direct liabilities; whereas the director who is proven to have expressly objected to the resolution during voting with his/her dissenting vote recorded in the meeting minutes may be exempted from such liabilities. The director who abstains from voting at the meeting, or neither attends the meeting nor entrusts others to attend on his/her behalf shall not be exempted from such liabilities. The director who expressly disputes the resolution during discussion but fails to specifically cast a dissenting vote in the poll shall also not be exempted from such liabilities.
28	<b>Article 43</b> Implementation of the <b>following</b> matters shall be subject to consideration and approval by the Board meeting and a further approval by the general meeting:  (1) <b>formulating the Company's proposals for annual financial budget and final accounts;</b>  (2) <b>formulating the Company's profit distribution plan and loss recovery plan;</b>	<b>Article 41</b> Implementation of matters that <b>are required to be decided by the general meeting</b> shall be subject to consideration and approval by the Board meeting and a further approval by the general meeting.

No.	Before amendments	After amendments
	<p>(3) formulating proposals for increases or reductions of the Company's registered capital, the issue of corporate debentures or other securities and listing;</p> <p>(4) drawing up the Company's plans for material acquisition, acquisition of the Company's shares or the proposal for merger, division, dissolution and changing the form of the Company;</p> <p>(5) formulating proposals for any amendments to the Articles of Association;</p> <p>(6) resolutions proposing to the general meeting the appointment or change of the accounting firms which provide audit service for the Company.</p>	
29	<b>Article 47</b> These Rules are an appendix to the Articles of Association. These Rules shall be formulated by the board of directors and come into effect upon approval of the general meeting by way of special resolution. Any amendment thereto as proposed by the board of directors shall take effect only upon approval of the general meeting by way of special resolution.	<b>Article 45</b> These Rules are an appendix to the Articles of Association. These Rules shall be formulated by the board of directors and come into effect upon approval of the general meeting by way of special resolution. Any amendment thereto as proposed by the board of directors shall take effect only upon approval of the general meeting by way of special resolution.
30	<b>Article 48</b> The board of directors is authorized by the general meeting to interpret these Rules.	<b>Article 46</b> The board of directors is authorized by the general meeting to interpret these Rules.
31	<b>Article 49</b> The laws, regulations, other relevant regulatory documents, the Articles of Associations and the Rules of Procedures for General Meetings shall prevail over these Rules for any uncovered matters herein or any inconsistency therewith.	<b>Article 47</b> The laws, regulations, other relevant regulatory documents, the Articles of Associations and the Rules of Procedures for General Meetings shall prevail over these Rules for any uncovered matters herein or any inconsistency therewith.

Note: In addition to the above table, in case of any changes to the numbering sequence of articles due to the addition, deletion, or rearrangement of certain articles, the article numbers in the amended Rules of Procedures for the Board Meetings of the Company shall be either extended or reduced sequentially. Cross-referenced article numbers shall also be adjusted correspondingly.

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## NOTICE OF EGM

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# 華電國際電力股份有限公司

## Huadian Power International Corporation Limited\*

(A Sino-foreign investment joint stock company limited by shares incorporated in the  
People's Republic of China (the "PRC"))  
(Stock Code: 1071)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (the "EGM") of Huadian Power International Corporation Limited\* (the "Company") will be held at 2:30 p.m. on Tuesday, 18 November 2025 at Huabin International Hotel, No. 4 Xuanwumennei Street, Xicheng District, Beijing, the People's Republic of China, for the purpose of considering and, if appropriate, by way of polls, approving the following resolutions. Except where the context indicates otherwise, the terms used in this notice have the same meanings as defined in the Company's circular (the "Circular") dated 28 October 2025.

#### SPECIAL RESOLUTIONS

1. Resolution on Amendments to the Articles of Association and Abolishment of the Supervisory Committee
2. Resolution on Amendments to the Rules of Procedures for the General Meetings of the Company
3. Resolution on Amendments to the Rules of Procedures for the Board Meetings of the Company

By order of the Board  
**Huadian Power International Corporation Limited\***  
**Qin Jiehai**  
*Secretary to the Board*

As at the date of this notice, the Board comprises:

*Liu Lei (Chairman, Executive Director), Li Quancheng (Vice Chairman, Executive Director), Zhu Peng (Vice Chairman, Non-executive Director), Zeng Qinghua (Non-executive Director), Cao Min (Non-executive Director), Wang Xiaobo (Non-executive Director), Li Guoming (Executive Director), Feng Zhenping (Independent Non-executive Director), Wang Yuesheng (Independent Non-executive Director), Shen Ling (Independent Non-executive Director) and Huang Kemeng (Independent Non-executive Director).*

Beijing, the PRC  
28 October 2025

\* For identification purposes only

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## NOTICE OF EGM

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*Notes:*

### 1. ELIGIBILITY OF ATTENDING THE EGM AND CLOSURE OF THE H SHARE REGISTER OF MEMBERS

Shareholders of the Company who have been registered on the Company's H share register of members on Wednesday, 12 November 2025 (the "**Registered Shareholder(s)**") are entitled to attend the EGM conditional upon completion of the necessary registration procedures. The register of members of H shares will be closed by the Company from Wednesday, 12 November 2025 to Tuesday, 18 November 2025, both days inclusive, for the purpose of determining H Shareholders' entitlement to attend the EGM, during which period no transfer of the H shares will be registered.

In order to be entitled to attend the EGM, H Shareholders of the Company whose transfer documents have not been registered are required to deposit their respective instrument(s) of transfer and the relevant share certificate(s) with the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Tuesday, 11 November 2025.

### 2. REGISTRATION PROCEDURES FOR ATTENDING THE EGM

Registered Shareholders may deliver the necessary registration documents to the Company in person, by post or by facsimile. Upon receipt of the above documents, the Company shall complete the registration procedures in respect of attending the EGM.

### 3. PROXIES

Registered Shareholder is entitled to appoint one or more proxies to attend and vote at the EGM on his/her behalf by completing the "Proxy Form for Use at the Extraordinary General Meeting" (the "**Proxy Form**") or by completing a duplicate copy thereof. A proxy need not be a Shareholder of the Company. Should more than one proxy be appointed, such proxies shall only exercise his/her voting rights on a poll. The Proxy Form shall be signed by a Registered Shareholder or his/her attorney duly authorised in writing. If the Proxy Form is signed by the attorney of a Registered Shareholder, the power of attorney or other documents of authorisation authorising the attorney to appoint the proxy shall be notarised. If the Registered Shareholder is a corporation, the Proxy Form shall be executed under seal or shall be executed by its Director or a duly authorised person. The notarised power of attorney or other authorization documents and the completed Proxy Form shall be delivered to the Secretarial Office of the Board or Computershare Hong Kong Investor Services Limited not less than 24 hours before the time designated for convening the EGM or any adjourn meeting thereof (as the case may be).

### 4. MISCELLANEOUS

- (1) Each of the Shareholders (or his/her proxy) shall exercise his/her voting rights at the EGM according to the number of shares with voting rights represented by him/her and shall be entitled to one vote for each share held.
- (2) The EGM is expected to take about half a day. Shareholders who attend the EGM shall be responsible for their own travel and accommodation expenses.
- (3) The office address of the Company and the contact details of the Secretarial Office of the Board are as follows:

No. 2 Xuanwumennei Street, Xicheng District, Beijing, the People's Republic of China  
Tel No.: (86)10 8356 7909  
Fax No.: (86)10 8356 7963

- (4) The address and contact details of Computershare Hong Kong Investor Services Limited are as follows:

Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong  
Tel No.: (852) 2862 8555  
Fax No.: (852) 2865 0990