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洛 阳 钼 业
洛陽欒川鉬業集團股份有限公司
CMOC Group Limited*

(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 03993)

ANNOUNCEMENT
PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR
AND
PROPOSED CANCELLATION OF SUPERVISORY COMMITTEE
AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE
INTERNAL CONTROL SYSTEMS

PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of CMOC Group Limited* (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that Mr. Ma Fei (“**Mr. Ma**”) has been nominated as a candidate for the non-executive Director of the seventh session of the Board, subject to the consideration and approval by the Shareholders at the 2025 second extraordinary general meeting of the Company (the “**EGM**”).

Biographical details of Mr. Ma are set out as follows:

Mr. Ma Fei, born in 1977, holds a Master’s degree in Economics from Renmin University of China. He has successively served as a Consulting Director at Mercer Consulting Company, a Senior Partner and Managing Director of Consulting Business in China at Willis Towers Watson (formerly Towers Watson), Senior Vice President at Zhongliang Holdings Group, a company listed on the Stock Exchange (stock code: 02772), and a Global Senior Partner at Hay Group. Since 2023, he has been the Chief Human Resources Officer at CFC Investment Company and concurrently serves as an Independent Director of Zhengyuan Geomatics Group Co., Ltd., a company listed on the Shanghai Stock Exchange (stock code: 688509).

Mr. Ma will enter into a service contract with the Company. His term of office will commence from the date of approval by the Shareholders at the EGM and until the date of the 2026 annual general meeting of the Company. He is eligible for re-election upon expiry of his term. The Board, as authorized by the Shareholders, will determine the remuneration of Mr. Ma according to his duties and responsibilities, the industries’ salary level and the current development needs and business status of the Company. His remuneration will be covered by his service contract to be entered into and any subsequent revision approved by the Board. The Company will disclose the remuneration of Directors in its annual report each year.

Save as disclosed above, Mr. Ma has not held any other directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years and (i) is not related to any Directors, supervisors, senior management or substantial or controlling Shareholders of the Company; (ii) is not interested in any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); or (iii) did not hold any other positions with the Company or other members of the Group.

Besides, the Board is not aware of any other matters in relation to the appointment of Mr. Ma that need to be brought to the attention of the Shareholders nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

PROPOSED CANCELLATION OF SUPERVISORY COMMITTEE AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE INTERNAL CONTROL SYSTEMS

The Board hereby announces that on 17 November 2025, the Board has resolved, among other things, to seek approval from the Shareholders for the proposed amendments to the articles of association of the Company (the “**Articles of Association**”), as well as its appendices, i.e., the rules for Shareholders’ general meetings and the rules for Board meetings of the Company as well as the Rules on Third-party Guarantees, the Working Rules for Independent Directors, the Administrative Measures for External Investment, the Administrative Measures for Proceeds Management, the Implementation Details of the Cumulative Voting System, the Rules of Procedure for Bondholders’ Meetings and the Rules on Connected Transaction (collectively, the “**Proposed Amendments**”).

In accordance with the Company Law of the People’s Republic of China (《中華人民共和國公司法》, the “**Company Law**”), the Guidelines for Articles of Association of Listed Companies (Modified in 2025) (《上市公司章程指引》(2025年修訂)) and other relevant laws, regulations and normative documents, as well as the actual situation of the Company, the Company proposed to amend the Articles of Association, the rules for Shareholders’ general meetings and the rules for Board meetings of the Company.

The major aspects of the Proposed Amendments are as follows:

- (i) cancelling the supervisory committee, removing the chapter headed “Supervisory Committee” from the Articles of Association and stipulating that the audit and risk committee of the Board shall exercise the powers of the supervisory committee as stipulated in the Company Law; and
- (ii) uniformly revising relevant statements, with “股東大會” replaced by “股東會” (both meaning “Shareholders’ general meeting”) and relevant statements of “supervisory committee” and “supervisor(s)” removed.

Please refer to Appendix to this announcement for details of other major amendments of the Proposed Amendments.

The Directors believe that the Proposed Amendments are in the interests of the Company and the Shareholders as a whole.

The Proposed Amendments are subject to the approval at the EGM. A circular containing, among others, details of the Proposed Amendments will be sent to the Shareholders in due course.

By Order of the Board
CMOC Group Limited*
Liu Jianfeng
Chairman

Luoyang City, Henan Province, the People's Republic of China, 17 November 2025

As at the date of this announcement, the executive Directors are Mr. Liu Jianfeng and Mr. Que Chaoyang; the non-executive Directors are Mr. Lin Jiuxin and Mr. Jiang Li; and the independent non-executive Directors are Mr. Wang Kaiguo, Ms. Gu Hongyu and Mr. Cheng Gordon.

* *For identification purposes only*

Appendix

Articles of Association	
Before amendment	After amendment
Article 1 In order to safeguard the legitimate rights and interests of the shareholders and creditors of CMOC Group Limited (hereinafter referred to as the “Company”) and to regulate the organization and conduct of the Company, these Articles of Association are formulated in accordance with the provisions of the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the “Guidelines on Articles of Association of Listed Companies (2022 Revision)” (hereinafter referred to as the “Guidelines on Articles of Association”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and other relevant national laws and regulations.	Article 1 In order to safeguard the legitimate rights and interests of the shareholders, <u>employees</u> and creditors of CMOC Group Limited (hereinafter referred to as the “Company”) and to regulate the organization and conduct of the Company, these Articles of Association are formulated in accordance with the provisions of the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the “Guidelines on Articles of Association of Listed Companies <u>(2025 Revision)</u>” (hereinafter referred to as the “Guidelines on Articles of Association”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and other relevant national laws and regulations.

Articles of Association	
Before amendment	After amendment
Article 8 The legal representative of the Company shall be a director or manager who transacts corporate business on behalf of the Company, in which case such director or manager that resigns as the legal representative shall be deemed to have resigned as the legal representative at the same time. Upon resignation by such legal representative, the Company shall identify a new legal representative within 30 days from the date of the resignation of such legal representative.	Article 8 The legal representative of the Company shall be <u>the chairman of the Board</u>~~a director or manager who transacts corporate business on behalf of the Company~~. ~~The legal representative shall be elected and changed in accordance with the provisions of the Articles of Association.~~ Such ~~director or manager~~<u>chairman</u> that resigns as the legal representative shall be deemed to have resigned as the legal representative at the same time. Upon resignation by such legal representative, the Company shall identify a new legal representative within 30 days from the date of the resignation of such legal representative.
/	(New) Article 9 <u>The Company shall bear the legal consequences arising from civil acts conducted by the legal representative on behalf of the Company.</u> <u>Any restrictions on the powers of the legal representative stipulated in this Articles of Association or by the shareholders' meeting shall not be enforceable against bona fide counterparty.</u> <u>If a legal representative incurs damage on another person through the performance of his duties, the Company shall bear the civil liability. After the Company has assumed the civil liability, it may seek indemnity from the legal representative at fault in accordance with applicable laws or the provisions of this Articles of Association.</u>

Articles of Association	
Before amendment	After amendment
Article 9 All the Company's assets are divided into equal shares. Each shareholder is responsible to the Company up to his subscribed shares, and the Company is responsible for its debts up to its total assets.	Article 10 ~~All the Company's assets are divided into equal shares.~~ Each shareholder is responsible to the Company up to his subscribed shares, and the Company is responsible for its debts up to its total ~~assets~~<u>properties</u>.
Article 22 The Company and its subsidiaries (including the Company's affiliated enterprises) shall not, by means such as gift, advance, guarantee, compensation or loan, provide any kind of financial assistance to a person who is acquiring, or is proposing to acquire, the Company's shares.	Article 23 The Company and its subsidiaries (including the Company's affiliated enterprises, <u>i.e. enterprises directly or indirectly controlled by relevant entities, the same for the below</u>) shall not, by means such as gift, advance, guarantee, <u>borrowings</u>, provide any kind of financial assistance to others to acquire shares of the Company or its parent company, except when <u>the Company implements the employee share ownership scheme.</u> <u>For the interests of the Company, by resolution of the general meeting, or by resolution of the Board in accordance with the Articles of Association or the authorization of the general meeting, the Company may provide financial assistance for others to acquire shares of the Company or its parent company, provided that the cumulative total amount of the financial assistance shall not exceed 10% of the total issued share capital. Such resolution made by the Board shall be passed by two-thirds or more of all directors.</u> <u>If the Company and its subsidiaries (including the Company's affiliated enterprises) acted in accordance with the article, they shall comply with the laws, administrative regulations, and the requirements stipulated by the China Securities Regulatory Commission and the stock exchanges.</u>

Articles of Association	
Before amendment	After amendment
Article 27 The Company shall not accept its shares as security.	Article 28 The Company shall not accept its shares as security <u>the subject of a pledge.</u>
Article 28 If a sponsor holds the shares of the Company, he shall not transfer those shares within one year of incorporation of the Company. Shares of the Company issued before public offering shall not be transferred within one year of the date of the listing of the shares of the Company in the stock exchange. The directors, supervisors, senior executive officers of the Company shall declare to the Company the shares held thereby and any changes thereto. When they are serving at these posts, they shall not transfer more than 25% of the shares of the Company held by them. The shares held shall not be transferred within one year of the date of the listing of the shares of the Company in the stock exchange. After the above personnel leave their posts, they shall not transfer the shares of the Company they hold within six months. 	Article 29 ~~If a sponsor holds the shares of the Company, he shall not transfer those shares within one year of incorporation of the Company.~~ Shares of the Company issued before public offering shall not be transferred within one year of the date of the listing of the shares of the Company in the stock exchange. The directors, ~~supervisors,~~ senior executive officers of the Company shall declare to the Company the shares held thereby and any changes thereto. When they are serving at these posts, ~~they shall not transfer more than 25% of the shares~~ <u>the shares as determined at their appointments transferred by any of them each year shall not exceed 25% of the total shares</u> of the Company held by them. The shares held shall not be transferred within one year of the date of the listing of the shares of the Company in the stock exchange. After the above personnel leave their posts, they shall not transfer the shares of the Company they hold within six months.

Articles of Association	
Before amendment	After amendment
Article 32 Holders of shares of the Company shall enjoy the following rights: (1) collect dividends and other profit distributions on the basis of the number of shares held by them; (2) participate or to appoint proxies to request, convene, hold or participate in the shareholders' general meetings and exercise voting rights and right to speak; (3) supervise the Company's business activities, and raise suggestions and inquiries; (4) transfer, grant or pledge shares in accordance with laws, administrative regulations and the Articles of the Company; (5) have access to the Articles, the register of shareholders (including the register of H shareholders, provided that the Company may close the register of shareholders according to provisions equivalent to Section 632 of the Companies Ordinance of Hong Kong), bond record of the Company, the minutes of shareholders' general meetings; resolutions of the board of directors' meetings, resolutions of board of supervisors' meetings, and financial and accounting reports; 	Article 33 Holders of shares of the Company shall enjoy the following rights: (1) collect dividends and other profit distributions on the basis of the number of shares held by them; (2) participate or to appoint proxies to make a request to <u>call</u>, convene, hold or participate in the shareholders' general meetings, exercise voting rights and speaking at the meeting; (3) supervise the Company's business activities, and raise suggestions and inquiries; (4) transfer, grant or pledge shares in accordance with laws, administrative regulations and the Articles of the Company; (5) have access to <u>and copy</u> the Articles, the register of shareholders (including the register of H shareholders, provided that the Company may close the register of shareholders according to provisions equivalent to Section 632 of the Companies Ordinance of Hong Kong), ~~bond record of the Company~~, the minutes of shareholders' general meetings; resolutions of the board of directors' meetings, ~~resolutions of board of supervisors' meetings~~, and financial and accounting reports. <u>Shareholders who meet the prescribed conditions may have access to the Company's accounting books and accounting vouchers;</u>

Articles of Association	
Before amendment	After amendment
Article 33 When a shareholder submits a request to inspect the information or acquire information under the preceding Article, he shall present the proof of the type and number of shareholding in writing. The Company shall comply with the shareholder's request after verifying the shareholder's identity.	Article 34 When a shareholder ~~submits a request~~ <u>requests</u> to inspect <u>or copy</u> the ~~information or acquire information~~ <u>information</u> under the preceding Article, he shall present the proof of the type and number of shareholding in writing. The Company shall comply with the shareholder's request after verifying the shareholder's identity. <u>If a shareholder who individually or collectively holds above 5% of the shares of the Company for 180 consecutive days or more requests to inspect the accounting books and vouchers of the Company, provisions of paragraph 2, 3 or 4 of Article 57 of the Company Law shall apply.</u> <u>Where a shareholder requests to inspect or copy materials related to wholly owned subsidiaries of the Company, the provision of the two preceding paragraphs shall apply. Where a shareholder of the Company inspects or copies relevant materials, he or she shall comply with the provisions of the Securities Law and other laws and administrative regulations.</u>

Articles of Association	
Before amendment	After amendment
Article 34 If a resolution of the Company's meetings of the shareholders or the board of directors contravenes the law and administrative regulations, it shall be void. If the convening procedures or the voting methods of the Company's meetings of the shareholders or the board of directors contravenes the law, administrative regulations or the Articles, or the contents of the decision contravenes the Articles, the shareholders shall have the right to request the People's Court to revoke the decision within 60 days of the decision.	Article 35 If a resolution of the Company's meetings of the shareholders or the board of directors contravenes the law and administrative regulations, <u>a shareholder is entitled to request the People's Court to declare it void.</u> If the convening procedures or the voting methods of the Company's meetings of the shareholders or the board of directors contravenes the law, administrative regulations or the Articles, or the contents of the decision contravenes the Articles, the shareholders shall have the right to request the People's Court to revoke the decision within 60 days of the decision. <u>However, the cases where there are only minor defects in the procedure for convening the meeting or the voting method used in the meeting, and such defects have no material impact on the resolution are excluded.</u> <u>If the board of directors, shareholders, or other relevant parties dispute the validity of a resolution of the shareholders' general meeting, they shall promptly file a lawsuit with the People's Court. Before the People's Court issues a judgment or ruling revoking the resolution, the relevant parties shall implement the resolution of the shareholders' general meeting. The Company, directors, and members of the senior management shall diligently perform their duties to ensure the normal operation of the Company.</u> <u>Where the People's Court makes a judgment or ruling on relevant matters, the Company shall perform its information disclosure obligations according to provisions of laws, administrative regulations, CSRC and stock exchanges, fully explain the effects and actively cooperate with the execution after the judgment or ruling takes effect. Where correction of previous events is involved, the Company shall promptly deal with and performed its corresponding information disclosure obligations.</u>

Articles of Association	
Before amendment	After amendment
/	(New) Article 36 <u>In any of the following cases, the resolution of meetings of the shareholders or the board of directors will not be established:</u> (1) <u>the resolution was made without holding meetings of the shareholders or the board of directors;</u> (2) <u>meetings of the shareholders or the board of directors didn't vote on the matter under resolution;</u> (3) <u>the number of meeting attendees or the number of voting rights held by them failed to reach that prescribed in the Company Law or the Articles;</u> (4) <u>the number of persons consenting to the matter under resolution or the number of voting rights held by them failed to reach that prescribed in the Company Law or the Articles.</u>

Articles of Association	
Before amendment	After amendment
Article 35 If a director or a senior executive officer contravenes the provisions of the law, administrative regulations or the Articles when carrying out his duties in the Company and resulting losses to the Company, shareholders individually or collectively holding 1% or more of shares continuously for 180 days or more, can request the board of supervisors in writing to commence litigation at the People's Court. If the board of supervisors contravenes the provisions of the law, administrative regulations and the Articles when carrying out its duties in the Company, resulting losses to the Company, shareholders can request the board of directors in writing to commence litigation at the People's Court. The senior managements of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all shareholders. If a Company's senior management fails to faithfully perform his/her duties or violates the obligation of good faith, resulting in damage to the interests of the Company and public shareholders, he/she shall be liable for compensation in accordance with the law. If the board of supervisors or the board of directors refuses to commence litigation after receiving the shareholders' written request or fails to commence litigation within 30 days of receiving the request, or the situation is so urgent that without commencing litigation immediately will cause irreparable losses to the Company, the shareholders under the previous paragraph may commence litigation in their own names at the People's Court for the sake of the Company's interests.	Article 37 If a director or a senior executive officer <u>other than members of the Audit and Risk Committee</u> contravenes the provisions of the law, administrative regulations or the Articles when carrying out his duties in the Company and resulting losses to the Company, shareholders individually or collectively holding 1% or more of shares continuously for 180 days or more, can request the ~~board of supervisors~~<u>Audit and Risk Committee</u> in writing to commence litigation at the People's Court. ~~If the board of supervisors~~<u>a member of the Audit and Risk Committee</u> contravenes the provisions of the law, administrative regulations and the Articles when carrying out its duties in the Company, resulting losses to the Company, shareholders can request the board of directors in writing to commence litigation at the People's Court. The senior managements of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all shareholders. If a Company's senior management fails to faithfully perform his/her duties or violates the obligation of good faith, resulting in damage to the interests of the Company and public shareholders, he/she shall be liable for compensation in accordance with the law. If the ~~board of supervisors~~<u>Audit and Risk Committee</u> or the board of directors refuses to commence litigation after receiving the shareholders' written request or fails to commence litigation within 30 days of receiving the request, or the situation is so urgent that without commencing litigation immediately will cause irreparable losses to the Company, the shareholders under the previous paragraph may commence litigation in their own names at the People's Court for the sake of the Company's interests.

Articles of Association	
Before amendment	After amendment
If any person contravenes the legal interests of the Company and leads to the losses of the Company, a shareholder under the first paragraph can start litigation at the People's Court in accordance with the two preceding paragraphs.	If any person contravenes the legal interests of the Company and leads to the losses of the Company, a shareholder under the first paragraph can start litigation at the People's Court in accordance with the two preceding paragraphs. <u>If any director, supervisor or senior management member of a wholly-owned subsidiary of the Company performs his/her duties in violation of the provisions of laws, administrative regulations or these Articles of Association and hereby causes losses to the Company, or if others infringe upon the lawful rights and interests of a wholly-owned subsidiary of the Company and cause losses, the shareholders who have held, individually or collectively, more than one percent of the shares of the Company for more than 180 consecutive days, may, in accordance with the provisions of the first three paragraphs of Article 189 of the Company Law, request in writing that the board of supervisors or the board of directors of the wholly – owned subsidiary bring a lawsuit to the People's Court, or in its own name to bring a lawsuit directly to the People's Court.</u> <u>If a wholly-owned subsidiary of the Company does not have a board of supervisors or a supervisor but does have an audit committee, it shall follow the provisions of the first and second paragraphs of this Article.</u>

Articles of Association	
Before amendment	After amendment
Article 38 None of the controlling shareholder nor the actual controller of the Company shall make use of his related (or “connected”, same as below) relations to damage the interests of the Company. Anyone who contravenes the regulation, causing losses to the Company, shall bear liabilities to compensate. The controlling shareholder and person with actual control of the Company have a duty of honesty towards the Company and all the shareholders of the Company. The controlling shareholder shall exercise his rights as a provider of capital strictly in accordance with the law. The controlling shareholder shall not make use of methods such as the distribution of profits, restructuring of assets, external investment, misappropriation of assets, borrowing, or providing guarantee, in order to damage the legal rights and interests of the Company and other shareholders, and he shall not make use of his controlling position to damage the interests of the Company and other shareholders.	Article 40 ~~None of the controlling shareholder nor the actual controller of the Company shall make use of his related (or “connected”, same as below) relations to damage the interests of the Company. Anyone who contravenes the regulation, causing losses to the Company, shall bear liabilities to compensate.~~ ~~The controlling shareholder and person with actual control of the Company have a duty of honesty towards the Company and all the shareholders of the Company. The controlling shareholder shall exercise his rights as a provider of capital strictly in accordance with the law. The controlling shareholder shall not make use of methods such as the distribution of profits, restructuring of assets, external investment, misappropriation of assets, borrowing, or providing guarantee, in order to damage the legal rights and interests of the Company and other shareholders, and he shall not make use of his controlling position to damage the interests of the Company and other shareholders.~~ <u>The controlling shareholders and actual controllers shall exercise their rights and fulfil their obligations in accordance with the laws and administrative regulations, the securities regulatory authorities of the CSRC and the stock exchanges, so as to safeguard the interests of the Company.</u>

Articles of Association	
Before amendment	After amendment
/	(New) Article 41 <u>The controlling shareholders and actual controller of the Company shall comply with the following requirements:</u> (1) <u>Exercise shareholders' rights in accordance with the law, and do not abuse the right of control or take advantage of connected relationships to undermine the legitimate rights and interests of the Company or other shareholders;</u> (2) <u>Strictly fulfill the public statements and undertakings made and shall not change or waive them without permission;</u> (3) <u>Strictly fulfill its information disclosure obligations in accordance with the relevant regulations, proactively co-operate with the Company in the information disclosure, and to inform the Company in a timely manner of any material events that have occurred or are intended to occur;</u> (4) <u>Shall not occupy the funds of the Company in any way;</u> (5) <u>Shall not force, instruct or require the Company and relevant personnel to provide guarantees in violation of laws and regulations;</u> (6) <u>Shall not make use of the Company's undisclosed material information to gain benefits, not to disclose in any way the undisclosed material information relating to the Company, and not to engage in insider trading, short-term trading, market manipulation and other illegal and unlawful behaviours;</u>

Articles of Association	
Before amendment	After amendment
	(7) <u>Shall not harm the legitimate rights and interests of the Company or other shareholders by means of unfair related-party transactions, profit distribution, asset restructuring, external investment or any other means;</u> (8) <u>Ensure the integrity of the Company's assets, the independence of its personnel, financial independence, organisational independence and business independence, and not to affect the Company's independence in any way;</u> (9) <u>Other provisions of laws, administrative regulations, the CSRC, the stock exchanges and the Articles of Association.</u> <u>Where a controlling shareholder or an actual controller of the Company does not act as a director of the Company but actually executes the affairs of the Company, the provisions of the Articles of Association relating to the duties of loyalty and diligence of directors shall apply.</u> <u>A controlling shareholder or an actual controller of the Company who instructs a director or a senior management to engage in an act that is detrimental to the interests of the Company or the shareholders shall be jointly and severally liable with such director or senior management.</u>

Articles of Association	
Before amendment	After amendment
/	(New) Article 42 <u>The controlling shareholders and actual controllers who pledge the shares of the Company held by them or under their effective control shall maintain the Company's control and the stability of production and operation.</u> <u>The controlling shareholders and actual controllers who transfer their shares in the Company shall comply with the restrictive provisions on share transfers set out in the laws, administrative regulations, the regulations of the CSRC and the stock exchanges, as well as their undertakings in respect of restrictions on share transfers.</u>
Article 39 The shareholders' general meeting shall be the organ of authority of the Company and shall, in accordance with the law, exercise the following functions and powers: (1) decide on the business policies and investment plans of the Company; (2) elect and replace directors and supervisors who are not staff representatives, and decide on matters concerning the remuneration of directors and supervisors; (3) examine and approve reports of the board of directors; (4) examine and approve reports of the board of supervisors;	Article 43 <u>The shareholders' general meeting of the Company shall comprise all shareholders.</u> The shareholders' general meeting shall be the organ of authority of the Company and shall, in accordance with the law, exercise the following functions and powers: ~~(1) decide on the business policies and investment plans of the Company;~~ (2) elect and replace directors ~~and supervisors who are not staff representatives,~~ and decide on matters concerning the remuneration of directors ~~and supervisors;~~ (3) examine and approve reports of the board of directors; ~~(4) examine and approve reports of the board of supervisors;~~

Articles of Association	
Before amendment	After amendment
(5) examine and approve the Company's annual financial budget and final account proposals;	~~(5) examine and approve the Company's annual financial budget and final account proposals;~~
(6) examine and approve the Company's plans for profit distribution and making up losses;	(6) examine and approve the Company's plans for profit distribution and making up losses;
(7) pass resolutions concerning the increase or reduction of the Company's registered capital;	(7) pass resolutions concerning the increase or reduction of the Company's registered capital;
(8) pass resolutions on the issuance of bonds by the Company;	(8) pass resolutions on the issuance of bonds by the Company;
(9) pass resolutions on the merger, division, winding up, liquidation or changing of the form of the Company;	(9) pass resolutions on the merger, division, winding up, liquidation or changing of the form of the Company;
(10) amend the Articles;	(10) amend the Articles;
(11) pass resolutions on the employment, dismissal or refusal of continuing employment of accounting firms by the Company;	(11) pass resolutions on the employment, dismissal or refusal of continuing employment of accounting firms by the Company;
(12) to consider and approve such outward guarantees as stipulated in Article 40;	(12) to consider and approve such outward guarantees as stipulated in Article 40 ~~4~~ ;
(13) to consider any purchase or disposal of substantial assets by the Company within one year where the amount involved exceeds 30% of the latest audited total assets as presented in the latest audited consolidated financial statements of the Company as well as other external investment matters subject to consideration and approval at the general meeting of the Company pursuant to rules for external investment management and other relevant internal systems of the Company;	(13) to consider any purchase or disposal of substantial assets by the Company within one year where the amount involved exceeds 30% of the latest audited total assets ~~as presented in the latest audited consolidated financial statements~~ of the Company as well as other external investment matters subject to consideration and approval at the general meeting of the Company pursuant to rules for external investment management and other relevant internal systems of the Company;

Articles of Association	
Before amendment	After amendment
(14)examine and approve changes in usage of the raised fund; (15)Consideration of the share incentive plan and employee stock ownership plan; (16)examine the motions raised by the shareholders representing 3% or more of the Company's voting shares; (17)other matters that laws, administrative regulations, department rules and the Articles of the Company require to be resolved by the shareholders' general meeting. 	(14)examine and approve changes in usage of the raised fund; (15)Consideration of the share incentive plan and employee stock ownership plan; (16)examine the motions raised by the shareholders representing <u>13%</u> or more of the Company's voting shares; (17)other matters that laws, administrative regulations, department rules and the Articles of the Company require to be resolved by the shareholders' general meeting. <u>The shareholders' general meeting may authorize the board of directors to make resolutions on the issuance of corporate bonds.</u>
Article 43 (2) the losses of the Company that have not been made up reach one-third of the total share capital of the Company; 	Article 47 (2) the losses of the Company that have not been made up reach one-third of the total share capital of the Company;

Articles of Association	
Before amendment	After amendment
Article 44 The venue of a Shareholders' general meeting of the Company shall be either the domicile of the Company or such other venue as specified in the notice of such general meeting. Meeting venue shall be set for Shareholders' general meetings which shall be convened by way of on-site meetings. The Company will provide convenience for Shareholders to attend Shareholders' general meetings through various means and approaches in accordance with the specific regulations of the regulatory authorities of the listing place(s) of the Company and will provide priority to modern information technology methods such as online voting platform, in order to assure the legality and validity of the Shareholders' general meeting. Shareholders who attend a meeting by the said means are deemed to be present at such meeting.	Article 48 The venue of a Shareholders' general meeting of the Company shall be either the domicile of the Company or such other venue as specified in the notice of such general meeting. Meeting venue shall be set for Shareholders' general meetings which shall be convened by way of on-site meetings. The Company will provide convenience for Shareholders to attend Shareholders' general meetings through various means and approaches in accordance with the specific regulations of the regulatory authorities of the listing place(s) of the Company and will provide priority to modern information technology methods such as online voting platform, in order to assure the legality and validity of the Shareholders' general meeting. Shareholders who attend a meeting by the said means are deemed to be present at such meeting. <u>Where the Shareholders' general meeting of the Company permits Shareholders to participate via electronic communication, the detailed participation methods shall be specified in the notice of the Shareholders' general meeting. Shareholders who participate in the Shareholders' general meeting through electronic communication in accordance with the requirements of the notice shall be deemed to have attended.</u> <u>Once the notice of the Shareholders' general meeting is issued, the venue of the on-site Shareholders' general meeting shall not be changed without a legitimate reason. In case of any necessary alteration, the convener shall, at least two working days prior to the date fixed for holding the on-site meeting, made an announcement and explain the reasons.</u>

Articles of Association	
Before amendment	After amendment
Article 46 Independent shareholders are entitled to propose to the Board to convene an extraordinary general meeting. The Board shall, in accordance with the laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of the extraordinary general meeting within ten (10) days after receiving such proposal from the independent directors. In the event that the Board agrees to convene an extraordinary general meeting, the notice of the general meeting shall be issued within five (5) days after the passing of the relevant resolution of the Board. In the event that the Board does not agree to convene an extraordinary general meeting, reasons for such disagreement shall be given by way of announcement. In the event that the Board does not agree to convene an extraordinary general meeting or does not furnish any reply within ten days after receiving such requisition, the Board shall be deemed to be incapable of or failure in performing the duty of convening a Shareholders' general meeting, in which case the Supervisory Committee may convene and preside over such meeting by itself.	Article 50 <u>The Board shall convene a Shareholders' general meeting in a timely manner within the prescribed period. With the consent of more than half of all independent directors, the</u> independent shareholders are entitled to propose to the Board to convene an extraordinary general meeting. The Board shall, in accordance with the laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of the extraordinary general meeting within ten (10) days after receiving such proposal from the independent directors. In the event that the Board agrees to convene an extraordinary general meeting, the notice of the general meeting shall be issued within five (5) days after the passing of the relevant resolution of the Board. In the event that the Board does not agree to convene an extraordinary general meeting, reasons for such disagreement shall be given by way of announcement. ~~In the event that the Board does not agree to convene an extraordinary general meeting or does not furnish any reply within ten days after receiving such requisition, the Board shall be deemed to be incapable of or failure in performing the duty of convening a Shareholders' general meeting, in which case the Supervisory Committee may convene and preside over such meeting by itself.~~
/	(New) Article 55 <u>Expenses arising from convening of a Shareholders' general meeting by the Audit and Risk Committee or Shareholders shall be born by the Company.</u>

Articles of Association	
Before amendment	After amendment
Article 52 When the Company holds a shareholders' general meeting, the board of directors, the board of supervisors or shareholders individually or together holding more than 3% of the shares of the Company, can propose resolutions to the company. Shareholders, individually or together, holding more than 3% of the shares of the Company can submit temporary resolutions in writing to the convener, 10 days before the holding of the shareholders' general meeting. The convener should issue a supplementary notice of the shareholders' general meeting within 2 days of receipt of the proposal and publicly announce the contents of the temporary resolutions. 	Article 57 When the Company holds a shareholders' general meeting, the board of directors, ~~the board of supervisors~~ <u>the Audit and Risk Committee</u> or shareholders individually or together holding more than <u>13%</u> of the shares of the Company, can propose resolutions to the company. Shareholders, individually or together, holding more than 1% of the shares of the Company can submit temporary resolutions in writing to the convener, 10 days before the holding of the shareholders' general meeting. The convener should issue a supplementary notice of the shareholders' general meeting within 2 days of receipt of the proposal and publicly announce the contents of the temporary resolutions, <u>and submit the temporary resolutions to the shareholders' general meeting for deliberation. However, temporary resolutions that violate laws, administrative regulations, or the provisions of these Articles of Association, or that fall outside the scope of authority of the shareholders' general meeting, shall be excluded.</u>

Articles of Association	
Before amendment	After amendment
Article 58 When the Company is to hold an annual shareholders' general meeting, it shall inform all shareholders by way of announcement 20 business days (excluding the date of issuance of notice of the meeting and the date of convening the meeting) prior to the annual general meeting; and it shall inform all shareholders by way of announcement 15 days (excluding the date of issuance of notice of the meeting and the date of convening the meeting), prior to the extraordinary general meeting.	Article 63 When the Company is to hold an annual shareholders' general meeting, it shall inform all shareholders by way of announcement 20~~business~~ days (excluding the date of issuance of notice of the meeting and the date of convening the meeting) prior to the annual general meeting; and it shall inform all shareholders by way of announcement 15 days~~or 10 working days~~ (excluding the date of issuance of notice of the meeting and the date of convening the meeting), prior to the extraordinary general meeting.
Article 54 (3) it shall contain a clear statement that all ordinary shareholders (including preference shareholders with restored voting rights) are entitled to attend the shareholders' 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 be a shareholder of the Company; 	Article 59 (3) it shall contain a clear statement that all ordinary shareholders (including preference shareholders with restored voting rights), <u>shareholders holding special voting rights shares, and other shareholders</u> are entitled to attend the shareholders' 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 be a shareholder of the Company;

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Before amendment	After amendment
Article 56 The notice of a shareholders' general meeting shall be delivered to the shareholders (whether or not entitled to vote thereat) in accordance with the methods prescribed in Article 183. If the notice is delivered by assigned persons or per-paid mail, it shall be delivered to the recipient's address shown in the register of shareholders. For holders of domestic investment shares, the notice of a shareholders' general meeting may also be given by public announcement. The public announcement referred to in the preceding paragraph shall be published in accordance with the notice period as stipulated in the Articles of Association in one or more newspapers or periodicals designated by the securities regulatory authorities of the State Council. Once the announcement is made, all holders of domestic investment shares shall be deemed to have received the notice of the relevant shareholders' general meeting. Where possible, the Chinese and English versions of such announcements shall be published on a major Chinese newspaper and an English newspaper in Hong Kong, respectively, on the same day. Notwithstanding the above two paragraphs, if otherwise stipulated in the listing rules and other applicable regulations of the stock exchange where the Company's domestic shares are listed in respect of the dispatch of the notice of a shareholders' general meeting to domestic Shareholders of the Company, the same shall prevail.	Article 61 The notice of a shareholders' general meeting shall be delivered to the shareholders (whether or not entitled to vote thereat) in accordance with the methods prescribed in Article 18<u>6</u>. If the notice is delivered by assigned persons or per-paid mail, it shall be delivered to the recipient's address shown in the register of shareholders. ~~For holders of domestic investment shares, the notice of a shareholders' general meeting may also be given by public announcement.~~ ~~The public announcement referred to in the preceding paragraph shall be published in accordance with the notice period as stipulated in the Articles of Association in one or more newspapers or periodicals designated by the securities regulatory authorities of the State Council. Once the announcement is made, all holders of domestic investment shares shall be deemed to have received the notice of the relevant shareholders' general meeting. Where possible, the Chinese and English versions of such announcements shall be published on a major Chinese newspaper and an English newspaper in Hong Kong, respectively, on the same day.~~ ~~Notwithstanding the above two paragraphs, if otherwise stipulated in the listing rules and other applicable regulations of the stock exchange where the Company's domestic shares are listed in respect of the dispatch of the notice of a shareholders' general meeting to domestic Shareholders of the Company, the same shall prevail.~~

Articles of Association	
Before amendment	After amendment
Article 62 The authorization letter a shareholder presents to authorize another person to attend the shareholders' general meeting should contain the following contents: 1. Name of the proxy; 2. Whether the proxy has voting rights; 3. Indication of consent, objection or abstention concerning each proposal on the shareholders' general meeting agenda; 4. Date of signing of the authorization letter and validity period; 5. Signature (or chop) of the entrusting party. If the entrusting party is a corporate shareholder, it should add the chop of the legal person.	Article 67 The authorization letter a shareholder presents to authorize another person to attend the shareholders' general meeting should contain the following contents: 1. <u>Name of the appointor, the class and number of shares of the Company held by him/her/it;</u> 2. Name of the proxy; ~~2. Whether the proxy has voting rights;~~ 3. <u>The specific instructions from the shareholder, including an indication of consent, objection or abstention concerning each proposal on the shareholders' general meeting agenda;</u> 4. Date of signing of the authorization letter and validity period; 5. Signature (or chop) of the entrusting party. If the entrusting party is a corporate shareholder, it should add the chop of the legal person.
Article 65 The meeting registration document containing the people attending the meeting should be made by the Company. The meeting registration document contains the names of persons (or names of organizations) attending the meeting, identity card numbers, residential addresses, the number of shares held or representing the voting rights, and names (or name of organizations) of the proxies.	Article 70 The meeting registration document containing the people attending the meeting should be made by the Company. The meeting registration document contains the names of persons (or names of organizations) attending the meeting, identity card numbers, ~~residential addresses~~, the number of shares held or representing the voting rights, and names (or name of organizations) of the proxies.

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Before amendment	After amendment
Article 67 When a Shareholders' general meeting is held, all Directors, Supervisors and secretary to the Board of the Company shall attend the meeting, while President and other relevant senior executive officers of the Company shall attend the meeting as non-voting participants.	Article 72 ~~When a Shareholders' general meeting is held, all Directors, Supervisors and secretary to the Board of the Company shall attend the meeting, while President and other relevant senior executive officers of the Company shall attend the meeting as non-voting participants.~~ <u>If a Shareholders' general meeting requires the attendance of directors or senior management, the directors or senior management shall do so and answer shareholders' inquiries.</u>
Article 74 The convener shall ensure that the contents of the minutes are true, accurate and complete. Directors, supervisors, secretaries to the board of directors, conveners or their representatives, and the presider of the meeting present at the meeting should sign their names on the minutes. The minutes should be kept together with the signature book of shareholders present at the meeting and authorization letters of proxies for not less than 10 years.	Article 79 The convener shall ensure that the contents of the minutes are true, accurate and complete. Directors, ~~supervisors~~, secretaries to the board of directors, conveners or their representatives, and the presider of the meeting present at the meeting should sign their names on the minutes. The minutes should be kept together with the signature book of shareholders present at the meeting and authorization letters of proxies for not less than 10 years.

Articles of Association	
Before amendment	After amendment
Article 77 The following matters shall be resolved by way of an ordinary resolution of the shareholders' general meeting: (1) work reports of the board of directors and the board of supervisors; (2) plans for the distribution of profits and making up of losses drafted by the board of directors; (3) appointment and removal of members of the Board and the Supervisory Committee, their remuneration and method of payment; (4) the Company's annual budget and final accounts; (5) the annual report of the Company; (6) matters other than those that laws, administrative regulations or the Articles require to be passed by way of a special resolution.	Article 82 The following matters shall be resolved by way of an ordinary resolution of the shareholders' general meeting: (1) work reports of the board of directors ~~and the board of supervisors~~; (2) plans for the distribution of profits and making up of losses drafted by the board of directors; (3) appointment and removal of members of the Board ~~and the Supervisory Committee~~, their remuneration and method of payment; ~~(4) the Company's annual budget and final accounts;~~ ~~(5) the annual report of the Company;~~ (6) matters other than those that laws, administrative regulations or the Articles require to be passed by way of a special resolution.

Articles of Association	
Before amendment	After amendment
Article 78 (3) division, spin-off, merger, dissolution and liquidation of the Company; (4) amendment of the Articles of Association; (5) any guarantee provided by the Company within one year, the amount of which exceeds 30% of the total assets as presented in the latest audited consolidated financial statements of the Company; 	Article 83 (3) division, spin-off, merger, dissolution and liquidation <u>(including voluntary winding up)</u> of the Company; (4) amendment of the Articles of Association; (5) any guarantee provided by the Company <u>to others</u> within one year, the amount of which exceeds 30% of the <u>latest audited total assets as presented in the latest audited consolidated financial statements</u> of the Company;
Article 79 When shareholders (including proxies) vote at the shareholders' general meeting, they shall exercise their voting rights according to the number of voting rights they represent. Each share shall carry one voting right. Where the Rules Governing the Listing of Stocks on Shanghai Stock Exchange or the Hong Kong Listing Rules provide that any shareholders shall abstain from voting or can only vote for yes (or no) on certain resolution, if the said shareholders violate the relevant regulations or limitations, the votes of the said shareholders or the proxies thereof (provided that the Company is aware of this situation) shall not be counted.	Article 84 When shareholders (including proxies) vote at the shareholders' general meeting, they shall exercise their voting rights according to the number of voting rights they represent. Each share shall carry one voting right, <u>except for shareholders of class shares</u>. Where the Rules Governing the Listing of Stocks on Shanghai Stock Exchange or the Hong Kong Listing Rules provide that any shareholders shall abstain from voting or can only vote for yes (or no) on certain resolution, if the said shareholders violate the relevant regulations or limitations, the votes of the said shareholders or the proxies thereof (provided that the Company is aware of this situation) shall not be counted. <u>The term "shareholders" referred to in the first paragraph of this article includes shareholders who have appointed proxies to attend the shareholders' general meeting.</u>

Articles of Association	
Before amendment	After amendment
Article 80 When the shareholders' general meeting discusses associated transactions, the associated shareholders shall not participate in the voting. His shares held with voting rights shall not be calculated within the total number of valid votes. The public announcement of shareholders' general meeting resolutions shall fully disclose the voting decisions of the non-associated shareholders. The Company shall, in accordance with the requirements of the securities exchange(s) where the Company is listed, identify the definition and scope of associated shareholders. Where associated shareholders should withdraw but did not, non-associated shareholders can request for their withdrawal.	Article 85 When the shareholders' general meeting discusses associated transactions, the associated shareholders shall not participate in the voting. His shares held with voting rights shall not be calculated within the total number of valid votes. The public announcement of shareholders' general meeting resolutions shall fully disclose the voting decisions of the non-associated shareholders. The Company shall, in accordance with the requirements of the securities exchange(s) where the Company is listed, identify the definition and scope of associated shareholders. ~~Where associated shareholders should withdraw but did not, non-associated shareholders can request for their withdrawal.~~ <u>Before associated transactions are considered at the shareholders' general meeting, the Company shall determine the scope of the associated shareholders in accordance with the relevant national laws and regulations, and the securities listing rules of the stock exchange. The associated shareholders or their proxies may attend the meeting and clarify their views to the shareholders present in accordance with the meeting procedures, but shall abstain from voting.</u>

Articles of Association	
Before amendment	After amendment
	<u>When the matters related to associated transactions is resolved at the shareholders' general meeting, the associated shareholders shall abstain from voting. If the associated shareholders do not abstain from voting, other shareholders attending the meeting shall have the right to request the associated shareholders to abstain from voting. After the associated shareholders abstain from voting, the other shareholders shall vote according to their voting rights and approve the corresponding resolutions in accordance with the provisions of the Articles of Association.</u> <u>Resolutions on associated transaction matters at the shareholders' general meeting shall be valid only if they are approved by a majority of the voting rights held by non-associated shareholders present at the meeting. However, if the associated transaction matter involves items specified in these Articles of Association that require approval by a special resolution, the resolutions shall be valid only if they are approved by at least two-thirds of the voting rights held by non-associated shareholders present at the meeting.</u>
Article 82 The list of candidates for director and supervisor shall be proposed to the shareholders' general meeting for voting. The board of directors and shareholders representing more than 3% of the voting shares of the Company shall have the right to raise relevant resolutions. 	Article 87 The list of candidates for director~~and supervisor~~ shall be proposed to the shareholders' general meeting for voting. The board of directors and shareholders representing more than 3~~1~~% of the voting shares of the Company shall have the right to raise relevant resolutions.

Articles of Association	
Before amendment	After amendment
Article 105 A company director shall be a natural person, and none of the following persons may serve as a director of the Company: (1) persons without capacity or with limited capacity for civil acts; (2) persons who were sentenced for crimes for corruption, bribery, encroachment or embezzlement of property or disruption of the social or economic order where five years have not lapsed following the serving of the sentence, or persons who were deprived of their political rights for committing a crime where five years have not lapsed following the serving of the sentence; (3) directors, or factory directors or managers who bear personal liability for the bankruptcy or liquidation of their companies or enterprises due to mismanagement where three years have not lapsed following the date of completion of such bankruptcy or liquidation; (4) the legal representatives of companies or enterprises that had their business licenses revoked or had been ordered to close for breaking the law, where such representatives bear individual liability and three years have not lapsed following the date of revocation of such business licenses; (5) persons with relatively heavy individual debts that have not been settled upon maturity;	Article 110 A company director shall be a natural person, and none of the following persons may serve as a director of the Company: (1) persons without capacity or with limited capacity for civil acts; (2) persons who were sentenced for crimes for corruption, bribery, encroachment or embezzlement of property or disruption of the social or economic order ~~where five years have not lapsed following the serving of the sentence~~, or persons who were deprived of their political rights for committing a crime ~~where five years have not lapsed following the serving of the sentence~~, <u>less than two years have elapsed since the date of the completion of the probation review if a suspended sentence is announced</u>; (3) directors, or factory directors or managers who bear personal liability for the bankruptcy or liquidation of their companies or enterprises due to mismanagement where three years have not lapsed following the date of completion of such bankruptcy or liquidation; (4) the legal representatives of companies or enterprises that had their business licenses revoked or had been ordered to close for breaking the law, where such representatives bear individual liability and three years have not lapsed following the date of revocation of such business licenses <u>and the closure ordered</u>; (5) persons <u>who are listed as defaulters by a people's court</u> with relatively heavy individual debts that have not been settled upon maturity;

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Before amendment	After amendment
(6) a person who has been prohibited from participating in the securities market by the CSRC, where such prohibition has not expired; (7) other situations as provided by the laws, administrative regulations or departmental rules. For any election and appointment of a director in contravention of the provisions herein, such election, appointment or employment shall be void and null. Where a director falls into the circumstances set out herein during his or her term of office, the Company shall remove him or her from office. The director shall be elected or replaced by a shareholders' general meeting. Directors need not be the Company's shareholders. Directors include executive directors and non-executive directors, and non-executive directors include independent directors. Executive directors refer to directors who serve at other posts at the Company except as directors, and non-executive directors serve no other posts except as directors. Independent directors refer to people qualified as independent directors in accordance with the provisions of laws and regulations.	(6) a person who has been prohibited from participating in the securities market by the CSRC, where such prohibition has not expired; (7) <u>persons who are publicly determined by a stock exchange as unsuitable to serve as directors or senior management of a listed company with a period yet to be expired;</u> (8) other situations as provided by the laws, administrative regulations or departmental rules. For any election and appointment of a director in contravention of the provisions herein, such election, appointment or employment shall be void and null. Where a director falls into the circumstances set out herein during his or her term of office, the Company shall remove him or her from office <u>and suspend him or her from performing duties.</u> The director shall be elected or replaced by a shareholders' general meeting <u>and may be removed from office by the shareholders' general meeting before the expiration of their terms of office.</u> Directors need not be the Company's shareholders. Directors include executive directors and non-executive directors, and non-executive directors include independent directors. Executive directors refer to directors who serve at other posts at the Company except as directors, and non-executive directors serve no other posts except as directors. Independent directors refer to people qualified as independent directors in accordance with the provisions of laws and regulations.

Articles of Association	
Before amendment	After amendment
Article 106 A Director may concurrently hold the position of President or any other senior executive officer, provided that the total number of Directors holding such positions and Directors from staff representatives does not exceed one half of all Directors of the Company.	Article 111 A Director may concurrently hold the position of ~~President or any other~~ senior executive officer, provided that the total number of Directors holding such positions and Directors from staff representatives does not exceed one half of all Directors of the Company. <u>The Company shall have one staff representative. Such representative shall be elected by the Company's employees through staff representatives meetings, employee meetings or through other forms of democratic election, and their appointment shall not be subject to approval by the shareholders' general meeting.</u> <u>The procedure for the selection and appointment of Directors shall be conducted in accordance with the following procedures:</u> (1) <u>Director candidates may be nominated by the board of directors or by shareholder(s) holding individually or collectively 1% or more of the Company's shares, with all nominations to be submitted in writing;</u> (2) <u>The Company shall disclose detailed information regarding Director candidates by way of notice prior to the shareholders' general meeting to ensure shareholders are sufficiently informed when casting their votes;</u> (3) <u>Prior to the shareholders' general meeting, each Director candidate shall provide a written undertaking confirming their acceptance of the nomination, the accuracy and completeness of the information provided, and their commitment to duly perform the duties of a Director if elected;</u> (4) <u>The list of Director candidates shall be submitted to the shareholders' general meeting for approval in the form of a proposal;</u>

Articles of Association	
Before amendment	After amendment
	(5) <u>When considering proposals for the election of Directors, the shareholders' general meeting shall vote on each candidate individually;</u> (6) <u>Where a proposal for the election of Directors is approved, the newly elected Directors shall assume office immediately upon the conclusion of the meeting.</u>
Article 107 Directors shall comply with the laws, administrative regulations and the Articles of Association, and assume the following obligations of loyalty to the Company: (1) not to use their authority of office to accept bribes or other illegal income nor misappropriate the property of the Company; (2) not to embezzle the Company's funds; (3) not to deposit the Company's assets or funds in accounts under their own names or in the names of others; (4) not to lend the funds of the Company to other persons or provide guarantee for other persons with the property of the Company in violation of the Articles of Association or without the consent of the shareholders' general meeting or the Board; (5) not to enter into any contract or conduct any transaction with the Company in violation of the Articles of Association or without the consent of the shareholders' general meeting; (6) without the consent of the shareholders' general meeting, not to take advantage of their positions to seek for themselves or others any business opportunities that are due to the Company, or conduct any businesses similar to those of the Company for themselves or others;	Article 112 Directors shall comply with the laws, administrative regulations and the Articles of Association, and assume the following obligations of loyalty to the Company: <u>shall take measures to avoid conflicts between their own interests and the Company's interests, and shall not use their powers to seek improper benefits.</u> <u>Directors shall assume the following obligations of loyalty to the Company:</u> ~~(1) not to use their authority of office to accept bribes or other illegal income nor misappropriate the property of the Company;~~ (21) not to embezzle the Company's funds; ~~(32) not to deposit the Company's assets or funds in accounts under their own names or in the names of others;~~ ~~(4) not to lend the funds of the Company to other persons or provide guarantee for other persons with the property of the Company in violation of the Articles of Association or without the consent of the shareholders' general meeting or the Board;~~ ~~(5) not to enter into any contract or conduct any transaction with the Company in violation of the Articles of Association or without the consent of the shareholders' general meeting;~~

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Before amendment	After amendment
(7) not to take as their own any commission for any transaction with the Company; (8) not to disclose any secret of the Company; (9) not to use their connected relations to damage the interests of the Company; and (10) to fulfill other obligations of loyalty stipulated by the laws, administrative regulations, departmental rules and the Articles of Association. Earnings obtained by a director in violation of the provisions herein shall belong to the Company, and shall be liable for compensation for any loss incurred to the Company.	~~(6) without the consent of the shareholders' general meeting, not to take advantage of their positions to seek for themselves or others any business opportunities that are due to the Company, or conduct any businesses similar to those of the Company for themselves or others;~~ (3) <u>not to use their authority of office to accept bribes or other illegal income;</u> (4) <u>not to directly or indirectly enter into any contract or perform any transaction with the Company without reporting to the Board or the general meeting and obtaining approval through a resolution of the Board or the general meeting in accordance with the provisions of the Articles of Association;</u> (5) <u>not to exploit his position to seek for himself or others any business opportunities that would otherwise belong to the Company, except when reported to the Board or the general meeting and approved by a resolution of the general meeting, or when the Company is unable to utilize such business opportunities according to the provisions of laws, administrative regulations, or the Articles of Association;</u> (6) <u>not to operate on his own or for others any business that is of the same kind as the Company's business without reporting to the Board or the general meeting and obtaining approval through a resolution of the general meeting;</u> (7) not to take as their own any commission for any transaction <u>between others</u> and the Company; (8) not to disclose any secret of the Company; (9) not to use their connected relations to damage the interests of the Company; and

Articles of Association	
Before amendment	After amendment
	(10)to fulfill other obligations of loyalty stipulated by the laws, administrative regulations, departmental rules and the Articles of Association. Earnings obtained by a director in violation of the provisions herein shall belong to the Company, and shall be liable for compensation for any loss incurred to the Company.
Article 108 The director shall comply with the law, administrative regulations and the Articles. He has the following duties of due diligence towards the company: 1. He should be careful, serious and diligent in exercising his authorities conferred by the Company, in order to ensure that the business activities of the Company comply with the state law, administrative regulations and various economic policy requirements of the state, and the business activities cannot exceed the scope of activities specified by the business license; 2. He shall treat all shareholders fairly; 3. He shall understand the business operation and management circumstances of the Company in a timely manner; 4. He shall sign as confirmation on the periodic reports of the Company. He shall ensure that the information disclosed by the Company is true, accurate, and complete; 5. He shall truthfully supply relevant circumstances and information to the board of supervisors, and shall not interfere with the exercising of duties by the board of supervisors or supervisors; 6. Other due diligence duties specified by the law, administrative regulations, department regulations and the Articles.	Article 113 The director shall comply with the law, administrative regulations and the Articles, <u>fulfill the duties of due diligence with reasonable care that managers should ordinarily exercise in the best interests of the Company.</u> The <u>director</u> has the following duties of due diligence towards the company: 1. He should be careful, serious and diligent in exercising his authorities conferred by the Company, in order to ensure that the business activities of the Company comply with the state law, administrative regulations and various economic policy requirements of the state, and the business activities cannot exceed the scope of activities specified by the business license; 2. He shall treat all shareholders fairly; 3. He shall understand the business operation and management circumstances of the Company in a timely manner; 4. He shall sign as confirmation on the periodic reports of the Company. He shall ensure that the information disclosed by the Company is true, accurate, and complete;

Articles of Association	
Before amendment	After amendment
	5. He shall truthfully supply relevant circumstances and information to the ~~board of supervisors~~<u>audit and risk committee</u>, and shall not interfere with the exercising of duties by the ~~board of supervisors or supervisors~~<u>audit and risk committee</u>; 6. Other due diligence duties specified by the law, administrative regulations, department regulations and the Articles.
Article 109 In respect of nominating candidates for directors and the candidates' willingness of accepting the nomination, the term of the written notice to the Company shall be not less than 7 days. The commencing date of the said term shall not be earlier than the first day after the issuance of the notice of the shareholders' general meeting and the expiry date thereof shall be no later than 7 days prior to the holding of the shareholders' general meeting. The members of the board of directors shall remain relatively stable. The number of by-election for the board of directors due to the shortfall thereof shall be no more than 2 persons within a consecutive period of 12 months. The re-election of the board of directors shall not be limited by the provision of this paragraph.	Article 114 In respect of nominating candidates for directors and the candidates' willingness of accepting the nomination, the term of the written notice to the Company shall be not less than 7 days. The commencing date of the said term shall not be earlier than the first day after the issuance of the notice of the shareholders' general meeting and the expiry date thereof shall be no later than 7 days prior to the holding of the shareholders' general meeting. ~~The members of the board of directors shall remain relatively stable. The number of by-election for the board of directors due to the shortfall thereof shall be no more than 2 persons within a consecutive period of 12 months. The re-election of the board of directors shall not be limited by the provision of this paragraph.~~

Articles of Association	
Before amendment	After amendment
Article 110 The director can resign before the expiry of his term of service. When a director resigns, he should submit a written resignation report to the board of directors. The board of directors should disclose the relevant circumstances within 2 days. Except for the abovementioned circumstance, the director's resignation takes effect when his resignation report is delivered to the board of directors. In case of resignation of a Director, the Company shall complete by election within 60 days thereafter.	Article 115 The director can resign before the expiry of his term of service. When a director resigns, he should submit a written resignation report to the board of directors, <u>and the resignation shall take effect on the date the Company receives the resignation notice.</u> The <u>Company board of directors</u> should disclose the relevant circumstances within 2 <u>trading</u> days. Except for the abovementioned circumstance, the director's resignation takes effect <u>on the date the Company receives the notice</u>~~when his resignation report is delivered to the board of directors~~. In case of resignation of a Director, the Company shall complete by election within 60 days thereafter.
Article 111 When a director's resignation takes effect or his or her term of service expires, the director shall complete all transfer procedures with the Board. His or her obligations of loyalty towards the Company and the shareholders do not necessarily cease after the termination of his or her term of service and shall still be in effect within a reasonable period as prescribed by the Articles of Association. Any person who is appointed as a director by the board of directors to fill the temporary vacancy of the board of directors or the added position at the board of directors, shall serve the office until the next annual shareholders' general meeting and will have the qualification to continue his service by way of re-election.	Article 116 <u>The Company has established a resignation management system for director, clearly specifying the accountability and compensation measures for unfulfilled public commitments and other outstanding matters.</u> When a director's resignation takes effect or his or her term of service expires, the director shall complete all transfer procedures with the Board. His or her obligations of loyalty towards the Company and the shareholders do not necessarily cease after the termination of his or her term of service and shall still be in effect within a reasonable period as prescribed by the Articles of Association. Any person who is appointed as a director by the board of directors to fill the temporary vacancy of the board of directors or the added position at the board of directors, shall serve the office until the next annual shareholders' general meeting and will have the qualification to continue his service by way of re-election.

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Article 112 When a director causes losses suffered by the Company due to his unauthorized absence, he shall bear liabilities to compensate. If a director cannot resign due to his unfinished duties to the Company or the unfinished audit, he shall bear liabilities to compensate for the losses caused by his unauthorized absence to the Company.	Article 117 When a director causes losses suffered by the Company due to his unauthorized absence, he shall bear liabilities to compensate. <u>The liability that a director should bear for actions taken while performing duties during his term of office shall not be exempted or terminated due to his resignation.</u> If a director cannot resign due to his unfinished duties to the Company or the unfinished audit, he shall bear liabilities to compensate for the losses caused by his unauthorized absence to the Company.
/	(New) Article 118 <u>The shareholders' general meeting may make a resolution to remove a director, and the removal shall become effective on the date the resolution is adopted.</u> <u>If a director is removed without good cause before the end of their term, the director may claim compensation from the Company.</u>
Article 114 When a director contravenes the law, administrative regulations, department regulations or the Articles when carrying out his duties, causing losses to the Company, he shall bear liabilities to compensate.	Article 120 <u>The Company will be held responsible for any damages caused to others by a director in the performance of his duties for the Company; the director shall also be held responsible for damages if he is willful or grossly negligent.</u> When a director contravenes the law, administrative regulations, department regulations or the Articles when carrying out his duties, causing losses to the Company, he shall bear liabilities to compensate.

Articles of Association	
Before amendment	After amendment
Article 117 The board of directors shall be composed of 7 to 11 directors, which shall include one chairman of the board and one or two vice chairmen (as required) of the board. The chairman of the board and the vice chairman of the board shall be elected by more than half of all the directors.	Article 123 The board of directors shall be composed of ~~7 to 11~~ <u>9</u> directors, which shall include one chairman of the board and one or two vice chairmen (as required) of the board. The chairman of the board and the vice chairman of the board shall be elected by more than half of all the directors.
Article 118 The board of directors shall exercise the following functions and powers: (1) to be responsible for convening the shareholders' general meeting and to report on its work thereto; (2) to implement the resolutions of shareholders' general meeting; (3) to decide on the business plans and investment plans of the Company; (4) to formulate the proposed annual financial budgets and final accounts of the Company; (5) to formulate the plans for profit distribution and making up losses of the Company; 	Article 124 The board of directors shall exercise the following functions and powers: (1) to be responsible for convening the shareholders' general meeting and to report on its work thereto; (2) to implement the resolutions of shareholders' general meeting; (3) to decide on the business plans and investment plans of the Company; (4) ~~to formulate the proposed annual financial budgets and final accounts of the Company;~~ (5)to formulate the plans for profit distribution and making up losses of the Company;

Articles of Association	
Before amendment	After amendment
Article 123 The vice chairman assists the chairman of the board of directors. When the chairman cannot or does not carry out his duties, they will be carried out by the vice chairman. If the vice chairman cannot or does not carry out his duties, more than half of the directors will nominate a director to carry out the duties.	Article 129 The vice chairman assists the chairman of the board of directors. When the chairman cannot or does not carry out his duties, they will be carried out by the vice chairman. If the vice chairman cannot or does not carry out his duties, more than half of the directors will nominate a director to carry out the duties.
Article 126 The notice of extraordinary meetings of the board of directors shall be delivered to all directors 5 days before the meetings are held. If an extraordinary meeting of the board of directors is required to be held as soon as possible under emergencies, a meeting notice may be issued within reasonable period by telephone or other oral means (but not subject to the time restriction of 5 days prior notice mentioned above), however, the convener shall make explanations at the meeting.	Article 132 The notice of extraordinary meetings of the board of directors shall be delivered <u>by hand delivery, mail (including e-mail) or telephone. The time limit of such notice is: to all directors</u> 5 days before the meetings are held. If an extraordinary meeting of the board of directors is required to be held as soon as possible under emergencies, a meeting notice may be issued within reasonable period by telephone or other oral means (but not subject to the time restriction of 5 days prior notice mentioned above), however, the convener shall make explanations at the meeting.
/	Section 4 of Chapter 6 concerning the agenda of the independent directors' special meeting has been revised concurrently with the Company's "Independent Directors' Work System", which has been reviewed and approved by the board of directors and is not listed in detail herein.

Articles of Association	
Before amendment	After amendment
Article 134 The board of directors shall have an audit and risk committee, a strategic and sustainability committee, a nomination and governance committee, a remuneration committee, and formulate corresponding implementation rules to specify the main duties, decision procedures and rules of procedures of each special committee. The board of directors shall be responsible for amendment and interpretation of the implementation rules of each special committee.	Article 147 The board of directors <u>of the Company</u> shall have an audit and risk committee <u>to exercise the duties and powers of the board of supervisors as stipulated in the Company Law.</u> Article 149 <u>The board of directors of the Company shall have other special committees such as a strategic and sustainability committee, a nomination and governance committee, a remuneration committee, and formulate corresponding implementation rules to specify the main duties, decision procedures and rules of procedures of each special committee.</u> These committees shall be authorized by the Articles of Association and the board of directors to perform their duties, and the resolutions proposed by these special committees shall be submitted to the board of directors for consideration and approval. The board of directors shall be responsible for <u>amendment and interpretation</u> <u>formulation</u> of the <u>implementation</u> <u>working</u> rules of <u>each</u> <u>these</u> special committee.
Article 135 The Audit and Risk Committee shall consist of at least three non-executive directors of the Company, the majority of whom shall be independent non-executive directors. In addition, one of the members in the capacity of an independent non-executive director must be equipped with appropriate professional qualification or appropriate accounting or related financial management expertise. The members of the Audit and Risk Committee shall be appointed by the board of directors. The Audit and Risk Committee shall have a Chairman who shall be appointed by the board of directors amongst the committee members and shall be an independent non-executive Director. The members of the Audit and Risk Committee shall be directors who do not serve as senior management of the Company. 	Article 148 The Audit and Risk Committee shall consist of at least three non-executive directors of the Company, the majority of whom shall be independent non-executive directors. ~~In addition, one of the members in the capacity of an independent non-executive director must be equipped with appropriate professional qualification or appropriate accounting or related financial management expertise.~~ The members of the Audit and Risk Committee shall be appointed by the board of directors. The Audit and Risk Committee shall have a Chairman who shall be appointed by the board of directors amongst the committee members and shall be an <u>accounting professional among the independent directors</u> ~~independent non-executive Director~~. The members of the Audit and Risk Committee shall be directors who do not serve as senior management of the Company.

Articles of Association	
Before amendment	After amendment
Article 138 (4) other matters specified by laws and regulations, relevant rules of the Shanghai Stock Exchange and the Articles and relevant systems of the Company. If recommendations from the Remuneration Committee are not adopted or not adopted in their entirety by the Board, the opinions of the Remuneration Committee and the detailed reasons for failure in adoption shall be recorded in the resolutions of the Board meeting and shall be disclosed.	Article 152 (4) other matters specified by laws ~~and~~, <u>administrative</u> regulations, relevant rules of the ~~Shanghai Stock Exchange~~ <u>CSRC</u> and the Articles and relevant systems of the Company. If recommendations from the Remuneration Committee are not adopted or not adopted in their entirety by the Board, the opinions of the Remuneration Committee and the detailed reasons for failure in adoption shall be recorded in the resolutions of the Board meeting and shall be disclosed.
Article 139 Each special committee is responsible to the board of directors and shall submit proposal to the board of directors for consideration and approval. Each special committee may engage an intermediary agency to provide professional advices at the expense of the Company. If a meeting is to be convened by a special committee under the board of directors, the Company shall in principle provide relevant data and information no later than three days before the convening of the special committee meeting. The data of special committees under the board of directors shall be maintained as company files for at least ten years.	Article 153 Each special committee is responsible to the board of directors ~~and shall submit proposal to the board of directors for consideration and approval.~~ Each special committee may engage an intermediary agency to provide professional advices at the expense of the Company. If a meeting is to be convened by a special committee under the board of directors, the Company shall in principle provide relevant data and information no later than three days before the convening of the special committee meeting. The data of special committees under the board of directors shall be maintained as company files for at least ten years.

Articles of Association	
Before amendment	After amendment
Article 143 The Company shall have one president who shall be appointed or dismissed by the board of directors. The Company shall have several vice president who shall be appointed or dismissed by the board of directors. President, vice president, chief financial officer and secretary to the board of directors belong to senior management staff of the Company. The board of directors may appoint other personnel besides the aforementioned personnel as senior management staff as required.	Article 154 The Company shall have one president who shall be appointed or dismissed by <u>decision of</u> the board of directors. The Company shall have several vice president who shall be appointed or dismissed by <u>decision of</u> the board of directors. <u>The Company shall have a secretary to the board of directors and a chief financial officer who shall be appointed or dismissed by decision of the board of directors.</u> President, vice president, chief financial officer and secretary to the board of directors belong to senior management staff of the Company. The board of directors may appoint other personnel besides the aforementioned personnel as senior management staff as required.
Article 144 Article 105 of the Articles of Association concerning the circumstances under which a person may not serve as a director shall be applicable to the senior managements. The provisions under Article 107 in relation to the duty of loyalty of directors and provisions (4), (5) and (6) under Article 108 in relation to the duty of diligence shall be applicable to the senior managements.	Article 155 ~~Article 105 of the~~ The Articles of Association concerning the circumstances under which a person may not serve as a director <u>and the management system for resignations</u> shall be applicable to the senior managements. The provisions under ~~Article 107~~ <u>the Articles of Association</u> in relation to the duty of loyalty of directors and ~~provisions (4), (5) and (6) under Article 108 in relation to~~ the duty of diligence shall be applicable to the senior managements.
Article 145 A person holding a post, other than a director, in the organization of the controlling shareholder or the actual controller of the Company, cannot become senior managements of the company. The remuneration of the Company's senior managements shall be paid by the Company rather than controlling shareholders.	Article 156 A person holding a post, other than a director ~~or a supervisor~~, in the organization of the controlling shareholder ~~or the actual controller~~ of the Company, cannot become senior managements of the company. The remuneration of the Company's senior managements shall be paid by the Company rather than controlling shareholders.

Articles of Association	
Before amendment	After amendment
/	(New) Article 164 <u>The Company shall be liable for any damages caused to others by the senior management in the performance of his or her duties for the Company; the senior management of the Company who acts intentionally or with gross negligence, shall also bear liability for such damages. If the senior management breach the laws, administrative regulations, departmental regulations or this Articles of Association when carrying out his or her duties for the Company and causes loss to the Company, he or she shall be liable for compensation.</u>
Article 171 After the Company makes up for losses and allocates reserves, the balance of the after-tax profits should be distributed according to the proportion of shares held by shareholders, except for the distribution that shall not be based on the shareholding percentage as prescribed in the Articles. I f the shareholders' general meeting contravenes the provisions of the preceding paragraph by distributing profits to shareholders before making up for losses and allocating legal reserves, the shareholders must return the distributed profits which are against the said provisions to the Company. Shares of the Company held by the Company shall not participate in the distribution of profits.	Article 169 After the Company makes up for losses and allocates reserves, the balance of the after-tax profits should be distributed according to the proportion of shares held by shareholders, except for the distribution that shall not be based on the shareholding percentage as prescribed in the Articles. <u>If the Company Law is violated at the shareholders' general meeting by distributing profits to shareholders, the shareholders shall return to the Company the profits distributed in violation of the regulations; where any loss is caused to the Company, the shareholders and the responsible directors and senior management shall be liable for compensation.</u> Shares of the Company held by the Company shall not participate in the distribution of profits.

Articles of Association	
Before amendment	After amendment
Article 172 The reserve of the Company is used to make up for the Company's losses, increase the production operation of the company or increase the Company's capital. However, capital reserve cannot be used to make up for the Company's losses. When legal reserve funds are converted into capital, the remaining balance of that reserve fund cannot be less than 25% of the registered capital of the Company before the conversion.	Article 170 The reserve of the Company is used to make up for the Company's losses, increase the production operation of the company or increase the Company's capital. ~~However, capital reserve cannot be used to make up for the Company's losses.~~ <u>To make up for the losses of the Company, the reserve funds of the Company and the legal reserve funds shall be used first; if still insufficient, the capital reserve funds may be used in accordance with regulations.</u> When legal reserve funds are converted into <u>the increase of registered</u> capital, the remaining balance of that reserve fund cannot be less than 25% of the registered capital of the Company before the conversion.
/	(New) Article 171 <u>The objective of the Company's cash dividend policy is aimed to achieve sustained and stable cash distributions in accordance with the cash dividend conditions and requirements stipulated in the Articles of Association, based on the Company's profitability and in consideration of its operational and long-term development needs. The opinions of independent directors and public investors should be fully considered in the decision-making and justification process regarding the profit distribution policy. In the event that the Company's audit report for the most recent year contains a qualified opinion or an unqualified opinion with paragraph(s) related to material uncertainty regarding going concern; the gearing ratio of the Company for the most recent year exceeds 70%; the Company records negative net operating cash flow, or there are other circumstances occur that the Company deems inappropriate for profit distribution, profit distribution may not be implemented.</u>

Articles of Association	
Before amendment	After amendment
Article 176 The Company shall implement an internal auditing system. It will be staffed with professional auditors to conduct internal auditing and monitoring on the financial income and expenses as well as economic activities of the Company.	Article 175 The Company shall implement an internal auditing system. ~~It will be staffed with professional auditors to conduct internal auditing and monitoring on the financial income and expenses as well as economic activities of the Company.~~ <u>specifying the leadership system, responsibilities and authorities, staffing, funding security, use of audit results, and accountability in relation to internal audit work.</u> <u>The Company's internal audit system is implemented after approval by the Board of Directors and is disclosed to the public.</u>
Article 177 The internal auditing system of the Company and the responsibilities of the audit personnel should be implemented after approval by the board of directors. The audit staff should be responsible to and report their work to the board of directors.	Article 176 ~~The internal auditing system of the Company and the responsibilities of the audit personnel should be implemented after approval by the board of directors. The audit staff should be responsible to and report their work to the board of directors.~~ <u>The internal audit institution of the Company supervises and inspects the Company's business activities, risk management, internal control, financial information and other matters.</u> <u>The internal audit institution shall maintain its independence, be staffed with professional auditors, and shall not be placed under the leadership of the finance department or co-located with the finance department.</u>

Articles of Association	
Before amendment	After amendment
/	(New) Article 177 <u>The internal audit institution is accountable to the board of directors.</u> <u>The internal audit institution shall be subject to the supervision and guidance of the Audit and Risk Committee in the course of its supervision and inspection over the Company's business activities, risk management, internal control and financial information. The internal audit institution shall immediately report directly to the Audit and Risk Committee when relevant major issues or clues are found.</u>
/	(New) Article 178 <u>The internal audit institution is responsible for the specific organization and implementation of the Company's internal control evaluation. Based on the evaluation report issued by the internal audit institution and reviewed by the Audit and Risk Committee, as well as relevant materials, the Company shall issue its annual internal control evaluation report.</u>
/	(New) Article 179 <u>When the Audit and Risk Committee communicates with external audit units such as accounting firms and national audit institution, the internal audit institution shall actively cooperate and provide necessary support and collaboration.</u>
/	(New) Article 180 <u>The Audit and Risk Committee may participate in the appraisal of the head of internal audit.</u>

Articles of Association	
Before amendment	After amendment
Article 179 The appointment of accounting firm by the Company shall be decided by the shareholders' general meeting, and the board of directors shall not appoint accounting firm before the decision of the shareholders' general meeting.	Article 182 The appointment <u>and dismissal</u> of accounting firm by the Company shall be decided by the shareholders' general meeting, and the board of directors shall not appoint accounting firm before the decision of the shareholders' general meeting.
Article 183 (5) By public announcement in newspapers and/or other designated media; 	Article 186 (5) By public announcement in ~~newspapers~~ and/or other designated media;
Article 184 For the purpose of the Articles, unless otherwise provided, the term “public announcement” means publishing public announcements in Chinese newspapers or magazines in respect of the public announcements that are made to the shareholders of A Shares or that need to be made in China in accordance with the provisions of relevant regulations or the Articles. The newspapers and magazines shall be those that are designated in accordance with the provisions of the law and administrative regulations or by the State Council authorities in charge of supervision and management of securities. In respect of the public announcements that are made to shareholders of H shares listed outside the People's Republic of China or that need to be made in Hong Kong in accordance with relevant regulations or the Articles, the public announcements shall be made in designated newspapers in Hong Kong in accordance with the requirements of the Listing Rules.	Article 187 For the purpose of the Articles, unless otherwise provided, the term “public announcement” means ~~publishing public announcements in Chinese newspapers or magazines~~ <u>public announcements on the website of the Shanghai Stock Exchange and media that meets the conditions prescribed by the CSRC</u> in respect of the public announcements that are made to the shareholders of A Shares or that need to be made in China in accordance with the provisions of relevant regulations or the Articles. ~~The newspapers and magazines shall be those that are designated in accordance with the provisions of the law and administrative regulations or by the State Council authorities in charge of supervision and management of securities.~~ In respect of the public announcements that are made to shareholders of H shares listed outside the People's Republic of China or that need to be made in Hong Kong in accordance with relevant regulations or the Articles, the public announcements shall be made in designated newspapers in Hong Kong in accordance with the requirements of the Listing Rules.

Articles of Association	
Before amendment	After amendment
/	(New) Article 196 <u>The Company designates the media that meets the conditions prescribed by the CSRC and the website of the Shanghai Stock Exchange for the publication of the Company's public announcements and other information required to be disclosed.</u>
Article 200 When a company needs to decrease its registered capital, it must prepare a balance sheet and a list of assets. The Company shall notify the creditors within ten days of the date of the relevant resolution for the reduction of its share capital and shall publish an announcement in a newspaper within thirty days of the date of such resolution. A creditor has the right within thirty days of receiving the notice from the Company or, in the case of a creditor who does not receive the notice, within forty-five days of the date of the announcement, to demand that the Company repay its debts or provide a corresponding guarantee for such debt. After the company decreases its registered capital, its registered capital should not be lower than the legally prescribed minimum.	Article 203 When a company ~~needs to~~ decreases its registered capital, it must prepare a balance sheet and a list of assets. The Company shall notify the creditors within ten days of the date of the relevant resolution for the reduction of its share capital and shall publish an announcement ~~in a newspaper~~ <u>on the media designated for information disclosure in the Articles of Association or the National Enterprise Credit Information Publicity System</u> within thirty days of the date of such resolution. A creditor has the right within thirty days of receiving the notice from the Company or, in the case of a creditor who does not receive the notice, within forty-five days of the date of the announcement, to demand that the Company repay its debts or provide a corresponding guarantee for such debt. After the company decreases its registered capital, its registered capital should not be lower than the legally prescribed minimum. <u>Where the Company decreases its registered capital, it shall reduce the capital contribution or shares in proportion to the respective shareholdings of shareholders, unless otherwise provided by the law or the Articles of Association.</u>

Articles of Association	
Before amendment	After amendment
/	(New) Article 204 <u>If the Company still has a loss after making up for it in accordance with paragraph 2 of Article 170 of the Articles of Association, it may reduce its registered capital to make up for the loss. If the registered capital is reduced to make up for the loss, the Company shall not make any distribution to the shareholders, nor shall the shareholders be exempted from the obligation to pay the capital contribution or the share payment.</u> <u>If the registered capital is reduced in accordance with the provisions of the preceding paragraph, the provisions of paragraph 2 of Article 204 of the Articles of Association shall not apply, but an announcement shall be made on the media designated for information disclosure in the Articles of Association or the National Enterprise Credit Information Publicity System within thirty days from the date of the resolution on the reduction of the registered capital made by the shareholders' general meeting.</u> <u>After the Company reduces its registered capital in accordance with the provisions of the preceding two paragraphs, it may not distribute profits until the accumulated amount of the statutory reserve fund and discretionary reserve fund reaches 50% of the Company's registered capital.</u>

Articles of Association	
Before amendment	After amendment
/	(New) Article 205 <u>If registered capital is reduced in violation of the Company Law and other relevant regulations, shareholders shall return the funds they received, and any reduction in shareholder capital contribution shall be restored to its original state; if losses are caused to the Company, the shareholders and the responsible directors and members of the senior management shall bear liability for compensation.</u>
/	(New) Article 206 <u>When the Company issues new shares for the purpose of increasing its registered capital, the shareholders shall not be entitled to pre-emptive rights, unless otherwise provided for in the Articles of Association or determined by a resolution of the shareholders' general meeting that the shareholders shall be entitled to pre-emptive rights.</u>
Article 202 (5) If the Company gets into serious trouble in operations and management and its continuation may incur material losses to the interests of the Shareholders, and no solution can be found through any other channel, the Shareholders representing 10% or more of the total voting rights of the Company may request the people's court to dissolve the Company.	Article 208 (5) If the Company gets into serious trouble in operations and management and its continuation may incur material losses to the interests of the Shareholders, and no solution can be found through any other channel, the Shareholders representing 10% or more of the total voting rights of the Company may request the people's court to dissolve the Company.

Articles of Association	
Before amendment	After amendment
In the event that the Company is dissolved to the provisions under subparagraphs (1), (2), (4) and (5) of Article 202 of the Articles of Association, a liquidation committee shall be established to commence the liquidation of the Company within fifteen days of the dissolution. The members of the liquidation committee shall be the Directors or persons determined by the Shareholders' general meeting. In the event of failure to establish a liquidation committee to carry out the liquidation within the stipulated period, creditors may apply to the people's court to appoint relevant professionals to form a liquidation committee for the liquidation.	<u>The Company shall, within ten days of the occurrence of the reason(s) for dissolution stipulated in the preceding paragraph, publicize the reason(s) for dissolution through the National Enterprise Credit Information Publicity System.</u> ~~In the event that the Company is dissolved to the provisions under subparagraphs (1), (2), (4) and (5) of Article 202 of the Articles of Association, a liquidation committee shall be established to commence the liquidation of the Company within fifteen days of the dissolution. The members of the liquidation committee shall be the Directors or persons determined by the Shareholders' general meeting. In the event of failure to establish a liquidation committee to carry out the liquidation within the stipulated period, creditors may apply to the people's court to appoint relevant professionals to form a liquidation committee for the liquidation it shall be liquidated. The Directors shall be the obligors of liquidation of the Company and shall form a liquidation committee to carry out liquidation within 15 days from the date on which the cause of dissolution arises.~~ <u>The liquidation committee shall consist of the Directors, unless it is otherwise provided for in the Articles of Association or otherwise elected by the shareholders' general meeting.</u> <u>The liquidation obligors shall be liable for compensation if they fail to fulfill their obligations of liquidation in a timely manner, and thus any loss is caused to the Company or the creditors.</u>

Articles of Association	
Before amendment	After amendment
Article 203 If the situation under subparagraph (1) of Article 202 occurs, the Company can continue to operate after the Articles have been amended. When the Articles have been amended according to the previous paragraph, it must be passed by shareholders with more than two-thirds of the voting rights attending the shareholders' general meeting.	Article 209 If the situation under subparagraph (1) <u>or (2) of Article 202</u> occurs <u>and it has not distributed the assets to its shareholders</u>, the Company can continue to operate after the Articles have been amended. When the Articles have been amended <u>or resolution of the shareholders' general meeting has been made</u> according to the previous paragraph, it must be passed by shareholders with more than two-thirds of the voting rights attending the shareholders' general meeting.
Article 204 The liquidation committee shall notify creditors within ten days from the date of its establishment and publish an announcement in a newspaper within sixty days from the date of its establishment. The creditors shall, within thirty days of receiving the notice from the Company, or, in the case of a creditor who does not receive the notice, within forty-five days of the announcement, declare their claims to the liquidation committee. Creditors, when filing their claims, should illustrate those claim-related issues and provide supporting documents. The liquidation committee shall carry out registration of creditors' claims. During the period of declaration of claim, the liquidation committee shall not repay the debts to creditors.	Article 210 The liquidation committee shall notify creditors within ten days from the date of its establishment and publish an announcement <u>in a newspaper on the media designated for information disclosure in the Articles of Association or the National Enterprise Credit Information Publicity System</u> within sixty days from the date of its establishment. The creditors shall, within thirty days of receiving the notice from the Company, or, in the case of a creditor who does not receive the notice, within forty-five days of the announcement, declare their claims to the liquidation committee. Creditors, when filing their claims, should illustrate those claim-related issues and provide supporting documents. The liquidation committee shall carry out registration of creditors' claims. ~~During the period of declaration of claim, the liquidation committee shall not repay the debts to creditors.~~

Articles of Association	
Before amendment	After amendment
Article 207 If the Company is liquidated due to dissolution and the liquidation committee, having thoroughly examined the Company's property and prepared a balance sheet and a list of properties, discovers that the Company's property is insufficient to pay its debts in full, it shall immediately apply to the People's Court for a declaration of bankruptcy. After the People's Court has ruled to declare the Company bankrupt, the Company's liquidation committee shall refer the liquidation matters to the People's Court.	Article 213 If the Company is liquidated due to dissolution and the liquidation committee, having thoroughly examined the Company's property and prepared a balance sheet and a list of properties, discovers that the Company's property is insufficient to pay its debts in full, it shall ~~immediately apply to the People's Court for a declaration of bankruptcy~~ <u>file a bankruptcy liquidation with the People's Court in accordance with law.</u> <u>After the People's Court accepts the application for bankruptcy, the liquidation committee shall turn over matters regarding the liquidation to the bankruptcy administrator designated by the People's Court.</u> After the People's Court has ruled to declare the Company bankrupt, the Company's liquidation committee shall refer the liquidation matters to the People's Court.
Article 208 Following the completion of liquidation, the liquidation committee shall formulate a liquidation report, submit the same to the shareholders' general meeting or the people's court for confirmation and to the company registry, apply for cancellation of the Company's registration and publicly announce the Company's termination. 	Article 214 Following the completion of liquidation, the liquidation committee shall formulate a liquidation report, submit the same to the shareholders' general meeting or the people's court for confirmation and to the company registry, apply for cancellation of the Company's registration ~~and publicly announce the Company's termination.~~

Articles of Association	
Before amendment	After amendment
Article 209 Members of the liquidation group should be loyal to their duties and perform liquidation duties according to the law. Members of the liquidation group should not make use of their duties to receive bribes or other illegal income, and cannot embezzle the Company's assets. If a member of the liquidation group causes losses to the Company or creditors, deliberately or due to a significant mistake, he should be responsible for compensation.	Article 215 ~~Members of the liquidation group should be loyal to their duties and perform liquidation duties according to the law performing their duties of liquidation are obliged to loyalty and diligence.~~ ~~Members of the liquidation group should not make use of their duties to receive bribes or other illegal income, and cannot embezzle the Company's assets.~~ ~~If a member of the liquidation group causes losses to the Company or creditors, deliberately or due to a significant mistake, he should be responsible for compensation~~ <u>Any member of the liquidation group who neglects to fulfill his/her liquidation duties, thus causing any loss to the Company shall be liable for compensation, and any member of the liquidation group who cause any loss to any creditor due to his/her intentional or gross negligence shall be liable for compensation.</u>
/	(New) Article 223 <u>The terms of “connected transaction(s)”, “connected person(s)” and “connected relationship(s)” as used in the Articles of Association shall have the same meanings as “connected transaction(s)”, “connected person(s)” and “connected relationship(s)” under the context of the Hong Kong Listing Rules.</u>
Article 218 In these Articles, ‘more than’, ‘including’, ‘less than’ all include the proceeding number. ‘Not exceeding’, ‘excluding’, ‘below’, ‘above’ do not include the preceding number.	Article 225 In these Articles, ‘more than’, ‘including’, ‘less than’ all include the proceeding number. <u>‘Over’, ‘Not exceeding’, ‘excluding’, ‘below’, ‘above’ do not include the preceding number.</u>

Rules for Shareholders' General Meetings	
Before amendment	After amendment
Article 8 Independent directors are entitled to propose to the Board to convene an extraordinary general meeting. The proposal to convene an extraordinary general meeting by independent directors shall be approved by more than a half of all independent directors. The Board shall, in accordance with the laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of the extraordinary general meeting within ten (10) days after receiving such proposal from the independent directors. In the event that the Board agrees to convene an extraordinary general meeting, the notice of the general meeting shall be issued within five (5) days after the passing of the relevant resolution of the Board. In the event that the Board does not agree to convene an extraordinary general meeting, reasons for such disagreement shall be given by way of announcement.	Article 8 <u>Upon approval by more than a half of all independent directors, independent</u> directors are entitled to propose to the Board to convene an extraordinary general meeting. ~~The proposal to convene an extraordinary general meeting by independent directors shall be approved by more than a half of all independent directors.~~ The Board shall, in accordance with the laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of the extraordinary general meeting within ten (10) days after receiving such proposal from the independent directors. In the event that the Board agrees to convene an extraordinary general meeting, the notice of the general meeting shall be issued within five (5) days after the passing of the relevant resolution of the Board. In the event that the Board does not agree to convene an extraordinary general meeting, reasons for such disagreement shall be given by way of announcement.
Article 24 Such proxy form shall specify, in the absence of specific instructions from the shareholder, whether the proxy may vote as his own discretion.	(Deleted)

Rules for Shareholders' General Meetings	
Before amendment	After amendment
Article 34 The general meeting shall be presided over by the chairman of the Board as the presider of the meeting; Should the chairman is unable or fails to perform his/her duties, a Vice-chairman shall preside over the meeting (if there are two or more Vice-chairmen of the Company, the meeting shall be presided over by a Vice-chairman elected by more than half members of the Board); should the Vice-chairman is unable or fails to perform his/her duties, the meeting shall be presided over by a Director elected by more than half members of the Board. 	Article 33 The general meeting shall be presided over by the chairman of the Board as the presider of the meeting; Should the chairman is unable or fails to perform his/her duties, a Vice-chairman shall preside over the meeting (if there are two or more Vice-chairmen of the Company, the meeting shall be presided over by a Vice-chairman elected by more than half members of the Board); should the Vice-chairman is unable or fails to perform his/her duties, the meeting shall be presided over by a Director elected by more than half members of the Board.

Rules for Board Meetings	
Before amendment	After amendment
Article 7 The meeting of the Board shall be convened and presided over by the Chairman of the Board. Where the Chairman of the Board is unable to or fails to perform his/her duties and responsibilities, the Vice Chairman shall convene and preside over the meeting. When the Vice Chairman is unable to or fails to perform his/her duties and responsibilities, one of the Directors shall be elected by half or more of the Directors to convene and preside over the meeting.	Article 7 The meeting of the Board shall be convened and presided over by the Chairman of the Board. Where the Chairman of the Board is unable to or fails to perform his/her duties and responsibilities, the Vice Chairman shall convene and preside over the meeting. When the Vice Chairman is unable to or fails to perform his/her duties and responsibilities, one of the Directors shall be elected by <u>more than</u> half ~~or more~~ of the Directors to convene and preside over the meeting.

Rules for Board Meetings	
Before amendment	After amendment
Article 15 The presider shall request all the Directors attending the meeting of the Board to express clear opinions in respect of each proposal. With respect to the proposals that shall be approved in advance by the independent Directors according to relevant provisions, the presider shall, before considering relevant proposals, designate one independent Director to read out the written approval opinions reached by the independent Directors. 	Article 15 The presider shall request all the Directors attending the meeting of the Board to express clear opinions in respect of each proposal. With respect to the proposals that shall be ~~approved in advance~~ <u>considered and passed at</u> by the <u>Specialized Meetings of Independent Directors</u> according to relevant provisions, the <u>relevant proposals</u> ~~presider shall, before considering relevant proposals, designate one independent Director to read out the written approval opinions reached by the independent Directors~~ <u>first be considered and passed at the Specialized Meetings of Independent Directors.</u>
Article 20 If a director is related to the enterprise relating to the resolution of the Board Meeting, he/she shall not exercise the right to vote on such resolution, nor shall he/she exercise voting rights on behalf of another director. Under the circumstances where any Director abstains from voting, relevant Director shall not be counted in the quorum of the meeting. Relevant meeting of the Board can be held if more than half of the non-related Directors attend the meeting, and the resolution thus formed shall be passed by more than half of the non-related Directors. Where there are less than three non-related attending Directors, the relevant matters shall instead be submitted to the General Meeting for consideration.	Article 20 If a director is related to the enterprise <u>or individual</u> relating to the resolution of the Board Meeting, he/she shall not exercise the right to vote on such resolution, nor shall he/she exercise voting rights on behalf of another director. Under the circumstances where any Director abstains from voting, relevant Director shall not be counted in the quorum of the meeting. Relevant meeting of the Board can be held if more than half of the non-related Directors attend the meeting, and the resolution thus formed shall be passed by more than half of the non-related Directors. Where there are less than three non-related attending Directors, the relevant matters shall instead be submitted to the General Meeting for consideration.

Rules for Management of Raised Funds	
Before amendment	After amendment
Article 1 In order to reinforce and regulate the management of the fund raised and enhance the efficiency and benefits of use of proceed, the Company formulates this system in accordance with requirements of the Company Law of the People's Republic of China (the "PRC"), Securities Law of the PRC, Measures on Administration of Initial Public Offering and Listing, Administrative Measures on Issuance of Securities by Listed Companies, Regulation on Report of Use of Raised Fund from the Previous Issuance, Supervision Guide No. 2 on Listed Companies – Regulatory Requirements on the Management and Use of Raised Fund of Listed Companies, Stock Listing Rules of the Shanghai Stock Exchange, the Self-regulatory Guidelines for Listed Companies on the Shanghai Stock Exchange No. 1 – Standardized Operation and other laws and regulations, together with the Articles of Association of China Molybdenum Co., Ltd.*	Article 1 In order to reinforce and regulate the management of the fund raised and enhance the efficiency and benefits of use of proceed, the Company formulates this system in accordance with requirements of the Company Law of the People's Republic of China (the "PRC"), Securities Law of the PRC, Measures on Administration of <u>the Registration of the Initial Public Offering and Listing</u>, Administrative Measures <u>for the Registration of on the Issuance of Securities by Listed Companies</u>, ~~Regulation on Report of Use of Raised Fund from the Previous Issuance~~, ~~Supervision Guide No. 2 on Listed Companies – Regulatory Requirements on the Management and Use of Raised Fund of Listed Companies~~, <u>Guidelines for the Application of Regulatory Rules – Issuance No. 7, Rules for the Supervision of Raised Funds by Listed Companies</u>, Stock Listing Rules of the Shanghai Stock Exchange, the Self-regulatory Guidelines for Listed Companies on the Shanghai Stock Exchange No. 1 – Standardized Operation and other laws and regulations, together with the Articles of Association of China Molybdenum Co., Ltd.*
Article 8 The raised fund shall be used by the Company according to the use plan of raised fund committed in the document in relation to the issuance application. Where any circumstances occur that materially affects the use plan of raised fund, the Company shall timely report to Shanghai Stock Exchange, and make public announcement.	(Deleted)

Rules for Management of Raised Funds	
Before amendment	After amendment
Article 9 Where any of the following circumstances occur to the raised fund investment project (hereinafter referred to as the “Investment Project”), the Company shall reevaluate the feasibility, expected income, etc. of such Investment Project, decide whether to continue the implementation of such project, and disclose in the latest periodic report of the progress of the project, reasons for abnormal circumstances and the Investment Project after adjustment (if any): (1) The market environment involved in the Investment Project changes significantly; (2) The Investment Project delays for more than one year; (3) The period for previous raised fund investment plan has expired, and the investment amount of the raised fund has not reached 50% of relevant planned amount; (4) Other abnormal situations occur to the Investment Project.	Article 8 <u>The raised fund shall be carefully used by the Company in accordance with the purposes listed in the prospectus or other public offering documents and the purpose shall not be changed without authorization. The Company shall make true, accurate and complete disclosure of the actual use of the raised fund. In case of any situation having a serious impact on the normal operation of the raised fund investment plan, the Company shall make a relevant announcement in a timely manner.</u> Where any of the following circumstances occur to the raised fund investment project (hereinafter referred to as the “Investment Project”), the Company shall <u>promptly</u> re-evaluate the feasibility, expected income, etc. of such Investment Project, decide whether to continue the implementation of such project; ~~and disclose in the latest periodic report of the progress of the project, reasons for abnormal circumstances and the Investment Project after adjustment (if any):~~ (1) The market environment involved in the Investment Project changes significantly; (2) The Investment Project delays for more than one year; (3) The period for previous raised fund investment plan has expired, and the investment amount of the raised fund has not reached 50% of relevant planned amount; (4) Other abnormal situations occur to the Investment Project.

Rules for Management of Raised Funds	
Before amendment	After amendment
	<u>If the Company encounters any of the circumstances specified in the preceding paragraph, it shall make timely disclosure of such information. If adjustments to the raised fund investment plan are necessary, the adjusted investment plan shall also be disclosed. If changes are made to the raised fund investment project, the relevant review procedures for changes in the use of the raised fund shall apply.</u> <u>The Company shall disclose the specific details of the re-evaluation of Investment Project of the Company during the reporting period in its annual and semi-annual reports.</u>
/	(New) Article 9 <u>Where the raised fund investment project is expected to fail to be completed within the originally scheduled timeframe and the Company proposes to extend its implementation period, such extension shall be subject to timely review and approval by the Board, and the sponsor or independent financial advisor shall issue a clear opinion. The Company shall promptly disclose the specific reasons for the failure to complete as scheduled, the current deposit status and accounting records of the raised fund, whether any circumstances exist that may affect the normal progress of the use plan of raised fund, the expected completion timeline and phased investment schedule and measures to ensure on-schedule completion following the extension.</u>

Rules for Management of Raised Funds	
Before amendment	After amendment
Article 10 The Investment Project may not be holding trading financial assets and available-for-sale financial assets, loan to others, asset management or other financial investment; and may not be directly or indirectly for investments in the companies whose main business is to trade marketable securities.	Article 10 ~~The Investment Project may not be holding trading financial assets and available-for-sale financial assets, loan to others, asset management or other financial investment; and may not be directly or indirectly for investments in the companies whose main business is to trade marketable securities.~~ <u>The fund raised by the Company shall, in principle, be used for its main business. Except for financial enterprises, the raised fund may not be used to hold financial investments, and may not be invested directly or indirectly in companies that principally engage in the trading of marketable securities. The Company shall not conduct the following acts with use of the raised fund:</u> (1) <u>to change the use of raised fund in a disguised way through pledges, entrusted loans or other means;</u> (2) <u>to provide the raised fund directly or indirectly to the controlling shareholders, de facto controllers and other connected persons for providing convenience for them to obtain improper gains through the Investment Project;</u> (3) <u>other acts in violation of the provisions on the management of raised fund.</u> <u>The interpretation and application of the term “financial investment” as referred to in the preceding paragraph shall be implemented in accordance with the relevant provisions of the opinion on the application of relevant provisions of Articles 9, 10, 11, 13, 40, 57, and 60 of the Measures for the Administration of Registration of Securities Offering by Listed Companies-Opinions No. 18 on the Application of Securities and Futures Laws.</u> <u>If the Company discovers that its controlling shareholders, de facto controllers, or other connected persons have occupied the raised fund, it shall promptly request the return of the raised fund, and disclose the reasons for the occupation, the impact on the Company, the repayment and rectification plan, and the progress of the rectification.</u>

Rules for Management of Raised Funds	
Before amendment	After amendment
Article 11 The Company may not make disguised change of the purpose of raised fund through pledge, entrusted loans and other manners;	Article 11 ~~The Company may not make disguised change of the purpose of raised fund through pledge, entrusted loans and other manners;~~ <u>Where the Company uses the raised funds for the following matters, it shall obtain the approval of the Board of Directors, and disclose such matters in a timely manner after the sponsor or independent financial advisor issues a clear opinion:</u> (1) <u>Replacing the self-raised funds already invested in the raised funds investment projects with the raised funds;</u> (2) <u>Using temporarily idle raised funds for cash management;</u> (3) <u>Using temporarily idle raised funds to temporarily supplement working capital;</u> (4) <u>Changing the use of raised funds;</u> (5) <u>Using over-raised funds for ongoing projects and new projects, repurchasing the Company's shares and canceling them in accordance with the law.</u> <u>Where the Company falls under the circumstances specified in items (4) and (5) of the preceding paragraph, it shall also obtain the approval of the shareholders' general meeting.</u> <u>Where the relevant matters involve connected transactions, asset purchases, external investments, etc., the Company shall also perform the deliberation procedures and information disclosure obligations in accordance with the relevant provisions of the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange and other relevant rules.</u>

Rules for Management of Raised Funds	
Before amendment	After amendment
Article 12 The raised fund may not be used or misappropriated by the controlling shareholder, actual controller or other connected persons, and the Company shall adopt effective measures to prevent connected persons from gaining unlawful benefits through the Investment Project.	(Deleted)
Article 13 When the Company previously invested with own fund in Investment Project, it may replace its own fund with the raised fund within 6 months after the raised fund is transferred to the account. As to the replacement, it will not be implemented until the Board examines and approves, the Company shall obtain a verification report from an accounting firm, and the independent directors, supervisory committee, the sponsor and the independent financial adviser will make express affirmative opinion. The Board shall report to Shanghai Stock Exchange for record and make announcement within 2 trading days after the completion of the replacement.	Article 12 ~~When the Company previously invested with own fund in Investment Project, it may replace its own fund with the raised fund within 6 months after the raised fund is transferred to the account. As to the replacement, it will not be implemented until the Board examines and approves, the Company shall obtain a verification report from an accounting firm, and the independent directors, supervisory committee, the sponsor and the independent financial adviser will make express affirmative opinion. The Board shall report to Shanghai Stock Exchange for record and make announcement within 2 trading days after the completion of the replacement.~~ <u>Where the Company uses its own funds to pre-invest in a fund-raising project and intends to replace these with raised funds after the raised funds are received, the replacement shall be carried out within 6 months after the raised funds are transferred into the special account.</u> <u>During the implementation of a fund-raising investment project, payment shall in principle be made directly from the raised funds. If it is genuinely difficult to make direct payments from raised funds for matters such as personnel remuneration or purchasing overseas products and equipment, the replacement may be carried out within 6 months after payment is made with the Company's own funds.</u>

Rules for Management of Raised Funds	
Before amendment	After amendment
Article 14 The temporary idle fund raised by the Company may be managed in cash, but the products invested shall meet the following conditions: (1) Cost-guaranteed products with high security, such as the structured deposits and large denomination certificates; (2) Good liquidity, and shall not affect the normal operation of the raised funds investment plan. Investment products shall not be pledged, and the special settlement account for products (if applicable) shall not store non-raised funds or be used for other purposes. If the special settlement account for products is opened or cancelled, the Company shall report to the Shanghai Stock Exchange and make a public announcement within two trading days.	Article 13 The temporary idle fund raised by the Company may be managed in cash, <u>which should be implemented through a dedicated fundraising account or a publicly disclosed product specific settlement account. If cash management is implemented through a product specific settlement account, the account shall not store non raised funds or be used for other purposes. The implementation of cash management shall not affect the normal operation of the fundraising investment plan. The products invested shall meet the following conditions:</u> (1) ~~Cost-guaranteed~~ products with high security, such as structured deposits and large denomination certificates of deposit; ~~shall not be non-guaranteed;~~ (2) ~~Good liquidity, and shall not affect the normal operation of the raised funds investment plan. Investment products shall not be pledged, and the special settlement account for products (if applicable) shall not store non-raised funds or be used for other purposes. If the special settlement account for products is opened or cancelled, the Company shall report to the Shanghai Stock Exchange and make a public announcement within two trading days, and product term shall not exceed twelve months;~~ (3) <u>Cash management products cannot be pledged.</u> <u>The Company may only resume cash management within the authorized period and limit after the fund raised from the cash management products specified in the first paragraph are duly recovered and announced.</u> <u>If the Company opens or closes a specific settlement account for an investment product, it shall publish an announcement in a timely manner.</u>

Rules for Management of Raised Funds	
Before amendment	After amendment
Article 15 Where the Company invests in products with the idle funds raised, the same shall be submitted to the board of directors for deliberation and approval, and consent of the independent directors, board of supervisors and the sponsor agency shall be obtained. The Company shall within two trading days after the board meeting make an announcement setting out: (1) basic information of the funds raised in this time, including the time, gross and net amount and investment plan for the funds raised; (2) situations of the use of the funds raised; (3) the amount and term of the product invested in with the idle raised funds, whether there is any indication that the usage of the funds raised has changed and the measures adopted to guarantee the normal implementation of the investment project for funds raised; (4) distribution of return of the investment product, scope of investment and safety; (5) opinions given by the independent directors, the board of supervisors and the sponsor agency or independent financial adviser.	Article 14 Where the Company ~~invests in products with~~ <u>uses the temporarily</u> idle funds raised ~~for cash management, it shall promptly disclose the following content after the same has been deliberated by~~ <u>shall be submitted to the board of directors for deliberation and approval, and consent of the independent directors, board of supervisors and the sponsor agency shall be obtained. The Company shall within two trading days after the board meeting make an announcement setting out:</u> (1) basic information of the funds raised in this time, including the time, gross and net amount and investment plan for the funds raised; (2) situations of the use of the funds raised; (3) <u>the amount and term of the cash management, whether there is any indication that the usage of the funds raised has changed and the measures adopted to guarantee the normal implementation of the investment project for funds raised;</u> (34) distribution of return of the <u>investment cash management</u> product, scope of investment and safety; (45) ~~opinions given by the independent directors, the board of supervisors and the sponsor agency or independent financial adviser.~~ <u>The Company shall promptly disclose a risk alert announcement when circumstances arise that may harm the interests of the Company and its investors, such as a deterioration in the financial condition of the issuer of the product or potential losses in the invested product, and shall explain the risk control measures taken by the Company to ensure the security of the funds.</u>

Rules for Management of Raised Funds	
Before amendment	After amendment
Article 16 In order to avoid raised fund laid up and exploit the efficiency of its utilisation, the raised fund may be used for temporarily supplementing the working capital under laws, regulations and normative documents, it shall meet the following requirements: 1. It may not change the purpose of raised fund in disguise and may not affect the normal operation of raised fund investment plan; 2. It is limited to the production and operation relating to main business, and may not be used for placement of new shares or subscription, or be used for trading of shares and its derivatives as well as convertible corporate bonds, etc. through direct or indirect arrangement; 3. The time for each amount supplementing working capital shall not exceed 12 months; 4. The due previous raised fund temporarily supplementing working capital has been repaid (if applicable). Where the Company uses unused fund to temporarily supplement the working capital, it shall obtain the approval from the Board, obtain the affirmative opinion made by independent directors, sponsors and supervisory committee, and shall report to Shanghai Stock Exchange and make announcement within 2 trading days.	Article 15 ~~In order to avoid raised fund laid up and exploit the efficiency of its utilisation, the raised fund may be used for temporarily supplementing the working capital under laws, regulations and normative documents, it shall meet the following requirements.~~<u>If the Company uses idle raised fund to temporarily supplement working capital, it shall implement it through the Special Account for Raised Fund, and shall meet the following requirements:</u> 1. It may not change the purpose of raised fund in disguise and may not affect the normal operation of raised fund investment plan; 2. It is limited to the production and operation relating to main business,~~and may not be used for placement of new shares or subscription, or be used for trading of shares and its derivatives as well as convertible corporate bonds, etc. through direct or indirect arrangement;~~ 3. The time for each amount <u>temporary</u> supplementing working capital shall not exceed 12 months; 4. The due previous raised fund temporarily supplementing working capital has been repaid (if applicable). ~~Where the Company uses unused fund to temporarily supplement the working capital, it shall obtain the approval from the Board, obtain the affirmative opinion made by independent directors, sponsors and supervisory committee, and shall report to Shanghai Stock Exchange and make announcement within 2 trading days.~~ Before the time for supplementing working capital expires, the Company shall pay such fund back to the Special Account for Raised Fund, and make a timely announcement.

Rules for Management of Raised Funds	
Before amendment	After amendment
/	(New) Article 16 <u>The Company shall properly arrange the usage plan of Excess Fund according to its development plan and actual production and operation needs. Excess Fund shall be used for items under construction and new items, repurchasing the Company's shares and legally cancelling them. The Company shall, at the latest by the overall completion of the same batch of raised fund investment items, specify the detailed usage plan of Excess Fund and put them into use according to the plan. The use of Excess Fund shall be decided by the Board in accordance with the law, the sponsor and independent financial advisor shall give a clear opinion, and it shall be submitted to the Shareholders' meeting for review. The Company shall promptly and fully disclose the necessity and reasonableness of using Excess Fund and other related information. If the Company uses Excess Fund to invest in items under construction and new items, it shall also fully disclose information such as the construction plan, investment cycle, and rate of return of the relevant items.</u> <u>If it is indeed necessary to use temporarily idle Excess Fund for cash management or temporary replenishment of working capital, the necessity and reasonableness shall be explained. When the Company uses temporarily idle Excess Fund for cash management or temporary replenishment of working capital, matters such as the amount and term shall be reviewed and approved by the board of directors, the sponsor shall give a clear opinion, and the Company shall promptly disclose the relevant information.</u>

Rules for Management of Raised Funds	
Before amendment	After amendment
Article 18 Where the Excess Fund is used for permanently supplementing working capital and repaying bank loans, it will be subject to the consideration and approval from the Board and the shareholders' general meeting. Online voting shall be available for the shareholders, and independent directors, supervisors, sponsor and independent financial advisor shall express affirmative opinion. The Company shall report to the Shanghai Stock Exchange for record and announce the followings within 2 trading days after the Board meeting: (1) The basic information of the raised fund, including the time for raising the fund, amount, Net Raised Fund, excess fund and investment plan, etc.; (2) The information of use of raised fund; (3) The necessity and detailed use plan of the Excess Fund used for permanently supplementing working capital and repaying bank loans; (4) The undertaking of not making high-risk investment nor providing financial support for others within 12 months after supplementing working capital; (5) The impact on the Company from the use of Excess Fund used for permanently supplementing working capital and repaying bank loans; (6) Opinion from the independent directors, supervisory committee, the sponsor or independent financial advisor.	(Deleted)

Rules for Management of Raised Funds	
Before amendment	After amendment
Article 19 When the Company invested Excess Fund in projects under construction and new projects (including acquisition of assets), the investment will be limited to its main business. The Company shall apply the relevant regulations of Article 22 to 27 in this system, conduct the feasibility analysis of the new Investment Project in a scientific and diligent manner, and timely carry out the obligation of disclosure.	(Deleted)
Article 21 After the entire Investment Project is completed, if the remaining raised fund (including interest income) is more than 10% of the Net Raised Fund, the Company may use the remaining raised fund after the Board and the shareholders' general meeting consider and approve, and the independent directors, sponsor and supervisory committee issue their confirmative opinion. The Company shall report to Shanghai Stock Exchange and make announcement within 2 trading days after the Board meeting.	Article 18 After the entire Investment Project is completed, if ~~the the Company~~ may use remaining raised fund (including interest income) ~~is more than 10% of the Net Raised Fund, the Company may use the remaining raised fund~~ after the Board and ~~the shareholders' general meeting~~ considers and approves, and the independent directors, sponsor and supervisory committee issue their <u>its</u> confirmative opinion. ~~The Company shall report to Shanghai Stock Exchange and make announcement within 2 trading days after the Board meeting. The Company shall promptly make an announcement upon review by the Board. If the remaining raised funds (including interest income) account for more than 10% of the Net Raised Fund, it shall also be reviewed and approved by the shareholders' general meeting.~~

Note: The provisions whose serial numbers have changed due to the addition or deletion of clauses but without change in content are not presented in the above table.